

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

FORM 20-F

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

Commission file number: **001-34677**

**SCORPIO TANKERS INC.**

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

**Republic of the Marshall Islands**

(Jurisdiction of incorporation or organization)

**99 Boulevard du Jardin Exotique Monaco 98000**

(Address of principal executive offices)

**Mr. Emanuele Lauro**

**+377-9798-5716**

investor.relations@scorpiotankers.com

**99 Boulevard du Jardin Exotique Monaco 98000**

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

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

| Title of each class                      | Trading Symbol(s) | Name of each exchange on which registered |
|------------------------------------------|-------------------|-------------------------------------------|
| Common stock, par value \$0.01 per share | STNG              | New York Stock Exchange                   |

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

NONE

(Title of class)

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

NONE

(Title of class)

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

As of December 31, 2024 there were 49,923,042 outstanding shares of common stock, par value \$0.01 per share.

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

YesX

No

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

Yes

NoX

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

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

YesX

No

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

YesX

No

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

Large Accelerated Filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Emerging growth company ☐

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

<sup>†</sup> The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes ☒ No ☐

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

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

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

|                                     |                                                                                                       |
|-------------------------------------|-------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/>            | U.S. GAAP                                                                                             |
| <input checked="" type="checkbox"/> | International Financial Reporting Standards as issued by the International Accounting Standards Board |
| <input type="checkbox"/>            | Other                                                                                                 |

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

☐ Item 17 ☐ Item 18

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

Yes ☐ No ☒

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND RISK FACTOR SUMMARY

The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. This document includes assumptions, expectations, projections, intentions and beliefs about future events. These statements are intended as “forward-looking statements.” We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection therewith. This report and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance, and are not intended to give any assurance as to future results. We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. When used in this document, the words “believe,” “expect,” “anticipate,” “estimate,” “intend,” “seek,” “plan,” “potential,” “continue,” “contemplate,” “possible,” “target,” “project,” “likely,” “may,” “might,” “would,” “could” and similar expressions, terms, or phrases may identify forward-looking statements.

These forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about the business and our future financial results and readers should not place undue reliance on them. The forward-looking statements in this report are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management’s examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

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

- our future operating or financial results;
  - the strength of world economies and currencies;
  - fluctuations in interest rates and foreign exchange rates;
  - general market conditions, including the market for our vessels, fluctuations in spot and charter rates and vessel values;
  - availability of financing and refinancing;
  - our business strategy and other plans and objectives for growth and future operations, including planned and unplanned capital expenditures;
  - our ability to successfully employ our vessels;
  - planned, pending or recent acquisitions, business strategy and expected capital spending or operating expenses, including drydocking, surveys, upgrades and insurance costs;
  - potential liability from pending or future litigation;
  - the impact of increasing scrutiny and changing expectations from investors, lenders and other market participants with respect to our environmental, social and governance policies;
  - general domestic and international political conditions, including the ongoing armed conflict between Russia and Ukraine and developments in the Middle East;
  - potential disruption of shipping routes due to accidents or political events;
  - the length and severity of epidemics and other public health concerns, including any impact on the demand for seaborne transportation of petroleum products;
  - vessel breakdowns and instances of off-hire;
  - competition within our industry;
  - the supply of and demand for vessels comparable to ours;
  - corruption, piracy, militant activities, political instability, terrorism, and ethnic unrest in locations where we may operate;
  - delays and cost overruns in drydocks or other capital projects;
  - our level of indebtedness;
  - our ability to obtain financing and to comply with the restrictive and other covenants in our financing arrangements;
  - our need for cash to meet our debt service obligations;
-

- our levels of operating and maintenance costs, including bunker prices, drydocking and insurance costs;
- our ability to successfully identify, consummate, integrate, and realize the expected benefits from acquisitions;
- reputational risks;
- availability of skilled workers and the related labor costs and related costs;
- compliance with governmental, tax, environmental and safety regulation;
- any non-compliance with the U.S. Foreign Corrupt Practices Act of 1977 (FCPA) or other applicable regulations relating to bribery;
- general economic conditions and conditions in the oil and natural gas industry;
- effects of new products and new technology in our industry;
- the failure of counterparties to fully perform their contracts with us;
- our dependence on key personnel;
- adequacy of insurance coverage;
- our ability to obtain indemnities from customers;
- changes in laws, treaties or regulations applicable to us;
- the volatility of the price of our common shares and our other securities;
- other factors that may affect our future results; and
- these factors and other risk factors described in this annual report and other reports that we furnish or file with the U.S. Securities and Exchange Commission, or the SEC.

These factors and the other risk factors described in this report are not necessarily all of the important factors that could cause actual results or developments to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. These forward-looking statements are not guarantees of our future performance, and actual results and future developments may vary materially from those projected in the forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of their dates. We undertake no obligation, and specifically decline any obligation, except as required by law, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Please see our Risk Factors in "Item 3. Key Information - D. Risk Factors" of this annual report for a more complete discussion of these and other risks and uncertainties.

### **Risk Factor Summary**

The following is a summary of the risk factors which are described in further detail in subsequent sections.

#### *Risks Related to our Industry*

Our fleet of tanker vessels operates worldwide, solely in the oil and oil products transportation sector, which is volatile and unpredictable and exposes us to regulatory, operational, safety, technical, environmental and political risks, other regulations and developments that may disrupt our business and operations, including:

- our dependence on spot-oriented pools and spot charters;
- the current and future supply to tanker capacity and its impact on charter rates applicable to us;
- shifts in consumer demand from oil towards other energy sources;
- increased liability as a result of international safety regulations and inspection procedures;
- the impacts of trade protectionism on our performance, results of operations and cash flow;
- acts of piracy, terrorism and other attacks that could adversely affect our business;
- technological innovation that could reduce our charterhire income, the demand for and value of our vessels;
- labor or other business interruptions as a result of geopolitical or global health events out of our control;
- increased costs as a result of changing expectations with respect to environmental, social and governance policies; and
- the impact of sanctions, tariffs, embargoes and other trade policies which could have a material adverse impact on our results of operations, financial condition and cash flows.

Details of the specific risks relating to our industry are described below.

#### *Risks Related to our Company and Indebtedness*

We are incorporated in the Republic of the Marshall Islands, and are exposed to a significant number of external and internal risks, including with respect to our indebtedness, common shares, financial reporting, taxation and corporate governance, including:

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- our dependence on spot-oriented pools and spot charters;
- the current and future supply to tanker capacity and its impact on charter rates applicable to us;
- shifts in consumer demand from oil towards other energy sources;
- increased liability as a result of international safety regulations and inspection procedures;
- the impacts of trade protectionism on our performance, results of operations and cash flow;
- acts of piracy, terrorism and other attacks that could adversely affect our business;
- technological innovation that could reduce our charterhire income, the demand for and value of our vessels;
- labor or other business interruptions as a result of geopolitical or global health events out of our control;
- increased costs as a result of changing expectations with respect to environmental, social and governance policies; and
- the impact of sanctions, tariffs, embargoes and other trade policies which could have a material adverse impact on our results of operations, financial condition and cash flows.

Details of the specific risks relating to our Company are described below.

*Risks Related to our Relationship with the Scorpio Group of Companies*

We are subject to risks related to our relationships with our affiliates and related parties, which we refer to in this Annual Report as the “Scorpio group of companies” (of which our commercial and technical managers and administrator are a part of), including with respect to conflicts of interest between us and the commercial and technical managers of our fleet. Details of the specific risks relating to the Scorpio group of companies are described below.

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**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.



### ITEM 3. KEY INFORMATION

*Unless the context otherwise requires, when used in this annual report, the terms “Scorpio Tankers,” the “Company,” “we,” “our” and “us” refer to Scorpio Tankers Inc. and its subsidiaries. “Scorpio Tankers Inc.” refers only to Scorpio Tankers Inc. and not its subsidiaries. Unless otherwise indicated, all references to “dollars,” “US dollars” and “\$” in this annual report are to the lawful currency of the United States. We use the term deadweight tons, or dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, in describing the size of tankers.*

*As used herein, “SLR2P” refers to the Scorpio LR2 Pool, “MPL” refers to the Mercury Pool, “SLR1P” refers to the Scorpio LR1 Pool, “SMRP” refers to the Scorpio MR Pool, and “SHTP” refers to the Scorpio Handymax Tanker Pool, which are spot market-oriented tanker pools in which certain of our vessels operate.*

#### A. [Reserved]

#### B. Capitalization and Indebtedness

Not applicable.

#### C. Reasons for the Offer and Use of Proceeds

Not applicable.

#### D. Risk Factors

*The following risks relate principally to the industry in which we operate and our business in general. Other risks relate principally to the securities market and ownership of our securities. The occurrence of any of the events described in this section could significantly and negatively affect our business, financial condition, operating results or cash available for the payment of dividends on our common shares and interest on our debt securities, or the trading price of our securities.*

### RISKS RELATED TO OUR INDUSTRY

#### **The tanker industry is cyclical and volatile, which may adversely affect our earnings and available cash flow.**

The tanker industry is both cyclical and volatile in terms of charter rates and profitability. Periodic adjustments to the supply of and demand for oil tankers can cause the industry to be cyclical in nature. We expect continued volatility in market rates for our vessels in the foreseeable future with a consequential effect on our short and medium-term liquidity. A weakening of current global economic conditions may cause tanker charter rates to decline and thereby adversely affect our ability to charter or re-charter our vessels or to sell them on the expiration or termination of their charters, and the rates payable in respect of our vessels currently operating in tanker pools, or any renewal or replacement charters that we enter into, may not be sufficient to allow us to operate our vessels profitably. In addition, conflicts in Ukraine and the Middle East are disrupting energy production and trade patterns, including shipping in the Black Sea, Red Sea, and elsewhere, and its continued impact on energy prices and tanker rates is uncertain. Moreover, the impact of the 2024 U.S. presidential and congressional election results on the economy, future government policies, laws and regulations on the economy, including trade policies, such as the imposition of tariffs, port fees and other import restrictions, remains uncertain across global markets. Fluctuations in charter rates and vessel values result from changes in the supply and demand for tanker capacity and changes in the supply and demand for oil and petroleum products. The factors affecting the supply and demand for tankers are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable.

The factors that influence demand for tanker capacity include:

- supply of and demand for energy resources and oil and petroleum products;
- changes in the consumption of oil and petroleum products due to availability of new, alternative energy sources or changes in the price of oil and petroleum products relative to other energy sources or other factors making consumption of oil and petroleum products less attractive;
- regional availability of refining capacity and inventories compared to geographies of oil production regions;
- national policies regarding strategic oil inventories (including if strategic reserves are set at a lower level in the future as oil decreases in the energy mix);
- global and regional economic and political conditions, including armed conflicts, including the conflicts between Russia and Ukraine and between Israel and Hamas, and other international hostilities, terrorist activities, embargoes and strikes and "trade wars" and other developments in international trade;
- the price of oil;
- currency exchange rates;
- the distance over which oil and petroleum products are to be moved by sea;

- changes in seaborne and other transportation patterns, including changes in the distances over which tanker cargoes are transported by sea;
- changes in governmental or maritime self-regulatory organizations' rules and regulations or actions taken by regulatory authorities;
- environmental and other legal and regulatory developments;
- business disruptions, including supply chain issues, due to natural, health or other disasters, or otherwise;
- developments in international trade, including those relating to the imposition of tariffs;
- competition from alternative sources of energy, other shipping companies and other modes of transportation; and
- international sanctions, embargoes, import and export restrictions, nationalizations and wars.

The factors that influence the supply of tanker capacity include:

- supply of and demand for energy resources and oil and petroleum products;
- demand for alternative sources of energy;
- the number of newbuilding orders and deliveries, including slippage in deliveries;
- the number of vessel casualties;
- technological advances in tanker design and capacity, propulsion technology and fuel consumption efficiency;
- the age of the world product tanker fleet;
- the number of shipyards and ability of shipyards to deliver vessels;
- availability of financing for new vessels and shipping activity;
- the degree of scrapping or recycling rate of older vessels, depending, amongst other things, on scrapping or recycling rates and international scrapping or recycling regulations;
- the price of steel and vessel equipment;
- the price of oil;
- available interest rates on financing;
- the number of conversions of tankers to other uses or conversions of other vessels to tankers;
- the number of product tankers trading crude or "dirty" oil products (such as fuel oil);
- the number of vessels that are out of service, namely those that are laid up, drydocked, awaiting repairs or otherwise not available for hire;
- changes in government and industry environmental and other regulations that may limit the useful lives of tankers and environmental concerns and regulations, including ballast water management, low sulfur fuel consumption regulations, and reductions in CO2 emissions;
- product imbalances (affecting the level of trading activity);
- developments in international trade, including refinery additions and closures;
- port or canal congestion, including reduction in the transits of the Panama or Suez Canals; and
- speed of vessel operation.

In addition to the prevailing and anticipated freight rates, factors that affect the rate of newbuilding, scrapping and laying-up include newbuilding prices, secondhand vessel values in relation to scrap prices, costs of bunkers and other operating costs, costs associated with classification society surveys, normal maintenance costs, insurance coverage costs, the efficiency and age profile of the existing tanker fleet in the market, and government and industry regulation of maritime transportation practices, particularly environmental protection laws and regulations. These factors influencing the supply of and demand for shipping capacity are outside of our control, and we may not be able to correctly assess the nature, timing and degree of changes in industry conditions.

We anticipate that the future demand for our tankers will be dependent upon economic growth in the world's economies, seasonal and regional changes in demand, changes in the capacity of the global tanker fleet and the sources and supply of oil and petroleum products to be transported by sea. Given the number of new tankers currently on order with shipyards, the capacity of the global tanker fleet seems likely to increase and there can be no assurance as to the timing or extent of future economic growth. Adverse economic, political, social or other developments could also have a material adverse effect on our industry and, as a result, our business and operating results.

Declines in oil and natural gas prices for an extended period of time, or market expectations of potential decreases in these prices, could negatively affect our future growth in the tanker sector. Sustained periods of low oil and natural gas prices typically result in reduced exploration and extraction because oil and natural gas companies' capital expenditure budgets are subject to cash flow from such activities and are therefore sensitive to changes in energy prices. These changes in commodity prices can have a material effect on demand for our services, and periods of low demand can cause excess vessel supply and intensify the competition in the industry, which often results in vessels, particularly older and less technologically-advanced vessels, being idle for long periods of time. We cannot predict the future level of demand for our services or future conditions of the oil and natural gas industry and decrease in exploration, development or production expenditures by oil and natural gas companies could reduce our revenues and materially harm our business, results of operations and cash available for distribution.

**We are dependent on spot-oriented pools and spot charters and any decrease in spot charter rates in the future may adversely affect our earnings.**

As of March 20, 2025, 83 of our vessels were employed in either the spot market or in spot market-oriented tanker pools such as the SLR2P, SMRP, SHTP or Mercury Pool, which we refer to collectively as the Scorpio Pools and which are managed by companies that are members of the Scorpio group of companies, exposing us to fluctuations in spot market charter rates. The spot charter market may fluctuate significantly based upon tanker and oil supply and demand. The successful operation of our vessels in the competitive spot charter market, including within the Scorpio Pools, depends on, among other things, obtaining profitable spot charters and minimizing, to the extent possible, time spent waiting for charters and time spent traveling unladen to pick up cargo. The spot market is very volatile, and, in the past, there have been periods when spot charter rates have declined below the operating cost of vessels. If spot charter rates decline, then we may be unable to operate our vessels trading in the spot market profitably, meet our obligations, including payments on indebtedness, or pay dividends in the future. Furthermore, as charter rates for spot charters are fixed for a single voyage which may last up to several weeks, during periods in which spot charter rates are rising, we will generally experience delays in realizing the benefits from such increases.

Our and our pool operator's ability to renew expiring charters or obtain new charters will depend on the prevailing market conditions at the time. If we or our pool operators are not able to obtain new charters in direct continuation with existing charters or upon taking delivery of a newly acquired vessel, or if new charters are entered into at charter rates substantially below the existing charter rates or on terms otherwise less favorable compared to existing charter terms, our revenues and profitability could be adversely affected.

**An over-supply of tanker capacity may depress charter rates, which may limit our ability to operate our tankers profitably.**

The market supply of tankers is affected by a number of factors, such as supply and demand for energy resources, including oil and petroleum products, supply and demand for seaborne transportation of such energy resources, and the net additions to the tanker fleet. If the capacity of new tankers delivered exceeds the capacity of tankers being scrapped and converted to non-trading tankers, tanker capacity will increase. According to McQuilling, as of February 13, 2025, the newbuilding order book, which extends to 2027 and beyond, equaled approximately 13% of the existing world tanker fleet and the order book may increase further in proportion to the existing fleet. If the supply of tanker capacity increases and if the demand for tanker capacity does not increase correspondingly or declines, charter rates could materially decline. A reduction in charter rates and the value of our vessels may have a material adverse effect on our results of operations, available cash, our ability to pay dividends, and our compliance with current or future covenants with respect to any of our financing arrangements.

In addition, product tankers may be "cleaned up" from "dirty/crude" trades and swapped back into the "clean" product tanker market which would increase the available product tanker tonnage which may in turn affect the supply and demand balance for product tankers. This could have an adverse effect on our future performance, results of operations, cash flows and financial position.

**Changes in fuel, or bunkers, prices may adversely affect our profits.**

Since we primarily employ our vessels in the spot market or in spot market-oriented pools, fuel costs are typically the largest expense affecting our shipping operations, and fluctuations in fuel prices may adversely affect our profitability. The cost of fuel, including the fuel efficiency or capability to use lower priced fuel, can also be an important factor considered by charterers in negotiating charter rates. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, such as the conflict between Russia and Ukraine and the conflict in the Middle East, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries, or OPEC, and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns.

Fuel may continue to become much more expensive in the future, which may adversely affect the competitiveness of our business compared to other forms of transportation and reduce our profitability.

In addition, elevated fuel prices might lead to a decrease in the economic viability of older vessels that lack fuel efficiency and a reduction of useful lives of these vessels.

**Tanker rates also fluctuate based on seasonal variations in demand.**

Tanker markets are typically stronger in the winter months as a result of increased oil consumption in the northern hemisphere but weaker in the summer months as a result of lower oil consumption in the northern hemisphere and refinery maintenance that is typically conducted in the summer months. In addition, unpredictable weather patterns during the winter months in the northern hemisphere tend to disrupt vessel routing and scheduling. The oil price volatility resulting from these factors has historically led to increased oil trading activities in the winter months. As a result, revenues generated by our vessels have historically been weaker during the quarters ended June 30 and September 30, and stronger in the quarters ended March 31 and December 31. This seasonality could have a material adverse effect quarter to quarter on our future performance, results of operations, cash flows and financial position.

**A shift in consumer demand from oil towards other energy sources or changes to trade patterns for refined oil products may have a material adverse effect on our business.**

A significant portion of our earnings are related to the oil industry. We rely almost exclusively on the cash flows generated from the employment of our vessels that operate in the tanker sector of the shipping industry. Due to our lack of diversification, adverse developments in the tanker shipping industry have a significantly greater impact on our financial condition and results of operations than if we maintained more diverse assets or lines of business. Adverse developments in the tanker business could therefore reduce our ability to meet our payment obligations and our profitability.

A shift in or disruption of the consumer demand from oil towards other energy resources such as electricity, natural gas, liquefied natural gas, biofuels, ammonia, or hydrogen will potentially affect the demand for our product tankers. A shift from the use of internal combustion engine vehicles to electric vehicles may also reduce the demand for oil. These factors could have a material adverse effect on our future performance, results of operations, cash flows and financial position.

"Peak oil" is the year when the maximum rate of extraction of oil is reached. Recent forecasts of "peak oil" range from the late 2020s to the 2040s, depending on economics and how governments respond to global warming. Irrespective of "peak oil", the continuing shift in consumer demand from oil towards other energy resources such as wind energy, solar energy, hydrogen energy or nuclear energy, as well as shifts in government commitments and support for energy transition programs, may have a material adverse effect on our future performance, results of operations, cash flows and financial position.

Seaborne trading and distribution patterns are primarily influenced by the relative advantage of the various sources of production, locations of consumption, pricing differentials and seasonality. Changes to the trade patterns of refined oil products may have a significant negative or positive impact on the ton-mile and therefore the demand for our product tankers. This could have a material adverse effect on our future performance, results of operations, cash flows and financial position.

**Volatility in economic conditions throughout the world could have an adverse impact on our results of operations and financial condition.**

Our business and profitability are affected by the overall level of demand for our vessels, which in turn is affected by trends in global economic conditions. There has historically been a strong link between the development of the world economy and demand for energy, including oil and gas. In the past, declines in global economic activity significantly reduced the level of demand for our vessels. Adverse and developing economic and governmental factors, together with the concurrent volatility in charter rates and vessel values, may have a material adverse effect on our results of operations, financial condition and cash flows, and could cause the price of our ordinary shares to decline.

Also, as a result of concerns about the stability of financial markets generally, and the solvency of counterparties specifically, the availability and cost of obtaining money from the public and private equity and debt markets may become more difficult. We cannot be certain that financing will be available if needed and to the extent required, or that we will be able to refinance our existing and future credit facilities, on acceptable terms or at all. If financing or refinancing is not available when needed, or is available only on unfavorable terms, we may be unable to meet our obligations as they come due or we may be unable to enhance our existing business, complete additional vessel acquisitions or otherwise take advantage of business opportunities as they arise. These risks factors, overall, may have a material adverse effect on our results of operations and financial condition and may cause the price of our common shares to decline.

In addition, in 2020 President Xi Jinping committed China to achieving carbon neutrality by 2060 at the UN General Assembly despite that carbon emissions are currently a prominent part of China's economic and industrial structure as it relies heavily on nonrenewable energy sources, generally lacks energy efficiency, and has a rapidly growing energy demand. The method by which China attempts to achieve carbon neutrality by 2060, and any attendant reduction in the demand for oil, petroleum and related products, could have a material adverse effect on our business, cash flows and results of operations.

**If we, including the Scorpio Pools, cannot meet our customers' quality and compliance requirements we may not be able to operate our vessels profitably which could have an adverse effect on our future performance, results of operations, cash flows and financial position.**

Customers, in particular those in the oil industry, have an increasingly high focus on quality and compliance standards with their suppliers across the entire value chain, including the shipping and transportation segment. Our, and the Scorpio Pools', continuous compliance with these standards and quality requirements is vital for our operations. Related risks could materialize in multiple ways, including a sudden and unexpected breach in quality and/or compliance concerning one or more vessels, or a continuous decrease in the quality concerning one or more vessels occurring over time. Moreover, continuous increasing requirements from oil industry constituents can further complicate our ability to meet the standards. Any noncompliance by us, or the Scorpio Pools, either suddenly or over a period of time, on one or more vessels, or an increase in requirements by oil operators above and beyond what we deliver, may have a material adverse effect on our future performance, results of operations, cash flows and financial position.

**An increase in trade protectionism, the unraveling of multilateral trade agreements and a decrease in the level of China's export of goods and import of raw materials could have a material adverse impact on our charterers' business and, in turn, could cause a material adverse impact on our results of operations, financial condition and cash flows.**

Our operations expose us to the risk that increased trade protectionism may adversely affect our business. Recently, government leaders have declared that their countries may turn to trade barriers to protect or revive their domestic industries in the face of foreign imports, thereby depressing the demand for shipping.

The U.S. government has made statements and taken actions that may impact U.S. and international trade policies, including tariffs affecting certain Chinese industries. Additionally, new tariffs may be imposed by the Trump administration on imports from Canada, Mexico and China as well as on imports of steel and aluminum. It is unknown whether and to what extent new tariffs (or other new laws or regulations) will be adopted, or the effect that any such actions would have on us or our industry. If any new tariffs, legislation and/or regulations are implemented, or if existing trade agreements are renegotiated or, in particular, if the U.S. government takes retaliatory trade actions due to the ongoing U.S.-China trade tension, such changes could have an adverse effect on our business, results of operations and financial condition.

Additionally, the U.S. trade war with China may escalate beyond tariffs with a proposal by the Trump administration to impose significant fees on any vessel entering a U.S. port where that vessel is owned by a Chinese shipping company or by a vessel operator whose fleet includes one or more Chinese-built vessels or that has newbuilding orders at a Chinese shipyard. The proposal of the U.S. trade representative (USTR), if adopted as proposed, would require Chinese shipping company's to pay up to \$1 million per port call and those operating Chinese-built vessels to be charged up to \$1.5 million per U.S. port call, depending on the percentage of vessels in their fleet built at Chinese shipyard or newbuilding orders with Chinese shipyards. It is unknown whether and to what extent these new port fees on Chinese shipping companies and vessels will be adopted, or the effect that they would have on us or our industry generally.

Restrictions on imports, including in the form of tariffs, could have a major impact on global trade and demand for shipping generally. Specifically, increasing trade protectionism in the markets that our charterers serve may cause an increase in (i) the cost of goods exported from exporting countries, (ii) the length of time required to deliver goods from exporting countries, (iii) the costs of such delivery and (iv) the risks associated with exporting goods. These factors may result in a decrease in the quantity of goods to be shipped. Protectionist developments, or the perception they may occur, may have a material adverse effect on global economic conditions, and may significantly reduce global trade, including trade between the United States and China. These developments would also have an adverse impact on our charterers' business, operating results and financial condition which could, in turn, affect our charterers' ability to make timely charter hire payments to us and impair our ability to renew charters and grow our business. Any of these developments could have a material adverse effect on our business, results of operations and financial condition, as well as our cash flows, including cash available for dividends to our stockholders.

**We are subject to complex laws and regulations, including environmental laws and regulations that can increase our liability and adversely affect our business, results of operations, cash flows and financial condition, and our available cash.**

Our operations are subject to numerous laws and regulations in the form of international conventions and treaties, national, state and local laws and national and international regulations in force in the jurisdictions in which our vessels operate or are registered, which can significantly affect the ownership and operation of our vessels. Compliance with such laws and regulations, where applicable, may require installation of costly equipment or operational changes and may affect the resale value or useful lives of our vessels. We may also incur additional costs in order to comply with other existing and future regulatory obligations, including, but not limited to, costs relating to air emissions including greenhouse gases, the management of ballast and bilge waters, maintenance and inspection, elimination of tin-based paint, development and implementation of emergency procedures and insurance coverage or other financial assurance of our ability to address pollution incidents.

A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions or the suspension or termination of our operations. Environmental requirements can also affect the resale value or useful lives of our vessels, could require a reduction in cargo capacity, ship modifications or operational changes or restrictions, could lead to decreased availability of insurance coverage for environmental matters or could result in the denial of access to certain jurisdictional waters or ports or detention in certain ports. Under local, national and foreign laws, as well as international treaties and conventions, we could incur material liabilities, including clean-up obligations and natural resource damages liability, in the event that there is a release of hazardous materials from our vessels or otherwise in connection with our operations. Environmental laws often impose strict liability for remediation of spills and releases of oil and hazardous substances, which could subject us to liability without regard to whether we were negligent or at fault. We could also become subject to personal injury or property damage claims relating to the release of hazardous substances associated with our existing or historic operations. Violations of, or liabilities under, environmental requirements can result in substantial penalties, fines and other sanctions, including, in certain instances, seizure or detention of our vessels, and could harm our reputation with current or potential charterers of our tankers.

In addition, many environmental requirements are designed to reduce the risk of pollution, such as from oil spills, and our compliance with these requirements could be costly. To comply with these and other regulations, including: (i) the sulfur emission requirements of Annex VI of the International Convention for the Prevention of Marine Pollution from Ships, or MARPOL, which instituted a global 0.5% (lowered from 3.5% as of January 1, 2020) sulfur cap on marine fuel consumed by a vessel, unless the vessel is equipped with a scrubber, and (ii) the International Convention for the Control and Management of Ships' Ballast Water and Sediments of the International Maritime Organization, or the IMO, which requires vessels to install expensive ballast water treatment systems, we may be required to incur additional costs to meet new maintenance and inspection requirements, develop contingency plans for potential spills, and obtain insurance coverage. The increased demand for low sulfur fuels may increase the costs of fuel for our vessels that do not have scrubbers. Additional conventions, laws and regulations may be adopted that could limit our ability to do business or increase the cost of doing business and which may materially and adversely affect our operations. Further, we are required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. Although we have arranged insurance to cover certain environmental risks, there can be no assurance that such insurance will be sufficient to cover all such risks or that any claims will not have a material adverse effect on our business, results of operations, cash flows and financial condition and available cash.

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

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

The operation of our vessels is affected by the requirements set forth in the IMO's International Management Code for the Safe Operation of Ships and for Pollution Prevention, or the ISM Code, promulgated by the IMO and the International Convention for the Safety of Life at Sea of 1974, or SOLAS Convention. The ISM Code requires the party with operational control of a vessel to develop and maintain an extensive "safety management system" that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and for dealing with emergencies. Failure to comply with the ISM Code may subject us to increased liability and may invalidate existing insurance or decrease available insurance coverage for our affected vessels and such failure may result in a denial of access to, or detention in, certain ports. The U.S. Coast Guard and European Union authorities enforce compliance with the ISM and International Ship and Port Facility Security Code, or the ISPS Code, and prohibit non-compliant vessels from trading in U.S. and European Union ports. This could have a material adverse effect on our future performance, results of operations, cash flows and financial position. Given that the IMO continues to review and introduce new regulations, it is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulations might have on our operations.

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

Recent action by the IMO's Maritime Safety Committee and United States agencies indicate that cybersecurity regulations for the maritime industry are likely to be further developed in the near future in an attempt to combat cybersecurity threats. By IMO resolution, administrations are encouraged to ensure that cyber-risk management systems are incorporated by ship-owners and managers by their first annual Document of Compliance audit after January 1, 2021. In February 2021, the U.S. Coast Guard published guidance on addressing cyber risks in a vessel's safety management system. This might cause companies to cultivate additional procedures for monitoring cybersecurity, which could require additional expenses and/or capital expenditures.

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

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



The 2009 Hong Kong International Convention for the Safe and Environmentally Sound Recycling of Ships, or the Hong Kong Convention, aims to ensure ships being recycled once they reach the end of their operational lives, do not pose any unnecessary risks to the environment, human health and safety. In June 2023, the Hong Kong Convention was ratified by the required number of countries, and thus will enter into force in June 2025. Upon the Hong Kong Convention's entry into force, each ship sent for recycling will have to carry an inventory of its hazardous materials. The hazardous materials, whose use or installation are prohibited in certain circumstances, are listed in an appendix to the Hong Kong Convention. Ships will be required to have surveys to verify their inventory of hazardous materials initially, throughout their lives and prior to the ship being recycled. MEPC 81 approved reporting formats and future development of a Global Integrated Shipping Information System (GISIS) model, to provide electronic reporting facilities, to assist with the implementation of the Hong Kong Convention. MEPC 82 also approved a provisional guidance on the interplay between the Hong Kong Convention and the Basel Convention (which is aimed to protect human health and the environment against the adverse effects of hazardous wastes, including among others, waste from ship dismantling) with respect to the transboundary movement of ships intended for recycling.

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

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

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

**We operate tankers worldwide, and as a result, we are exposed to inherent operational and international risks, which may adversely affect our business and financial condition.**

The operation of an ocean-going vessel carries inherent risks. Our vessels and their cargoes will be at risk of being damaged or lost because of events such as marine disasters, bad weather, and other acts of nature, business interruptions caused by mechanical failures, unexpected tank corrosion, grounding, fire, explosions and collisions, human error, war, terrorism, piracy, crew strikes and/or boycotts and other circumstances or events. Changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. For example, there have been recent threats, including piracy and drone and missile attacks on commercial vessels transiting the Red Sea and surrounding waterways, which are believed to be led by the Yemen-based Houthi rebel group purportedly in response to the recent armed conflict between Israel and Hamas. Such hazards may result in death or injury to persons, loss of revenues or property, payment of ransoms, environmental damage, higher insurance rates, damage to our customer relationships, market disruptions, and interference with shipping routes (such as delay or rerouting), any of which may reduce our revenue or increase our expenses and also subject us to litigation. Epidemics and other public health incidents may also lead to crew member illness, which can disrupt the operations of our vessels, or to public health measures, which may prevent our vessels from calling on ports or discharging cargo in the affected areas or in other locations after having visited the affected areas. In addition, the operation of tankers has unique operational risks associated with the transportation of oil. An oil spill may cause significant environmental damage, and the associated costs could exceed the insurance coverage available to us. Compared to other types of vessels, tankers are exposed to a higher risk of damage and loss by fire, whether ignited by a terrorist attack, collision, or other cause, due to the high flammability and high volume of the oil transported in tankers.



If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and may be substantial. We may have to pay drydocking costs that our insurance does not cover in full. The loss of revenues while these vessels are being repaired and repositioned, as well as the actual cost of these repairs, may adversely affect our business and financial condition. In addition, space at drydocking facilities is sometimes limited and not all drydocking facilities are conveniently located. We may be unable to find space at a suitable drydocking facility or our vessels may be forced to travel to a drydocking facility that is not conveniently located to our vessels' positions. The loss of earnings while these vessels are forced to wait for space or to travel to more distant drydocking facilities may adversely affect our business and financial condition. Further, the total loss of any of our vessels could harm our reputation as a safe and reliable vessel owner and operator. If we are unable to adequately maintain or safeguard our vessels, we may be unable to prevent any such damage, costs, or loss which could negatively impact our business, financial condition, results of operations and available cash.

**Increased inspection procedures could increase costs and disrupt our business.**

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination and other trans-shipment points. Inspection procedures can result in the seizure of the cargo and/or our vessels, delays in loading, offloading or delivery and the levying of customs duties, fines or other penalties against us. Under the U.S. Maritime Transportation Security Act of 2002, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States and at certain ports and facilities. These security procedures can result in delays in the loading, offloading or trans-shipment and the levying of customs duties, fines or other penalties against exporters or importers and, in some cases, carriers.

It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Furthermore, changes to inspection procedures could also impose additional costs and obligations on our customers and may, in certain cases, render the shipment of certain types of cargo uneconomical or impractical. Any such changes or developments may have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

**Outbreaks of epidemic and pandemic diseases and governmental responses thereto could adversely affect our business.**

Our operations are subject to risks related to pandemics, epidemics or other infectious disease outbreaks and government responses thereto.

The extent to which our business, the global economy and the petroleum product transportation industry may be negatively affected by future pandemics, epidemics or other outbreaks of infectious diseases is highly uncertain and will depend on numerous evolving factors that we cannot predict, including, but not limited to (i) the duration and severity of the infectious disease outbreak; (ii) the imposition of restrictive measures to combat the outbreak and slow disease transmission; (iii) the introduction of financial support measures to reduce the impact of the outbreak on the economy; (iv) volatility in the demand for and price of oil and gas; (v) shortages or reductions in the supply of essential goods, services or labor; and (vi) fluctuations in general economic or financial conditions tied to the outbreak, such as a sharp increase in interest rates or reduction in the availability of credit. We cannot predict the effect that any future infectious disease outbreak, pandemic or epidemic may have on our business, results of operations and financial condition, which could be material and adverse.

**Our operations outside the United States expose us to global risks, such as political instability, terrorist or other attacks, war, international hostilities and economic sanctions restrictions which may affect the tanker industry and adversely affect our business.**

We are an international company and primarily conduct our operations outside of the United States, and our business, results of operations, cash flows, financial condition and ability to pay dividends, if any, may be adversely affected by changing economic, political and government conditions in the countries and regions where our vessels are employed or registered. Moreover, we operate in a sector of the economy that is likely to be adversely impacted by the effects of political conflicts, including the current political instability in the Middle East and the South China Sea region and other geographic countries and areas, geopolitical events such as terrorist or other attacks, war (or threatened war) or international hostilities, such as those between the United States and North Korea, Russia and Ukraine, and Israel and Hamas. Terrorist attacks, as well as the frequent incidents of terrorism in the Middle East and recently in the Red Sea region, and the continuing response of the international community to these attacks, as well as the threat of future terrorist attacks around the world, continue to cause uncertainty in the world's financial markets and may affect our business, operating results and financial condition. Continuing conflicts and recent developments in Ukraine and the Middle East may lead to additional acts of terrorism and armed conflict around the world, which may disrupt international shipping and contribute to further economic instability in the global financial markets.

Specifically, the military conflict between Russia and Ukraine has had a significant direct and indirect impact on the trade of refined petroleum products. This conflict has resulted in the United States, United Kingdom, and the European Union, among other countries, implementing sanctions and executive orders against citizens, entities, and activities connected to Russia. Some of these sanctions and executive orders target the Russian oil sector, including a prohibition on the import of oil and refined petroleum products from Russia to the United States, United Kingdom or the European Union. We cannot foresee what other sanctions or executive orders may arise that affect the trade of petroleum products and it is possible that the current conflict in Ukraine could adversely affect our financial condition, results of operations, cash flows, financial position and future performance.

Additionally, beginning in December 2023, there have been multiple drone and missile attacks on commercial vessels transiting international waters in the southern Red Sea by groups believed to be affiliated with the Yemen-based Houthi rebel group purportedly in response to the ongoing military conflict between Israel and Hamas. Attacks on U.S. military installations in Jordan and other locations in the Middle East, the continuing military actions by the U.S. government and certain of its allies against the Houthi rebel group, which the U.S. government believes to be supported by the government of Iran and the ongoing conflict between Israel and Hamas continue to threaten the political stability of the region and may lead to further military conflicts, including continued hostile actions towards commercial shipping in the region. We cannot predict the severity or length of the current conditions impacting international shipping in this region and the continuing disruption of the trade routes in the region of the Red Sea. It is also possible that these conditions could have a material and adverse impact on our financial condition, results of operations, and future performance.

Further, governments may turn and have turned to trade barriers to protect their domestic industries against foreign imports, thereby depressing shipping demand. Increasing trade protectionism may cause an increase in (a) the cost of goods exported from regions globally, (b) the length of time required to transport goods and (c) the risks associated with exporting goods. Such increases may significantly affect the quantity of goods to be shipped, shipping time schedules, voyage costs and other associated costs, which could have an adverse impact on our charterers' business, operating results and financial condition and could thereby affect their ability to make timely charter hire payments to us and to renew and increase the number of their time charters with us. This could have a material adverse effect on our business, results of operations or financial condition.

In the past, political instability has also resulted in attacks on vessels, mining of waterways and other acts of terrorism or piracy to disrupt international shipping. For more information see the risk factor entitled "*Acts of piracy on ocean-going vessels could adversely affect our business.*"

In February of 2022, the United States, along with the European Union and the United Kingdom, among other countries, also announced various economic sanctions against Russia in connection with the aforementioned conflicts in the Ukraine region, which expanded over the past two years and may adversely impact our business, given Russia's role as a major global exporter of crude oil and natural gas. The Russian Foreign Harmful Activities Sanctions program includes prohibitions on the import of certain Russian energy products into the United States, including crude oil, petroleum, petroleum fuels, oils, liquefied natural gas and coal, as well as prohibitions on all new investments in Russia by U.S. persons, among other restrictions. Furthermore, the United States has also prohibited a variety of specified services related to the maritime transport of Russian Federation origin crude oil and petroleum products, including trading/commodities brokering, financing, shipping, insurance (including reinsurance and protection and indemnity), flagging, and customs brokering. These prohibitions took effect on December 5, 2022 with respect to the maritime transport of crude oil and on February 5, 2023 with respect to the maritime transport of other petroleum products. An exception exists to permit such services when the price of the seaborne Russian oil does not exceed the relevant price cap; but implementation of this price exception relies on a recordkeeping and attestation process that requires each party in the supply chain of seaborne Russian oil to demonstrate or confirm that oil has been purchased at or below the price cap. Violations of the price cap policy or the risk that information, documentation, or attestations provided by parties in the supply chain are later determined to be false may pose additional risks adversely affecting our business. Our business could also be adversely impacted by trade tariffs, trade embargoes or other economic sanctions that limit trading activities by the United States or other countries against countries in the Middle East, Asia or elsewhere as a result of terrorist attacks, hostilities or diplomatic or political pressures, which may, among other things, impair or prevent certain of our counterparties from performing their obligations under contracts with us or with the pools in which our vessels operate.

As a result of these conflicts and other potential future conflicts, insurers may increase premiums and reduce or restrict coverage for losses caused by terrorist acts generally. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us or at all. Any of these occurrences could have a material adverse impact on our future performance, results of operations, cash flows, financial position and our ability to pay any cash distributions to our stockholders.

**Acts of piracy and other attacks on ocean-going vessels could adversely affect our business.**

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea, the Indian Ocean, the Gulf of Guinea, the Gulf of Aden, the Sulu Sea, and the Malacca and Singaporean Straits. Sea piracy incidents continue to occur, with commercial tankers and drybulk vessels particularly vulnerable to such attacks.

If piracy attacks continue or result in regions in which our vessels are deployed being characterized by insurers as “war risk” zones or Joint War Committee “war and strikes” listed areas, premiums payable for such coverage could increase significantly and such insurance coverage may be more difficult to obtain. In such circumstances, crew and security equipment costs, including costs which may be incurred to the extent we employ onboard security guards, could increase. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention or hijacking as a result of an act of piracy against our vessels, or increases in cost associated with seeking to avoid such events (including increased bunker costs resulting from vessels being rerouted or travelling at increased speeds as recommended by BMP5), or unavailability of insurance for our vessels, could have a material adverse impact on our business, results of operations, ability to pay dividends, cash flows and financial condition and may result in loss of revenues, increased costs and decreased cash flows to our customers, which could impair their ability to make payments to us under our charters.

For more information about the closely related risks of terrorism and political instability on commercial shipping, including in the Middle East and recently in the Red Sea region, see the risk factor entitled *“Our operations outside the United States expose us to global risks, such as political instability, terrorist or other attacks, war, international hostilities and economic sanctions restrictions which may affect the tanker industry and adversely affect our business.”*

**If our vessels call on ports located in countries or territories that are subject to sanctions or embargoes imposed by the U.S. government, the European Union, the United Nations, or other governments, or engage in other transactions or dealings that result in a breach of applicable sanctions laws or regulations, it could result in monetary fines or other penalties imposed on us and may adversely affect our reputation and the market for our securities.**

Although we have maintained, and we intend to maintain compliance with all applicable sanctions and embargo laws and regulations, our vessels may call on ports located in countries or territories subject to country-wide or territory-wide sanctions or embargoes imposed by the U.S. government or other authorities, or engaged in other transactions or dealings in the future on charterers’ instructions and without our consent. If such activities result in a sanctions violation, we could be subject to monetary fines, penalties, or other sanctions, and our reputation and the market for our ordinary shares could be adversely affected. Although we endeavor to take precautions reasonably designed to mitigate such activities, including relevant provisions in charter agreements forbidding the use of our vessels in trade that would violate economic sanctions, there can be no assurance that we will maintain such compliance, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations.

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

As a result of Russia’s actions in Ukraine and the recent conflict between Israel and Hamas, the U.S., EU, and United Kingdom, together with numerous other jurisdictions, have imposed significant economic sanctions which may adversely affect our ability to operate in such regions and also restrict parties whose cargo our vessels may carry. Sanctions against Russia have also placed significant prohibitions on the maritime transportation of seaborne Russian oil, the importation of certain Russian energy products and other goods, and new investments in the Russian Federation. These sanctions further limit the scope of permissible operations and cargo we may carry.

Although we believe that we have been in compliance with all applicable sanctions and embargo laws and regulations, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any future violation of applicable sanctions and embargo laws and regulations could result in fines, penalties or other sanctions that could severely impact our ability to access U.S. capital markets and conduct our business, and could result in some investors deciding, or being required, to divest their interest, or not to invest, in us. In addition, certain institutional investors may have investment policies or restrictions that prevent them from holding securities of companies that have contracts with countries identified by the U.S. government as state sponsors of terrorism. The determination by these investors not to invest in, or to divest from, our securities may adversely affect the price at which our securities trade. Additionally, some investors may decide to divest their interest, or not to invest, in our company simply because we do business with companies that do business in sanctioned countries or territories. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation. Our reputation and the market for our securities may also be adversely affected if we engage in certain other activities, such as entering into charters with individuals or entities in countries or territories subject to U.S. sanctions and embargo laws that are not controlled by the governments of those countries or territories, or engaging in operations associated with those countries or territories pursuant to contracts with third parties that are unrelated to those countries or territories or entities controlled by their governments. Investor perception of the value of our securities may also be adversely affected by the consequences of war, the effects of terrorism, civil unrest and governmental actions in these and surrounding countries.

**Maritime claimants could arrest or attach our vessels, which would have a negative effect on our cash flows.**

Crew members, suppliers of goods and services to a vessel, shippers of cargo, lenders, and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting or attaching a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our business or require us to pay large sums of money to have the arrest lifted, which would have a negative effect on our cash flows.

In addition, in some jurisdictions, such as South Africa, under the “sister ship” theory of liability, a claimant may arrest both the vessel which is subject to the claimant’s maritime lien and any “associated” vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert “sister ship” liability against one vessel in our fleet for claims relating to another of our ships.

**Governments could requisition our vessels during a period of war or emergency, which may negatively impact our business, financial condition, results of operations and available cash.**

A government could requisition one or more of our vessels for title or hire. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels may negatively impact our business, financial condition, results of operations and available cash.

**Technological innovation could reduce our charterhire income, the demand for and value of our vessels.**

The charterhire rates and the value and operational life of a vessel are determined by a number of factors including the vessel’s efficiency, operational flexibility and physical life. Efficiency includes speed, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. The length of a vessel’s physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. We may face competition from companies owning or operating more modern vessels with more fuel efficient designs than our vessels, and if new tankers are built that are more efficient or more flexible or have longer physical lives than the current generation vessels, competition from the current vessels and any more technologically advanced vessels could adversely affect the amount of charterhire payments we receive for our vessels and the resale value of our vessels could significantly decrease. Similarly, technologically advanced vessels are needed to comply with environmental laws, the investment in which along with the foregoing could have a material adverse effect on our results of operations, charter hire payments and resale value of vessels. As a result, our available cash could be adversely affected.

**Breakdowns in our information technology, including as a result of cyberattacks, may negatively impact our business, including our ability to service customers, and may have a material adverse effect on our future performance, results of operations, cash flows and financial position.**

Our ability to operate our business and service our customers is dependent on the continued operation of our information technology, or IT, systems, including our IT systems that relate to, among other things, the location, operation, maintenance and employment of our vessels. Our IT systems may be compromised by a malicious third party, man-made or natural events, or the intentional or inadvertent actions or inactions by our employees or third-party service providers. If our IT systems experience a breakdown, including as a result of cyberattacks, our business information may be lost, destroyed, disclosed, misappropriated, altered or accessed without consent, and our IT systems, or those of our service providers, may be disrupted.

Cybercrime attacks could cause disclosure and destruction of business databases and could expose the Company to extortion by making business data temporarily unreadable. As cyberattacks become increasingly sophisticated, and as tools and resources become more readily available to malicious third parties, there can be no guarantee that our actions, security measures and controls designed to prevent, detect or respond to intrusion, to limit access to data, to prevent destruction or alteration of data or to limit the negative impact from such attacks, can provide absolute security against compromise.

Any breakdown in our IT systems, including breaches or other compromises of information security, whether or not involving a cyberattack, may lead to lost revenues resulting from a loss in competitive advantage due to the unauthorized disclosure, alteration, destruction or use of proprietary information, including intellectual property, the failure to retain or attract customers, the disruption of critical business processes or information technology systems and the diversion of management's attention and resources. In addition, such breakdown could result in significant remediation costs, including repairing system damage, engaging third-party experts, deploying additional personnel, training employees and compensation or incentives offered to third parties whose data has been compromised. We may also be subject to legal claims or legal proceedings, including regulatory investigations and actions, and the attendant legal fees as well as potential settlements, judgments and fines. We currently do not maintain cybersecurity liability insurance which could cover such costs, and any significant expenses resulting from material cybersecurity incidents could have an adverse impact on our business.

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

Even without actual breaches of information security, protection against increasingly sophisticated and prevalent cyberattacks may result in significant future prevention, detection, response and management costs, or other costs, including the deployment of additional cybersecurity technologies, engaging third-party experts, deploying additional personnel and training employees. Further, as cyberthreats are continually evolving, our controls and procedures may become inadequate, and we may be required to devote additional resources to modify or enhance our systems in the future. Such expenses could have a material adverse effect on our future performance, results of operations, cash flows and financial position. As of the date of this annual report, we have not experienced any material cybersecurity incident which would be disclosable under SEC guidelines.

For additional information on our cybersecurity policies, please see "Item 16K. Cybersecurity".

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

Companies across all industries are facing increasing scrutiny relating to their ESG policies. Investor advocacy groups, certain institutional investors, investment funds, lenders and other market participants are increasingly focused on ESG practices especially as they relate to the environment health and safety, diversity, labor conditions and human rights in recent years, and have focused on the implications and social cost of their investments.

The increased attention and activism related to ESG and similar matters may hinder access to capital, as investors and lenders may decide to reallocate capital or to not commit capital as a result of their assessment of a company's ESG practices. Failure to adapt to or comply with evolving investor, lender or other industry shareholder expectations and standards, or the perception of not responding appropriately to the growing concern for ESG issues, regardless of whether there is a legal requirement to do so, may damage such a company's reputation or stock price, resulting in direct or indirect material and adverse effects on the company's business and financial condition.

The increase in shareholder proposals submitted on environmental matters and, in particular, climate-related proposals in recent years indicates that we may face increasing pressures from investors, lenders and other market participants, who are increasingly focused on climate change, to prioritize sustainable energy practices, reduce our carbon footprint and promote sustainability. As a result, we may be required to implement more stringent ESG procedures or standards so that our existing and future investors and lenders remain invested in us and make further investments in us, especially given the highly focused and specific trade of crude oil transportation in which we are engaged. If we do not meet these standards, our business and/or our ability to access capital could be harmed.

Additionally, certain investors and lenders may exclude oil transport companies, such as us, from their investing portfolios altogether due to ESG factors. These limitations in both the debt and equity capital markets may affect our ability to grow as our plans for growth may include accessing the equity and debt capital markets. If those markets are unavailable, or if we are unable to access alternative means of financing on acceptable terms, or at all, we may be unable to implement our business strategy, which would have a material adverse effect on our financial condition and results of operations and impair our ability to service our indebtedness. Further, it is likely that we will incur additional costs and require additional resources to monitor, report and comply with wide ranging ESG requirements. Members of the investment community are also increasing their focus on ESG disclosures, including disclosures related to greenhouse gases and climate change in the energy industry in particular, and diversity and inclusion initiatives and governance standards among companies more generally. As a result, we may face increasing pressure regarding our ESG disclosures. The occurrence of any of the foregoing could have a material adverse effect on our business and financial condition.

Moreover, from time to time, in alignment with our sustainability priorities, we may establish and publicly announce goals and commitments in respect of certain ESG items, such as shipping decarbonization. While we may create and publish voluntary disclosures regarding ESG matters from time to time, many of the statements in those voluntary disclosures are based on hypothetical expectations and assumptions that may or may not be representative of current or actual risks or events or forecasts of expected risks or events, including the costs associated therewith. Such expectations and assumptions are necessarily uncertain and may be prone to error or subject to misinterpretation given the long timelines involved and the lack of an established single approach to identifying, measuring and reporting on many ESG matters. If we fail to achieve or improperly report on our progress toward achieving our environmental goals and commitments, the resulting negative publicity could adversely affect our reputation and/or our access to capital.

Finally, organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings and recent activism directed at shifting funding away from companies with fossil fuel-related assets could lead to increased negative investor sentiment toward us and our industry and to the diversion of investment to other, non-fossil fuel markets, which could have a negative impact on our access to and costs of capital.

**If labor interruptions are not resolved in a timely manner, they could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.**

We, indirectly through Scorpio Ship Management S.A.M., or SSM, our technical manager, employ masters, officers and crews to man our vessels. If not resolved in a timely and cost-effective manner, industrial action or other labor unrest could prevent or hinder our operations from being carried out as we expect and could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

## **RISKS RELATED TO OUR COMPANY**

**We cannot assure you that our internal controls and procedures over financial reporting will be sufficient.**

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the other rules and regulations of the SEC, including the Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley and other requirements of the New York Stock Exchange ("NYSE"). Section 404 of Sarbanes-Oxley requires that we evaluate and determine the effectiveness of our internal controls over financial reporting and, if we continue to be an accelerated filer or large accelerated filer, a related attestation of our independent registered public accounting firm. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We dedicate a significant amount of time and resources to ensure compliance with these regulatory requirements. We work with our legal, accounting and financial advisors to identify any areas in which changes should be made to our financial and management control systems to manage our growth and our obligations as a public company. We will continue to evaluate areas such as corporate governance, corporate control, internal audit, disclosure controls and procedures and financial reporting and accounting systems. We will make changes in any of these and other areas, including our internal control over financial reporting, which we believe are necessary. However, these and other measures we may take may not be sufficient to allow us to satisfy our obligations as a public company on a timely and reliable basis. In addition, compliance with reporting and other requirements applicable to public companies do create additional costs for us and will require the time and attention of management. We may not be able to predict or estimate the amount of the additional costs we may incur, the timing of such costs or the degree of impact that our management's attention to these matters will have on our business.

**We may have difficulty managing our planned growth properly.**



In the past, we have grown by expanding our operations and adding vessels to our fleet. Any future growth will primarily depend upon a number of factors, some of which may not be within our control, including our ability to effectively identify, purchase, finance, develop and integrate any tankers or businesses. Furthermore, the number of employees that perform services for us and our current operating and financial systems may not be adequate if we expand the size of our fleet, and we may not be able to effectively hire more employees or adequately improve those systems. Finally, acquisitions may require additional equity issuances or debt issuances (with amortization payments), or entry into other financing arrangements which could, among other things, reduce our available cash. If any such events occur, our business, financial condition and results of operations may be adversely affected and the amount of cash available for distribution as dividends to our shareholders may be reduced.

Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty in obtaining additional qualified personnel and managing relationships with customers and suppliers and integrating newly acquired operations into existing infrastructures. The expansion of our fleet may impose significant additional responsibilities on our management and staff, and the management and staff of our commercial and technical managers, and may necessitate that we, and they, increase the number of personnel. We cannot give any assurance that we will be successful in executing any future growth plans or that we will not incur significant expenses and losses in connection with any future growth.

**An inability to effectively time investments and divestments could prevent the implementation of our business strategy and negatively impact our results of operations and financial condition.**

Our strategy is to own and operate a fleet large enough to provide global coverage, but no larger than what the demand for our services can support over a longer period by both contracting newbuildings and through acquisitions and disposals in the second-hand market. Our business is greatly influenced by the timing of investments and/or divestments and contracting of newbuildings. If we are unable to identify the optimal timing of such investments, divestments or contracting of newbuildings in relation to the shipping value cycle due to capital restraints, this could have a material adverse effect on our competitive position, future performance, results of operations, cash flows and financial position.

**We operate secondhand vessels, which exposes us to increased operating costs which could adversely affect our earnings and, as our fleet ages, the risks associated with older vessels could adversely affect our ability to obtain profitable charters.**

We have acquired and may continue to acquire secondhand vessels. While we rigorously inspect previously owned or secondhand vessels prior to purchase, this does not normally provide us with the same knowledge about their condition and cost of any required (or anticipated) repairs that we would have had if these vessels had been built for and operated exclusively by us. Generally, we do not receive the benefit of warranties from the builders for the secondhand vessels that we acquire. A secondhand vessel may also have conditions or defects that we were not aware of when we bought the vessel and which may require us to incur costly repairs to the vessel. These repairs may require us to put a vessel into drydock, which would reduce our fleet utilization and increase our operating costs. The market prices of secondhand vessels also tend to fluctuate with changes in charter rates and the cost of newbuild vessels, and if we sell the vessels, the sales prices may not equal and could be less than their carrying values at that time.

In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. Older vessels are typically less fuel-efficient than more recently constructed vessels due to improvements in engine technology. Cargo insurance rates increase with the age of a vessel, making older vessels less desirable to charterers. Governmental regulations, safety or other equipment standards related to the age of vessels may require expenditures for alterations, or the addition of new equipment, to our vessels and may restrict the type of activities in which the vessels may engage. We cannot assure you that, as our vessels age, market conditions will justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives. As a result, regulations and standards could have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay dividends.

**An increase in operating costs would decrease earnings and available cash.**

Under time charter agreements, the charterer is responsible for voyage costs and the owner is responsible for the vessel operating costs. We currently have 16 vessels on long-term time charter-out agreements (with initial terms of one year or greater). When our vessels are employed in one of the Scorpio Pools, the pool is responsible for voyage expenses and we are responsible for vessel costs. As of March 20, 2025, 83 out of 99 of our owned or lease financed vessels were employed through the Scorpio Pools. When our vessels operate directly in the spot market, we are responsible for both voyage expenses and vessel operating costs. Our vessel operating costs include the costs of crew, fuel (for spot chartered vessels), provisions, deck and engine stores, insurance and maintenance and repairs, which depend on a variety of factors, many of which are beyond our control. Further, if our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydocking repairs are unpredictable and can be substantial. Increases in any of these expenses would decrease earnings and available cash. Please see “We will be required to make additional capital expenditures should we determine to expand the number of vessels in our fleet and to maintain all our vessels.”

**We will be required to make additional capital expenditures should we determine to expand the number of vessels in our fleet and to maintain all our vessels.**

Our business strategy is based in part upon the expansion of our fleet through the purchase of additional vessels, when market conditions are favorable. If we are unable to fulfill our obligations under any memorandum of agreement for any current or future vessel acquisitions, the sellers of such vessels may be permitted to terminate such contracts and we may forfeit all or a portion of the down payments we have already made under such contracts, and we may be sued for, among other things, any outstanding balances we are obligated to pay and other damages.

In addition, we will incur significant maintenance costs for our existing and any newly-acquired vessels. A newbuilding vessel must be drydocked within five years of its delivery from a shipyard, and vessels are typically drydocked every 30 - 60 months thereafter, not including any unexpected repairs. We estimate the cost to drydock a vessel to be between \$1.0 million and \$2.5 million, depending on the size and condition of the vessel and the location of drydocking.

If we do not generate or reserve enough cash flow from operations to pay for our capital expenditures, we may need to incur additional indebtedness or enter into alternative financing arrangements, which may be on terms that are unfavorable to us. If we are unable to fund our obligations or to secure financing, it would have a material adverse effect on our results of operations.

Please also see "We are subject to complex laws and regulations, including environmental laws and regulations that can adversely affect our business, results of operations, cash flows and financial conditions, and our available cash."

**Declines in charter rates and other market deterioration may cause us to incur impairment charges.**

We evaluate the carrying amounts of our vessels to determine if events have occurred that would require an impairment of their carrying amounts. The recoverable amount of vessels is reviewed based on events and changes in circumstances that would indicate that the carrying amount of the assets might not be recovered. The review for potential impairment indicators and projection of future cash flows related to the vessels is complex and requires us to make various estimates including future freight rates, earnings from the vessels and discount rates. All of these items have been historically volatile.

In accordance with IFRS, we evaluate the recoverable amount as the higher of fair value less costs to sell and value in use. If the recoverable amount is less than the carrying amount of the vessel, the vessel is deemed impaired. The carrying values of our vessels may not represent their fair market value at any point in time because the new market prices of secondhand vessels tend to fluctuate with changes in charter rates and the cost of newbuildings. We did not record an impairment charge during the years ended December 31, 2024, 2023 or 2022. Please see Notes 1 and 8 of our Consolidated Financial Statements included in Item 18 of this Annual Report on Form 20-F.

We cannot assure you that we will not recognize impairment losses in future years. Any impairment charges incurred as a result of further declines in charter rates could negatively affect our business, financial condition, operating results or the trading price of our securities.

**Our stock price has fluctuated in the past, has recently been volatile and may be volatile in the future, and as a result, investors in our common stock could incur substantial losses.**

Our stock price has fluctuated in the past, has recently been volatile and may be volatile in the future. Our stock prices may experience rapid and substantial decreases or increases in the foreseeable future that are unrelated to our operating performance or prospects. The stock market in general and the market for shipping companies in particular have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. As a result of this volatility, investors may experience substantial losses on their investment in our common stock. The market price for our common stock may be influenced by many factors, including the following:

- investor reaction to our business strategy;
- our continued compliance with the listing standards of the NYSE;
- mergers and strategic alliances in the shipping industry;
- regulatory or legal developments in the United States and other countries, especially changes in laws or regulations applicable to our industry;
- variations or fluctuations in our financial results or those of companies that are perceived to be similar to us;
- our ability or inability to raise additional capital and the terms on which we raise it;
- declines in the market prices of stocks generally;
- trading volume of our common stock;
- sales of our common stock by us or our stockholders;
- the loss of any of our key management personnel;
- general economic, industry and market conditions; and



- other events or factors, including those resulting from such events, or the prospect of such events, including war, terrorism and other international conflicts, public health issues including health epidemics or pandemics, adverse weather and climate conditions could disrupt our operations or result in political or economic instability.

These broad market and industry factors may seriously harm the market price of our common stock, regardless of our operating performance, and may be inconsistent with any improvements in actual or expected operating performance, financial condition or other indicators of value. Since the stock price of our common stock has fluctuated in the past, has been recently volatile and may be volatile in the future, investors in our common stock could incur substantial losses. In the past, following periods of volatility in the market, securities class-action litigation has often been instituted against companies. Such litigation, if instituted against us, could result in substantial costs and diversion of management's attention and resources, which could materially and adversely affect our business, financial condition, results of operations and growth prospects. There can be no guarantee that our stock price will remain at current prices.

Additionally, securities of certain companies might experience significant and extreme volatility in stock price due to short sellers of shares of common stock, known as a "short squeeze". These short squeezes have caused extreme volatility in those companies and in the market and have led to the price per share of those companies to trade at a significantly inflated rate that is disconnected from the underlying value of the company. Many investors who have purchased shares in those companies at an inflated rate face the risk of losing a significant portion of their original investment as the price per share has declined steadily as interest in those stocks has abated. While we have no reason to believe our shares would be the target of a short squeeze, there can be no assurance that we will not be in the future, and you may lose a significant portion or all of your investment if you purchase our shares at a rate that is significantly disconnected from our underlying value.

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

**The market values of our vessels may decrease, which could limit the amount of funds that we can borrow or trigger certain financial covenants under our current or future debt facilities and we may incur a loss if we sell vessels following a decline in their market value.**

The fair market values of vessels (including our own) have generally experience high volatility. The fair market values for tankers declined significantly from historically high levels reached in 2008 and remained at relatively low levels through 2021 and significantly improved through 2024. Such prices may fluctuate depending on a number of factors including, but not limited to, the prevailing level of charter rates and day rates, general economic and market conditions affecting the international shipping industry, types, sizes and ages of vessels, supply and demand for vessels, availability of or developments in other modes of transportation, competition from other tanker companies, cost of newbuildings, applicable governmental or other regulations and technological advances. In addition, as vessels grow older, they generally decline in value. If the fair market values of our vessels decline, we may not be in compliance with certain covenants contained in our secured credit facilities, which may result in an event of default. In such circumstances, we may not be able to refinance our debt, obtain additional financing or make distributions to our shareholders and our subsidiaries may not be able to make distributions to us. The prepayment of certain debt facilities may be necessary to cause us to maintain compliance with certain covenants in the event that the value of the vessels falls below certain levels. If we are not able to comply with the covenants in our secured credit facilities, and are unable to remedy the relevant breach, our lenders could accelerate our debt and foreclose on our fleet. As of December 31, 2024, and as of the date of this annual report, we were in compliance with the financial covenants contained and other restrictions in our debt agreements.

Additionally, if we sell one or more of our vessels at a time when vessel prices have fallen, the sale price may be less than the vessel's carrying value on our consolidated financial statements, resulting in a loss on sale or an impairment loss being recognized, ultimately leading to a reduction in earnings. Furthermore, if vessel values fall significantly, this could indicate a decrease in the recoverable amount for the vessel which may result in an impairment adjustment in our financial statements, which could adversely affect our financial results and condition. Conversely, if vessel values are elevated at a time when we wish to acquire additional vessels, the cost of acquisition may increase and this could adversely affect our business, results of operations, cash flow and financial condition.

For further information, please see "Item 5. Operating and Financial Review and Prospects."

**If we are unable to operate our vessels profitably, we may be unsuccessful in competing in the highly competitive international tanker market, which would negatively affect our financial condition and our ability to expand our business.**

The operation of tanker vessels and transportation of crude and petroleum products is extremely competitive, and our industry is capital intensive and highly fragmented. Demand for transportation of oil and oil products has declined in the past, and could decline in the future, which could lead to increased competition. Competition arises primarily from other tanker owners, including major oil companies as well as independent tanker companies, some of whom have substantially greater resources than we do. Competition for the transportation of oil and oil products can be intense and depends on price, location, size, age, condition and the acceptability of the tanker and its operators to the charterers. We will have to compete with other tanker owners, including major oil companies as well as independent tanker companies.

Our market share may decrease in the future. We may not be able to compete profitably as we expand our business into new geographic regions or provide new services. New markets may require different skills, knowledge or strategies than we use in our current markets, and the competitors in those new markets may have greater financial strength and capital resources than us.

**If we do not set aside funds and are unable to borrow or raise funds for vessel replacement, at the end of a vessel's useful life, our revenue will decline, which would adversely affect our business, results of operations, financial condition, and available cash.**

If we do not set aside funds or are unable to borrow or raise funds, including through equity issuances, for vessel replacement, we will be unable to replace the vessels in our fleet upon the expiration of their remaining useful lives, which we expect to occur between 2039 and 2045, depending on the vessel. Our cash flows and income are dependent on the revenues earned by the chartering of our vessels. If we are unable to replace the vessels in our fleet upon the expiration of their useful lives, our business, results of operations, financial condition, and available cash per share would be adversely affected. Any funds set aside for vessel replacement will not be available for other cash needs, potential dividends, or for servicing our indebtedness.

**Our ability to obtain additional financing may be dependent on the performance of our then existing charters and the creditworthiness of our charterers.**

The actual or perceived credit quality of our charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional vessels or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing at all or at a higher than anticipated cost may materially affect our results of operations and our ability to implement our business strategy.

**We cannot guarantee that our Board of Directors will declare dividends.**

Our Board of Directors may, in its sole discretion, from time to time, declare and pay cash dividends in accordance with our organizational documents and applicable law. Our Board of Directors makes determinations regarding the payment of dividends in its sole discretion, and there is no guarantee that we will continue to pay dividends in the future. The timing and amount of any dividends declared will depend on, among other things, our earnings, financial condition and cash requirements and availability, our ability to obtain debt and equity financing on acceptable terms as contemplated by our growth strategy. In addition, other external factors, such as our lenders imposing restrictions on our ability to pay dividends under the terms of future loan facilities we may enter into, may limit our ability to pay dividends.

In addition, the markets in which we operate our vessels are volatile and we cannot predict with certainty the amount of cash, if any, that will be available for distribution as dividends in any period. We may also incur expenses or liabilities or be subject to other circumstances in the future that reduce or eliminate the amount of cash that we have available for distribution as dividends, including as a result of the risks described herein. If additional financing is not available to us on acceptable terms or at all, our Board of Directors may determine to finance or refinance asset acquisitions with cash from operations, which would reduce the amount of any cash available for the payment of dividends. Please see "Item 8. Financial Information - A. Consolidated Statements and Other Financial Information - Dividend Policy."

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

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

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

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

If the IRS were to find that we are or have been a PFIC for any taxable year, our United States shareholders would face adverse United States federal income tax consequences and incur certain information reporting obligations. Under the PFIC rules, unless those shareholders make an election available under the United States Internal Revenue Code of 1986, as amended, or the Code (which election could itself have adverse consequences for such shareholders), such shareholders would be subject to United States federal income tax at the then prevailing rates on ordinary income plus interest, in respect of excess distributions and upon any gain from the disposition of their common shares, as if the excess distribution or gain had been recognized ratably over the shareholder’s holding period of the common shares. See “Item 10. Additional Information - E. Taxation - Passive Foreign Investment Company Status and Significant Tax Consequences” for a more comprehensive discussion of the United States federal income tax consequences to United States shareholders if we are treated as a PFIC.

#### **We may have to pay tax on United States source shipping income, which would reduce our earnings.**

Under the Code, 50% of the gross shipping income of a corporation that owns or charters vessels, as we and our subsidiaries do, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States may be subject to a 4% United States federal income tax without allowance for deductions, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the regulations promulgated thereunder by the United States Department of the Treasury.

We and our subsidiaries intend to take the position that we qualify for this statutory tax exemption for United States federal income tax return reporting purposes. However, there are factual circumstances beyond our control that could cause us to lose the benefit of this tax exemption and thereby become subject to United States federal income tax on our United States source shipping income. For example, we may no longer qualify for exemption under Section 883 of the Code for a particular taxable year if shareholders with a five percent or greater interest in our common shares, or 5% Shareholders, owned, in the aggregate, 50% or more of our outstanding common shares for more than half the days during the taxable year, and there do not exist sufficient 5% Shareholders that are qualified shareholders for purposes of Section 883 of the Code to preclude nonqualified 5% Shareholders from owning 50% or more of our common shares for more than half the number of days during such taxable year or we are unable to satisfy certain substantiation requirements with regard to our 5% Shareholders. Due to the factual nature of the issues involved, there can be no assurances on the tax-exempt status of us or any of our subsidiaries.

If we or our subsidiaries were not entitled to exemption under Section 883 of the Code for any taxable year, we or our subsidiaries could be subject for such year to an effective 2% United States federal income tax on the shipping income we or they derive during such year which is attributable to the transport of cargoes to or from the United States. The imposition of this tax would have a negative effect on our business and would decrease our earnings available for distribution to our shareholders.

#### **We are subject to certain risks with respect to our counterparties on contracts, including our vessel employment arrangements, and failure of such counterparties to meet their obligations could cause us to suffer losses or negatively impact our results of operations and cash flows.**

We have entered into, and may enter into in the future, various contracts that are material to the operation of our business, including, without limitation, charter and pooling agreements relating to the employment of our vessels, newbuilding contracts, debt and lease financing facilities, and other agreements. Such agreements subject us to counterparty risks. The ability and willingness of each of our counterparties to perform its obligations under a contract with us will depend on a number of factors that are beyond our control and may include, among other things, general economic or political conditions, the condition of the maritime and offshore industries, and the overall financial condition of the counterparty. Should a counterparty fail to honor its obligations under any such contract or attempt to renegotiate our agreements, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations, cash flows, ability to pay dividends to holders of our common shares in the amounts anticipated or at all and compliance with covenants in our secured loan agreements.

In addition, with respect to our charter arrangements, in depressed market conditions, our charterers may no longer need a vessel that is then under charter or may be able to obtain a comparable vessel at lower rates. As a result, charterers may seek to renegotiate the terms of their existing charter agreements or avoid their obligations under those contracts. Furthermore, it is possible that parties with whom we have charter contracts may be impacted by events in Russia and Ukraine and in the Middle East, including in the Red Sea area, and any resulting sanctions. If our charterers fail to meet their obligations to us or attempt to renegotiate our charter agreements, it may be difficult to secure substitute employment for such vessel, and any new charter arrangements we secure in the spot market or on time charters may be at lower rates. As a result, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows, as well as our ability to pay dividends on our common shares and interest on our debt securities and comply with covenants in our credit facilities.

Although we assess the creditworthiness of our counterparties, a prolonged period of difficult industry conditions could lead to changes in a counterparty's liquidity and increase our exposure to credit risk and bad debts. In addition, we may offer extended payment terms to our customers in order to secure contracts, which may lead to more frequent collection issues and adversely affect our financial results and liquidity.

**Our insurance may not be adequate to cover our losses that may result from our operations due to the inherent operational risks of the tanker industry.**

We carry insurance to protect us against most of the accident-related risks involved in the conduct of our business, including marine hull and machinery insurance, protection and indemnity insurance, which includes pollution risks, crew insurance and war risk insurance. However, we may not be adequately insured to cover losses from our operational risks, which could have a material adverse effect on us. Additionally, our insurers may refuse to pay particular claims and our insurance may be voidable by the insurers if we take, or fail to take, certain action, such as failing to maintain certification of our vessels with applicable maritime regulatory organizations. Any significant uninsured or under-insured loss or liability could have a material adverse effect on our business, results of operations, cash flows and financial condition and our available cash. In addition, we may not be able to obtain adequate insurance coverage at reasonable rates in the future during adverse insurance market conditions.

Changes in the insurance markets attributable to terrorist attacks may also make certain types of insurance more difficult for us to obtain due to increased premiums or reduced or restricted coverage for losses caused by terrorist acts generally.

**Because we obtain some of our insurance through protection and indemnity associations, which result in significant expenses to us, we may be required to make additional premium payments.**

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

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

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

**Changes in tax laws and unanticipated tax liabilities could materially and adversely affect the taxes we pay, results of operations and financial results.**

We are subject to income and other taxes in the United States and foreign jurisdictions, and our results of operations and financial results may be affected by tax and other initiatives around the world. For instance, there is a high level of uncertainty in today's tax environment stemming from global initiatives put forth by the Organization for Economic Co-operation and Development's ("OECD") two-pillar base erosion and profit shifting project. In October 2021, members of the OECD put forth two proposals: (i) Pillar One reallocates profit to the market jurisdictions where sales arise versus physical presence; and (ii) Pillar Two compels multinational corporations with €750 million or more in annual revenue to pay a global minimum tax of 15% on income received in each country in which they operate. The reforms aim to level the playing field between countries by discouraging them from reducing their corporate income taxes to attract foreign business investment. Over 140 countries agreed to enact the two-pillar solution to address the challenges arising from the digitalization of the economy and, in 2024, these guidelines were declared effective and must now be enacted by those OECD member countries. It is possible that these guidelines, if adopted in jurisdictions in which we operate including the global minimum corporate tax rate measure of 15%, could increase the burden and costs of our tax compliance, the amount of taxes we incur in those jurisdictions and our global effective tax rate, which could have a material adverse impact on our results of operations and financial results.

**We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law and, as a result, shareholders may have fewer rights and protections under Marshall Islands law than under a typical jurisdiction in the United States.**

Our corporate affairs are governed by our articles of incorporation and bylaws and by the Marshall Islands Business Corporations Act, or the BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain United States jurisdictions. Shareholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our public shareholders may have more difficulty in protecting their interests in the face of actions by management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction.

**As a Marshall Islands corporation with our headquarters in Monaco, and with a majority of our subsidiaries being Marshall Islands entities and also having subsidiaries in other offshore jurisdictions, our operations may be subject to economic substance requirements, which could impact our business.**

We are a Marshall Islands corporation with our headquarters in Monaco. A majority of our subsidiaries are Marshall Islands entities. These jurisdictions have enacted economic substance laws and regulations with which we may be obligated to comply. We believe that we and our subsidiaries are compliant with Marshall Islands economic substance requirements. However, if there were a change in the requirements or interpretation thereof, or if there were an unexpected change to our operations, any such change could result in noncompliance with the economic substance legislation and related fines or other penalties, increased monitoring and audits, and dissolution of the non-compliant entity, which could have an adverse effect on our business, financial condition or operating results.

EU Finance ministers rate jurisdictions for tax rates and tax transparency, governance and real economic activity. Countries that are viewed by such finance ministers as not adequately cooperating, including by not implementing sufficient standards in respect of the foregoing, may be put on a "grey list" or a "blacklist".

If any jurisdiction in which we operate or are incorporated in is added to the list of non-cooperative jurisdictions in the future and sanctions or other financial, tax or regulatory measures were applied by European Member States to countries on the list or further economic substance requirements were imposed by the Marshall Islands, our business could be harmed.

EU member states have agreed upon a set of measures, which they can choose to apply against grey- or blacklisted countries, including increased monitoring and audits, withholding taxes, special documentation requirements and anti-abuse provisions. The European Commission has stated it will continue to support member states' efforts to develop a more coordinated approach to sanctions for the listed countries. EU legislation prohibits EU funds from being channeled or transited through entities in countries on the blacklist. Other jurisdictions in which we operate could be put on the blacklist in the future.

**It may be difficult to serve process on or enforce a United States judgment against us, our officers and our directors because we are a foreign corporation.**

We are a corporation formed in the Republic of the Marshall Islands, and some of our directors and officers and certain of the experts named in this report are located outside the United States. In addition, a substantial portion of our assets and the assets of our directors, officers and experts are located outside of the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons. You may also have difficulty enforcing, both in and outside the United States, judgments you may obtain in U.S. courts against us or any of these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws. Furthermore, there is substantial doubt that the courts of the Republic of the Marshall Islands or of the non-U.S. jurisdictions in which our offices are located would enter judgments in original actions brought in those courts predicated on U.S. federal or state securities laws.

**The international nature of our operations may make the outcome of any bankruptcy proceedings difficult to predict.**

We are incorporated under the laws of the Republic of the Marshall Islands and we conduct operations in countries around the world. The Republic of the Marshall Islands does not have a legal provision for bankruptcy or a general statutory mechanism for insolvency proceedings. As such, in the event of a future insolvency or bankruptcy, our shareholders and creditors may experience delays in their ability to recover for their claims after any such insolvency or bankruptcy. Further, in the event of any bankruptcy, insolvency, liquidation, dissolution, reorganization or similar proceeding involving us or any of our subsidiaries, bankruptcy laws other than those of the United States could apply. If we become a debtor under U.S. bankruptcy law, bankruptcy courts in the United States may seek to assert jurisdiction over all of our assets, wherever located, including property situated in other countries. There can be no assurance, however, that we would become a debtor in the United States, or that a U.S. bankruptcy court would be entitled to, or accept, jurisdiction over such a bankruptcy case, or that courts in other countries that have jurisdiction over us and our operations would recognize a U.S. bankruptcy court's jurisdiction if any other bankruptcy court would determine it had jurisdiction.

**RISKS RELATED TO OUR RELATIONSHIP WITH SCORPIO AND ITS AFFILIATES**

**We are dependent on our managers and their ability to hire and retain key personnel, and there may be conflicts of interest between us and our managers that may not be resolved in our favor.**

Our success depends to a significant extent upon the abilities and efforts of our technical manager, SSM, our commercial manager, Scorpio Commercial Management S.A.M., or SCM, and our management team. Our success will depend upon our and our managers' ability to hire and retain key members of our management team. The loss of any of these individuals could adversely affect our business prospects and financial condition.

In addition, difficulty in hiring and retaining personnel could adversely affect our results of operations. We do not maintain "key man" life insurance on any of our officers.

Our technical and commercial managers are members of the Scorpio group of companies, which is owned and controlled by the Lolli-Ghetti family, of which our founder, Chairman and Chief Executive Officer, Mr. Emanuele Lauro, and our Vice President, Mr. Filippo Lauro, are members. In addition, certain of our executive officers serve in similar management positions in certain other companies within the Scorpio group of companies. These relationships may create conflicts of interest in matters involving or affecting us and our customers, including in the chartering, purchase, sale and operation of the vessels in our fleet versus vessels managed by other entities within the Scorpio group of companies. Conflicts of interest may arise between us, on the one hand, and our commercial and technical managers, on the other hand. As a result of these conflicts, our commercial and technical managers, who have limited contractual duties, may favor their own or other owner's interests over our interests. These conflicts may have unfavorable results for us.

For more information regarding our agreements with our managers, see "Item 4. Information on the Company – B. Business Overview – Management of Our Fleet."

**Our founder, Chairman and Chief Executive Officer, and Vice President have affiliations with our administrator and commercial and technical managers which may create conflicts of interest.**



Emanuele Lauro, our founder, Chairman and Chief Executive Officer, and Filippo Lauro, our Vice President, are members of the Lolli-Ghetti family which owns and controls the entities within the Scorpio group of companies. Annalisa Lolli-Ghetti is the majority owner of the Scorpio group of companies (of which our administrator and commercial and technical managers are members) and beneficially owns approximately 7.2% of our outstanding common shares. These responsibilities and relationships could create conflicts of interest between us, on the one hand, and our administrator and/or commercial and technical managers, on the other hand. These conflicts may arise in connection with the chartering, purchase, sale and operations of the vessels in our fleet versus vessels managed by other companies affiliated with our commercial or technical managers. Our commercial and technical managers may give preferential treatment to vessels that are time chartered-in by related parties because our founder, Chairman and Chief Executive Officer and members of his family may receive greater economic benefits. In particular, as of the date of this annual report, our commercial and technical managers provide commercial and technical management services to approximately 52 and 17 vessels respectively, other than the vessels in our fleet, that are owned, operated or managed by entities affiliated with Messrs. Lauro, and such entities may operate or acquire additional vessels that will compete with our vessels in the future. Such conflicts may have an adverse effect on our results of operations. In addition, certain entities within the Scorpio group of companies may benefit from economies of scale all of which may not be passed along to us.

**Certain of our officers do not devote all of their time to our business, which may hinder our ability to operate successfully.**

Our Chief Executive Officer, President, Chief Operating Officer, Vice President and Secretary participate in business activities not associated with us, and as a result, they may devote less time to us than if they were not engaged in other business activities and may owe fiduciary duties to the shareholders of both us as well as shareholders of other companies with which they may be affiliated, including other entities within the Scorpio group of companies. This may create conflicts of interest in matters involving or affecting us and our customers and it is not certain that any of these conflicts of interest will be resolved in our favor. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

**Our commercial and technical managers are each privately held companies and there is little or no publicly available information about them.**

SCM is our commercial manager and SSM is our technical manager. SCM's and SSM's ability to render management services will depend in part on their own financial strength. Circumstances beyond our control could impair our commercial manager's or technical manager's financial strength, and because each is a privately held company, information about the financial strength of our commercial manager and technical manager is not available. As a result, we and our shareholders might have little or no advance warning of financial or other problems affecting our commercial manager or technical manager even though their financial or other problems could have a material adverse effect on us.

**RISKS RELATED TO OUR INDEBTEDNESS**

**Servicing our current or future indebtedness limits funds available for other purposes and if we cannot service our debt, we may lose our vessels.**

As of December 31, 2024, we had \$878.1 million in interest-bearing debt or obligations due under leasing arrangements. Borrowings under our debt facilities and lease financing arrangements require us to dedicate a part of our cash flow from operations to the payment of interest and principal on our debt. These payments limit funds available for working capital, capital expenditures and other purposes, including further equity or debt financing in the future. Amounts borrowed under our secured debt facilities and certain of our lease financing arrangements bear interest at variable rates. As described in Item 11 - Quantitative and Qualitative Disclosures About Market Risk, increases in prevailing rates could increase the amounts that we would have to pay to our lenders, even though the outstanding principal amount remains the same, and our net income and cash flows would decrease. We expect our earnings and cash flow to vary from year to year due to the cyclical nature of the tanker industry. If we do not generate or reserve enough cash flow from operations to satisfy our debt obligations, we may have to undertake alternative financing plans, such as seeking to raise additional capital, refinancing or restructuring our debt, selling tankers, or reducing or delaying capital investments. However, these alternative financing plans, if necessary, may not be sufficient to allow us to meet our debt obligations.

If we are unable to meet our debt obligations or if some other default occurs under our debt facilities, our lenders could elect to declare that debt, together with accrued interest and fees, to be immediately due and payable and proceed against the collateral vessels securing that debt even though the majority of the proceeds used to purchase the collateral vessels did not come from our debt facilities.

**Our debt and lease financing agreements contain restrictive and financial covenants which may limit our ability to conduct certain activities, and further, we may be unable to comply with such covenants, which could result in a default under the terms of such agreements.**

Our debt and lease financing agreements impose operating and financial restrictions on us. These restrictions may limit our ability, or the ability of our subsidiaries party thereto, to, among other things:

- pay dividends and make capital expenditures if we do not repay amounts drawn under our debt facilities or if there is another default under our debt facilities;
- incur additional indebtedness, including the issuance of guarantees;
- create liens on our assets;
- change the flag, class or management of our vessels or terminate or materially amend the management agreement relating to each vessel;
- sell our vessels;
- merge or consolidate with, or transfer all or substantially all our assets to, another person; or
- enter into a new line of business.

Therefore, we will need to seek permission from our lenders in order to engage in some corporate actions. Our lenders' interests may be different from ours and we may not be able to obtain our lenders' permission when needed. This may limit our ability to pay dividends to our shareholders if we determine to do so in the future, finance our future operations or capital requirements, make acquisitions or pursue business opportunities.

In addition, the terms and conditions of certain of our borrowings require us to maintain specified financial ratios and satisfy financial covenants, including ratios and covenants based on the market value of the vessels in our fleet. Should our charter rates or vessel values materially decline in the future, we may seek to obtain waivers or amendments from our lenders with respect to such financial ratios and covenants, or we may be required to take action to reduce our debt or to act in a manner contrary to our business objectives to meet any such financial ratios and satisfy any such financial covenants. Events beyond our control, including changes in the economic and business conditions in the shipping markets in which we operate, may affect our ability to comply with these covenants. We cannot assure you that we will meet these ratios or satisfy these covenants or that our lenders will waive any failure to do so or amend these requirements. A breach of any of the covenants in, or our inability to maintain the required financial ratios under, our credit facilities would prevent us from borrowing additional money under our credit facilities or lease financing arrangements and could result in a default under our credit facilities. If a default occurs under our credit facilities or lease financing arrangements, the counterparties could elect to declare the outstanding debt, together with accrued interest and other fees, to be immediately due and payable and foreclose on the collateral securing that debt, which could constitute all or substantially all of our assets. Moreover, in connection with any waivers or amendments to our credit facilities or lease financing arrangements that we may obtain, our lenders may impose additional operating and financial restrictions on us or modify the terms of our existing credit facilities or lease financing arrangements. These restrictions may further restrict our ability to, among other things, pay dividends, repurchase our common shares, make capital expenditures, or incur additional indebtedness.

As of December 31, 2024, we were in compliance with the financial covenants contained and other restrictions in our debt agreements.

Furthermore, our debt and lease financing agreements contain cross-default provisions that may be triggered if we default under the terms of any one of our financing agreements. In the event of default by us under one of our debt agreements, the lenders under our other debt or lease financing agreements could determine that we are in default under such other financing agreements. Such cross defaults could result in the acceleration of the maturity of such indebtedness under these agreements and the lenders thereunder may foreclose upon any collateral securing that indebtedness, including our vessels, even if we were to subsequently cure such default. In addition, our credit facilities and lease financing arrangements contain subjective acceleration clauses under which the debt could become due and payable in the event of a material adverse change in our business. In the event of such acceleration or foreclosure, we might not have sufficient funds or other assets to satisfy all of our obligations, which would have a material adverse effect on our business, results of operations and financial condition.



## ITEM 4. INFORMATION ON THE COMPANY

### A. History and Development of the Company

Scorpio Tankers Inc. was incorporated in the Republic of the Marshall Islands pursuant to the BCA on July 1, 2009. We provide seaborne transportation of crude oil and refined petroleum products worldwide. We began our operations in October 2009 with three vessels. In April 2010, we completed our initial public offering, and our common stock commenced trading on the New York Stock Exchange, or NYSE, under the symbol “STNG.” We have since expanded, and as of March 20, 2025, our fleet consisted of 99 wholly owned or leased financed tankers (38 LR2, 47 MR and 14 Handymax) with a weighted average age of approximately 9.0 years.

Our principal executive offices are located at 99 Boulevard du Jardin Exotique, Monaco, 98000 and our telephone number at that address is +377-9798-5716. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of the SEC's Internet site is <http://www.sec.gov>. The address of the Company's Internet site is <http://www.scorpiotankers.com>. None of the information contained on these websites is incorporated into or forms a part of this annual report.

#### Fleet Development

For information regarding our fleet please see “Item 5. Operating and Financial Review and Prospects-B. Liquidity and Capital Resources-Capital Expenditures-Vessel acquisitions and payments for vessels under construction.”

#### Recent Developments

##### *Debt Activity*

In January 2025, we successfully placed \$200.0 million of new senior unsecured bonds in the Nordic bond market (the “Unsecured Senior Notes Due 2030”). The Unsecured Senior Notes Due 2030 are due to mature in January 2030 and bear interest at a fixed coupon rate of 7.50% per annum, payable semi-annually in arrears.

In March 2025, we redeemed the \$70.6 million of Unsecured Senior Notes Due 2025, which were scheduled to mature on June 30, 2025.

In February 2025, we executed a revolving credit facility of up to \$500.0 million with a group of financial institutions (the “2025 \$500.0 Million Revolving Credit Facility”). The 2025 \$500.0 Million Revolving Credit Facility is a 100% revolving loan, which has a final maturity of seven years from the signing date and gives us the flexibility to draw down or repay the loan during the loan tenor. The 2025 \$500.0 Million Revolving Credit Facility bears interest at SOFR plus a margin of 1.85% per annum for any drawn amounts and a commitment fee of 0.74% per annum applies for any undrawn amounts. The 2025 \$500.0 Million Revolving Credit Facility is collateralized by 26 product tankers and will amortize/reduce in quarterly installments (starting after the second anniversary of the signing date), with a balloon payment due at maturity.

##### *Investment in DHT Holdings Inc.*

In January 2025, we purchased an additional 3,928,250 common shares in DHT at an average price of \$10.79 per share and in February 2025, we sold 700,000 common shares of DHT at an average price of \$11.85 per share. As of the date of this filing we own 11,210,730 common shares of DHT or 7% of the total outstanding common shares of DHT.

##### *Declaration of dividend*

On February 12, 2025, our Board of Directors declared a quarterly cash dividend of \$0.40 per common share, which was paid on March 21, 2025 to all shareholders of record as of March 7, 2025.

##### *Time Charter-Out Arrangements*

In February 2025, the charterer of *STI Gratitude* exercised its option to extend the term of the time charter-out agreement, which commenced in May 2022, for an additional year at \$31,000 per day commencing in May 2025. The charterers have the option to further extend the term of this agreement for an additional year at \$33,000 per day.

##### *2013 Equity Incentive Plan*

On March 20, 2025, our Board of Directors reserved an additional 1,089,407 common shares, par value \$0.01 per share, for issuance under the 2013 Equity Incentive Plan. All other terms of the 2013 Equity Incentive Plan remained unchanged.

## B. Business Overview

We provide seaborne transportation of refined petroleum products worldwide. As of March 20, 2025, our fleet consisted of 99 wholly owned or leased financed product tankers (38 LR2, 47 MR and 14 Handymax) with a weighted average age of approximately 9.0 years, which we refer to collectively as our Operating Fleet.

The following table sets forth certain information regarding our Operating Fleet as of March 20, 2025:

| Vessel Name                    | Year Built | DWT    | Ice class | Employment       | Vessel type | Scrubber |
|--------------------------------|------------|--------|-----------|------------------|-------------|----------|
| <i>Owned or lease financed</i> |            |        |           |                  |             |          |
| 1 STI Brixton                  | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 2 STI Comandante               | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 3 STI Pimlico                  | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 4 STI Hackney                  | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 5 STI Acton                    | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 6 STI Fulham                   | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 7 STI Camden                   | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 8 STI Battersea                | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 9 STI Wembley                  | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 10 STI Finchley                | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 11 STI Clapham                 | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 12 STI Poplar                  | 2014       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 13 STI Hammersmith             | 2015       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 14 STI Rotherhithe             | 2015       | 38,734 | 1A        | SHTP (1)         | Handymax    | No       |
| 15 STI Duchessa                | 2014       | 49,990 | —         | Time Charter (5) | MR          | No       |
| 16 STI Opera                   | 2014       | 49,990 | —         | SMRP (2)         | MR          | No       |
| 17 STI Meraux                  | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 18 STI Venere                  | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 19 STI Virtus                  | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 20 STI Aqua                    | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 21 STI Dama                    | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 22 STI Regina                  | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 23 STI St. Charles             | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 24 STI Mayfair                 | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 25 STI Yorkville               | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 26 STI Milwaukee               | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 27 STI Battery                 | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 28 STI Soho                    | 2014       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 29 STI Memphis                 | 2014       | 49,990 | —         | Time Charter (6) | MR          | Yes      |
| 30 STI Gramercy                | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 31 STI Bronx                   | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 32 STI Pontiac                 | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 33 STI Queens                  | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 34 STI Osceola                 | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 35 STI Notting Hill            | 2015       | 49,687 | 1B        | SMRP (2)         | MR          | Yes      |
| 36 STI Seneca                  | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 37 STI Westminster             | 2015       | 49,687 | 1B        | SMRP (2)         | MR          | Yes      |
| 38 STI Brooklyn                | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |
| 39 STI Black Hawk              | 2015       | 49,990 | —         | SMRP (2)         | MR          | Yes      |

|    |                       |      |         |    |                   |     |     |
|----|-----------------------|------|---------|----|-------------------|-----|-----|
| 40 | STI Galata            | 2017 | 49,990  | —  | SMRP (2)          | MR  | Yes |
| 41 | STI Bosphorus         | 2017 | 49,990  | —  | SMRP (2)          | MR  | No  |
| 42 | STI Leblon            | 2017 | 49,990  | —  | SMRP (2)          | MR  | Yes |
| 43 | STI La Boca           | 2017 | 49,990  | —  | SMRP (2)          | MR  | Yes |
| 44 | STI San Telmo         | 2017 | 49,990  | 1B | SMRP (2)          | MR  | No  |
| 45 | STI Donald C Trauscht | 2017 | 49,990  | 1B | SMRP (2)          | MR  | No  |
| 46 | STI Esles II          | 2018 | 49,990  | 1B | SMRP (2)          | MR  | No  |
| 47 | STI Jardins           | 2018 | 49,990  | 1B | Time Charter (7)  | MR  | No  |
| 48 | STI Magic             | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 49 | STI Mystery           | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 50 | STI Marvel            | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 51 | STI Magnetic          | 2019 | 50,000  | —  | Time Charter (8)  | MR  | Yes |
| 52 | STI Millennia         | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 53 | STI Magister          | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 54 | STI Mythic            | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 55 | STI Marshall          | 2019 | 50,000  | —  | Time Charter (9)  | MR  | Yes |
| 56 | STI Modest            | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 57 | STI Maverick          | 2019 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 58 | STI Miracle           | 2020 | 50,000  | —  | Time Charter (10) | MR  | Yes |
| 59 | STI Maestro           | 2020 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 60 | STI Mighty            | 2020 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 61 | STI Maximus           | 2020 | 50,000  | —  | SMRP (2)          | MR  | Yes |
| 62 | STI Elysees           | 2014 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 63 | STI Madison           | 2014 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 64 | STI Park              | 2014 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 65 | STI Orchard           | 2014 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 66 | STI Sloane            | 2014 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 67 | STI Broadway          | 2014 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 68 | STI Condotti          | 2014 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 69 | STI Rose              | 2015 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 70 | STI Veneto            | 2015 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 71 | STI Alexis            | 2015 | 109,999 | —  | MPL (4)           | LR2 | Yes |
| 72 | STI Winnie            | 2015 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 73 | STI Oxford            | 2015 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 74 | STI Lauren            | 2015 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 75 | STI Connaught         | 2015 | 109,999 | —  | Time Charter (11) | LR2 | Yes |
| 76 | STI Spiga             | 2015 | 109,999 | —  | MPL (4)           | LR2 | Yes |
| 77 | STI Kingsway          | 2015 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 78 | STI Solidarity        | 2015 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 79 | STI Lombard           | 2015 | 109,999 | —  | Time Charter (12) | LR2 | Yes |
| 80 | STI Grace             | 2016 | 109,999 | —  | Time Charter (13) | LR2 | Yes |
| 81 | STI Jermyn            | 2016 | 109,999 | —  | Time Charter (14) | LR2 | Yes |
| 82 | STI Sanctity          | 2016 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 83 | STI Solace            | 2016 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 84 | STI Stability         | 2016 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 85 | STI Steadfast         | 2016 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |
| 86 | STI Supreme           | 2016 | 109,999 | —  | SLR2P (3)         | LR2 | Yes |

|    |               |      |         |   |                   |     |     |
|----|---------------|------|---------|---|-------------------|-----|-----|
| 87 | STI Symphony  | 2016 | 109,999 | — | SLR2P (3)         | LR2 | Yes |
| 88 | STI Gallantry | 2016 | 113,000 | — | SLR2P (3)         | LR2 | Yes |
| 89 | STI Goal      | 2016 | 113,000 | — | SLR2P (3)         | LR2 | Yes |
| 90 | STI Guard     | 2016 | 113,000 | — | Time Charter (15) | LR2 | Yes |
| 91 | STI Guide     | 2016 | 113,000 | — | Time Charter (16) | LR2 | Yes |
| 92 | STI Selatar   | 2017 | 109,999 | — | SLR2P (3)         | LR2 | Yes |
| 93 | STI Rambla    | 2017 | 109,999 | — | SLR2P (3)         | LR2 | Yes |
| 94 | STI Gauntlet  | 2017 | 113,000 | — | Time Charter (17) | LR2 | Yes |
| 95 | STI Gladiator | 2017 | 113,000 | — | Time Charter (16) | LR2 | Yes |
| 96 | STI Gratitude | 2017 | 113,000 | — | Time Charter (18) | LR2 | Yes |
| 97 | STI Lobelia   | 2019 | 110,000 | — | SLR2P (3)         | LR2 | Yes |
| 98 | STI Lotus     | 2019 | 110,000 | — | SLR2P (3)         | LR2 | Yes |
| 99 | STI Lavender  | 2019 | 110,000 | — | Time Charter (19) | LR2 | Yes |

| Total owned or lease financed |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 7,092,312 |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| (1)                           | This vessel operates in the Scorpio Handymax Tanker Pool, or SHTP. SHTP is operated by Scorpio Commercial Management S.A.M. (SCM). SHTP and SCM are related parties to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                        |           |
| (2)                           | This vessel operates in the Scorpio MR Pool, or SMRP. SMRP is operated by SCM. SMRP and SCM are related parties to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |           |
| (3)                           | This vessel operates in the Scorpio LR2 Pool, or SLR2P. SLR2P is operated by SCM. SLR2P and SCM are related parties to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |           |
| (4)                           | This vessel operates in the Mercury Pool Limited, or MPL. MPL is operated by SCM. MPL and SCM are related parties to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |           |
| (5)                           | This vessel commenced a time charter in October 2022 for three years at an average rate of \$25,000 per day.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |           |
| (6)                           | This vessel commenced a time charter in June 2022 for three years at an average rate of \$21,000 per day. The daily rate is the average rate over the three year period, which is payable during the first six months at \$30,000 per day, the next 6 months are payable at \$20,000 per day, and years two and three are payable at \$19,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$22,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$24,000 per day. |           |
| (7)                           | This vessel commenced a time charter in October 2024 for three years at a rate of \$29,550 per day.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |           |
| (8)                           | This vessel commenced a time charter in July 2022 for three years at an average rate of \$23,000 per day. The daily rate is the average rate over the three year period, which is payable in years one, two, and three at \$30,000 per day, \$20,000 per day, and \$19,000 per day, respectively. The charterers have the option to extend the term of this agreement for an additional year at \$24,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$26,000 per day.                                                      |           |
| (9)                           | This vessel commenced a time charter in July 2022 for three years at a rate of \$23,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$24,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$25,000 per day. If this second option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$26,000 per day.                                                                                            |           |
| (10)                          | This vessel commenced a time charter in August 2022 for three years at a rate of \$21,000 per day. The daily rate is the average rate over the three year period, which is payable during the first six months at \$30,000 per day, the next 6 months are payable at \$20,000 per day, and years two and three are payable at \$19,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$22,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$24,000 per day.        |           |
| (11)                          | In April 2023, <i>STI Connaught</i> replaced <i>STI Goal</i> on a time charter which initially commenced in August 2022 for three years at a rate of \$30,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$32,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$34,000 per day.                                                                                                                                                                                 |           |
| (12)                          | This vessel commenced a time charter in September 2022 for three years at an average rate of \$32,750 per day. The charterer has the option to extend the term of this agreement for an additional year at \$34,750 per day. If this option is declared, the charterer has the option to further extend the term of this agreement for an additional year at \$36,750 per day.                                                                                                                                                                                                                                             |           |
| (13)                          | This vessel commenced a time charter in December 2022 for three years at an average rate of \$37,500 per day. The daily rate is the average rate over the three-year period, which is payable during the first six months at \$47,000 per day, the next 6 months are payable at \$28,000 per day, and years two and three are payable at \$37,500 per day.                                                                                                                                                                                                                                                                 |           |
| (14)                          | This vessel commenced a time charter in April 2023 for three years at a rate of \$40,000 per day. The charterer has the option to extend the term of this agreement for an additional year at \$42,500 per day.                                                                                                                                                                                                                                                                                                                                                                                                            |           |
| (15)                          | This vessel commenced a time charter in July 2022 for five years at a rate of \$28,000 per day. The charterers have the option to convert the term of this agreement to three years at \$30,000 per day, which must be declared within 30 months after the delivery date.                                                                                                                                                                                                                                                                                                                                                  |           |
| (16)                          | This vessel commenced a time charter in July 2022 for three years at an average rate of \$28,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$31,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$33,000 per day.                                                                                                                                                                                                                                              |           |
| (17)                          | This vessel commenced a time charter in November 2022 for three years at an average rate of \$32,750 per day.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |           |
| (18)                          | This vessel commenced a time charter in May 2022 for three years at an average rate of \$28,000 per day. In February 2025, the charterers exercised their option to extend the term of this agreement for an additional year at \$31,000 per day commencing in May 2025. The charterers have an additional option to further extend the term of this agreement for an additional year at \$33,000 per day.                                                                                                                                                                                                                 |           |
| (19)                          | This vessel commenced a time charter in December 2022 for three years at an average rate of \$35,000 per day.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |           |

## Chartering Strategy

Generally, we operate our vessels in commercial pools operated by related entities, on time charters or in the spot market. The overall mix of how our vessels are employed varies from time to time based on many factors including our view of the future market conditions.

### Commercial Pools

To increase vessel utilization and thereby revenues, we participate in commercial pools with other shipowners of similar modern, well-maintained vessels. By operating a large number of vessels as an integrated transportation system, commercial pools offer customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools employ experienced commercial managers and operators who have close working relationships with customers and brokers, while technical management is performed by each shipowner. Pools negotiate charters with customers primarily in the spot market, but may also arrange time charter agreements. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and contracts of affreightment, or COAs, thus generating higher effective TCE revenues (see Item 5. Operating and Financial Review and Prospects - *Important Financial and Operational Terms and Concepts for definition and reconciliation of TCE revenue*) than otherwise might be obtainable in the spot market. As of March 20, 2025, 83 of the vessels in our Operating Fleet operated in one of the Scorpio Pools.

## ***Time Charters***

Time charters give us a fixed and stable cash flow for a known period of time. Time charters also mitigate in part the seasonality of the spot market business, which is generally weaker in the second and third quarters of the year. As of December 31, 2024, 16 of our vessels (ten LR2s and six MRs) were operating on long-term charter-out agreements with terms of three years or greater. In the future, we may opportunistically look to enter more of our vessels into time charter contracts. We may also enter into time charter contracts with profit sharing agreements, which enable us to benefit if the spot market increases.

## ***Spot Market***

A spot market voyage charter is generally a contract to carry a specific cargo from a load port to a discharge port for an agreed freight per ton of cargo or a specified total amount. Under spot market voyage charters, we pay voyage expenses such as port, canal and bunker costs. Spot charter rates are volatile and fluctuate on a seasonal and year-to-year basis. Fluctuations derive from imbalances in the availability of cargoes for shipment and the number of vessels available at any given time to transport these cargoes. Vessels operating in the spot market generate revenue that is less predictable but may enable us to capture increased profit margins during periods of improvements in tanker rates. We also consider short-term time charters (with initial terms of less than one year) as spot market voyages.

## ***Management of our Fleet***

### ***Commercial and Technical Management***

Our vessels are commercially managed by SCM and technically managed by SSM pursuant to the terms and conditions set forth under a revised master agreement which, for the years ended December 31, 2023 and 2022, was effective as from January 1, 2018 (the "2018 Revised Master Agreement"). In 2024, certain terms of the 2018 Revised Master Agreement were amended and restated with an effective date of January 1, 2024 (the "2024 Revised Master Agreement"). The 2024 Revised Master Agreement may be terminated by either party upon 24 months' notice, unless terminated earlier in accordance with the provisions of the 2024 Revised Master Agreement. In the event of the sale of one or more vessels, a notice period of three months and a payment equal to three months of management fees will apply, provided that the termination does not amount to a change in control, including a sale of all or substantially all of our vessels, in which case a payment equal to 24 months of management fees will apply. SCM and SSM are related parties of ours. We expect that additional vessels that we may acquire in the future will also be managed under the 2024 Revised Master Agreement or on substantially similar terms.

SCM's services include securing employment, in the spot market and on time charters, for our vessels. SCM also manages the Scorpio Pools. Under the 2018 Revised Master Agreement, during the year ended December 31, 2023, when our vessels were operating in one of the Scorpio Pools, SCM, the pool manager, charged fees of \$250 per vessel per day with respect to our LR2 vessels, and \$325 per vessel per day with respect to each of our Handymax and MR vessels, plus a 1.50% commission on gross revenues per charter fixture. These were the same fees that SCM charged other vessel owners in these pools, including third-party owned vessels. For commercial management of our vessels that were not operating in any of the Scorpio Pools during the year ended December 31, 2023, we paid SCM a fee of \$250 per vessel per day for each LR1 and LR2 vessel and \$300 per vessel per day for each Handymax and MR vessel, plus 1.25% commission on gross revenues per charter fixture.

Effective January 1, 2024, under the 2024 Revised Master Agreement, the flat fees payable per day charged by SCM were increased by \$35 per vessel per day. As such, under this agreement, commercial management fees on vessels that are not operating in any of the Scorpio Pools were increased to \$285 per vessel per day for each LR2 vessel and \$335 per vessel per day for each Handymax and MR vessel on the effective date of January 1, 2024. For vessels operating in one of the Scorpio Pools, SCM, the pool manager, increased its fees to \$285 per vessel per day with respect to our LR2 vessels and \$360 per vessel per day with respect to each of our Handymax and MR vessels on the effective date of July 1, 2024. Commissions on gross revenues per charter fixture remain unchanged.

SSM's services include day-to-day vessel operations, performing general maintenance, monitoring regulatory and classification society compliance, customer vetting procedures, supervising the maintenance and general efficiency of vessels, arranging the hiring of qualified officers and crew, arranging and supervising drydocking and repairs, purchasing supplies, spare parts and new equipment for vessels, appointing supervisors and technical consultants and providing technical support. Under the 2018 Revised Master Agreement and during the year ended December 31, 2023, we paid SSM an annual fee of \$175,000 plus additional amounts for certain itemized services per vessel to provide technical management services for each of our owned or bareboat chartered vessels. Effective January 1, 2024, under the 2024 Revised Master Agreement, the annual fees were increased to \$187,500 plus additional amounts for certain itemized services per vessel.

### ***Amended Administrative Services Agreement***

We have an Amended Administrative Services Agreement with Scorpio Services Holding Limited ("SSH"), or our Administrator, for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance, financial and information technology services. SSH is a related party to us. We reimburse our Administrator for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described above. The services provided to us by our Administrator may be sub-contracted to other entities within the Scorpio group of companies.

Further, pursuant to our Amended Administrative Services Agreement, our Administrator, on behalf of itself and other entities within the Scorpio group of companies, has agreed that it will not directly own product or crude tankers ranging in size from 35,000 dwt to 200,000 dwt.

Our Amended Administrative Services Agreement may be terminated by us upon two years' notice.

## **The International Oil Tanker Shipping Industry**

*All the information and data presented in this section, including the analysis of the oil tanker shipping industry, has been provided by McQuilling. The statistical and graphical information contained herein is drawn from McQuilling's database and other sources. While McQuilling has made reasonable efforts to include accurate and up-to-date information in this report, McQuilling makes no warranties or representations as to the accuracy of any information contained herein or accuracy or reasonableness of conclusions drawn there from.*

### **Oil Tanker Demand**

The evolution of world trade, seaborne trade, and the world shipping fleet are inexorably intertwined in history. Economic prosperity drives trade and trade compels economic growth. There has always been a strong correlation of trade and seaborne transport to regional economic growth. Dirty Petroleum Products (DPP) tanker demand is mainly generated by three factors: 1) crude oil demand in the global refining system with incremental changes coming from refinery capacity additions/shutdowns and higher/lower utilization of that capacity; 2) crude storage buildup or release to fulfill global refinery demand; 3) average sailing distance from crude export countries to these refineries or storage centers. Much like the commodity market where the equilibrium price is achieved through the interaction of demand and supply factors, the crude tanker market has been undergoing a "rebalancing process" with 103 Suezmaxes and 185 Aframax-sized tankers ordered in the past two years. This has partly offset the upside support from recent US/EU/UK sanctions on tonnages that have carried Russian oils above the price cap. Tanker demand also contributed to this effort with charterers favoring competitive VLCCs for short-haul trades in the Atlantic Basin and Westbound trades from the Middle East due to the Red Sea disruption.

While refineries are the main source of demand for the DPP market, clean products are found in numerous applications ranging from industrial to commercial, transportation, heating and more. With every Clean Petroleum Product (CPP) cargo originating at a certain location there are varying destinations and because of that, CPP tanker demand has become a function not only of supply and demand but also of the differences in balances for each product in each region. For example, naphtha is a demand generating cargo that clearly exhibits these relationships. As petrochemical plant capacity increases in Asia, the growing feedstock (in this case naphtha) deficit calls for additional cargoes that are going to be sourced not by a specific location, but rather from the location that has the most to spare. In recent years, CPP tanker demand has been increasingly impacted by the sudden change of trade flows and voyage routings, due to geopolitical and weather-related impact on maritime chokepoints, including the reduced daily transits through the Panama Canal, Houthi attacks in the Red Sea, reshuffled Russian oil flows and the nation's multiple export bans on key refined products (due to drone attacks on refineries) in 2024.

Since Russia's invasion of Ukraine in February 2022, continued sanctions and a price cap have been implemented on Russia's energy industry, resulting in heavy use of a shadow and sanctioned fleet to transport non-compliant crude and refined products. The shortage of oil product supply (due to Ukraine's drone attacks on Russian refineries) has also pushed Russia to adopt multiple export bans on key oil products, including gasoline, throughout the year. In turn, Europe continued relying on longer haul trades to cover its needs for crude and refined products. It is believed by geopolitical analysts that President Trump may loosen the current restrictions on Russia while making a deal between the two nations to end the war. However, the latest wave of US, UK and EU sanctions in Q4 2024 and January 2025 on the Russian oil sector, and shadow ships moving oil above the price cap, has made it more challenging for key importers such as China and India to take Russian crude and refined products trading above the price cap.

The more recent conflicts during 2024 took place in the Middle East, including the tensions between Israel/Hamas that have resulted in the disruption of crossings in the Red Sea due to Houthi's attacks on commercial ships, and the tightening sanctions on Iran's oil and gas sector. The Red Sea disruption has created volatility for trade flows between East and West with a marked jump in tanker demand for re-routing around the Cape of Good Hope, adding voyage length and timing uncertainty to cargo activity, while shuffling oil flows, more notably on mid-sized crude and clean tankers.



Infrastructure projects across the globe could serve as another major factor for DPP tanker demand as these projects have and could continue creating new trade flows or changes in vessel deployments. Some of these projects include adding new refining capacity in West Africa and Mexico, dredging of current VLCC terminals and potential new ones in the US Gulf, as well as the recently completed Trans-Mountain Pipeline Expansion project (TMX). At full capacity, the TMX should bring an additional 590,000 b/d of Canadian crude to the West Coast to be loaded at the port of Vancouver.

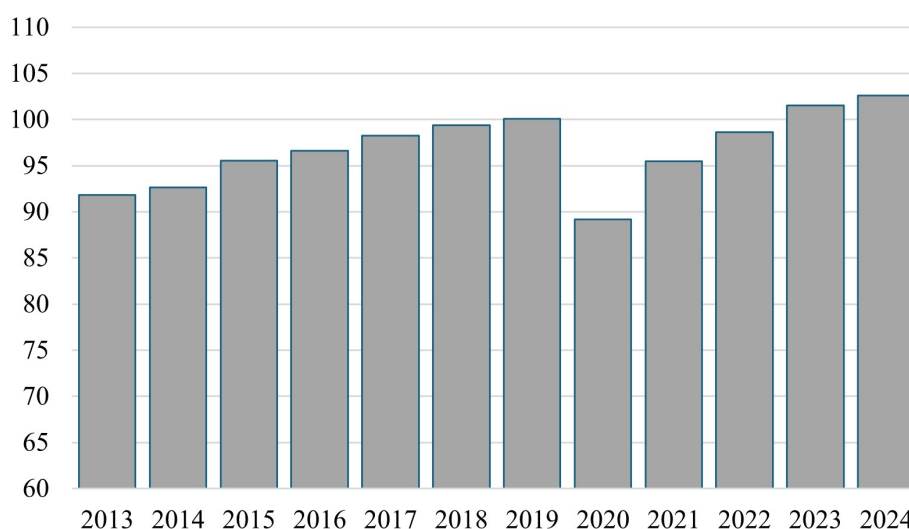
Finally, the role of non-OPEC producers is likely to become much more prominent in the coming years, including three upcoming floating production, storage and offloading units "FPSOs" (each with 250,000 b/d capacity) in Guyana, aggressive plans for Brazil to become the 5th largest crude exporter by 2030, and policy-supported US crude output during Trump's 2nd term as US President. Geopolitical tensions and volatility could continue to heavily impact oil tanker demand.

### World Seaborne Tanker Voyage Statistics

| Year | DPP Tankers |       |                   |      |                  |      |                 |       |                  |      | CPP Tankers     |      |                 |       |                   |      |        |  | Total |       |  |     |       |  |       |       |  |
|------|-------------|-------|-------------------|------|------------------|------|-----------------|-------|------------------|------|-----------------|------|-----------------|-------|-------------------|------|--------|--|-------|-------|--|-----|-------|--|-------|-------|--|
|      | VLCC        |       | Suezmax           |      | Aframax          |      | Panamax         |       | LR2              |      | LR1             |      | MR2             |       | MR1               |      |        |  |       |       |  |     |       |  |       |       |  |
|      | 200k+ Dwt   |       | 120k-199.999k Dwt |      | 80k-119.999k Dwt |      | 60k-79.999k Dwt |       | 80k-119.999k Dwt |      | 60k-79.999k Dwt |      | 40k-59.999k Dwt |       | 27.5k-39.999k Dwt |      |        |  |       |       |  |     |       |  |       |       |  |
|      | Mill        | MT    | %YoY              | Mill | %YoY             | Mill | %YoY            | Mill  | %YoY             | Mill | %YoY            | Mill | %YoY            | Mill  | %YoY              | Mill | %YoY   |  |       |       |  |     |       |  |       |       |  |
| 2014 | 982         |       |                   | 554  |                  |      | 745             |       |                  | 104  |                 |      | 136             |       |                   | 102  |        |  | 485   |       |  | 143 |       |  | 3,250 |       |  |
| 2015 | 1,012       | 3.0%  |                   | 590  | 6.5%             |      | 747             | 0.3%  |                  | 109  | 4.7%            |      | 141             | 4.2%  |                   | 101  | -0.9%  |  | 502   | 3.6%  |  | 152 | 6.3%  |  | 3,354 | 3.2%  |  |
| 2016 | 1,066       | 5.4%  |                   | 587  | -0.5%            |      | 765             | 2.5%  |                  | 103  | -5.0%           |      | 142             | 0.5%  |                   | 107  | 6.1%   |  | 522   | 4.0%  |  | 157 | 3.6%  |  | 3,450 | 2.9%  |  |
| 2017 | 1,090       | 2.2%  |                   | 623  | 6.1%             |      | 794             | 3.8%  |                  | 113  | 9.6%            |      | 150             | 5.7%  |                   | 118  | 9.7%   |  | 539   | 3.2%  |  | 161 | 2.7%  |  | 3,588 | 4.0%  |  |
| 2018 | 1,068       | -2.1% |                   | 627  | 0.7%             |      | 774             | -2.6% |                  | 110  | -2.6%           |      | 160             | 6.7%  |                   | 124  | 5.4%   |  | 560   | 3.8%  |  | 159 | -1.6% |  | 3,581 | -0.2% |  |
| 2019 | 1,051       | -1.5% |                   | 594  | -5.3%            |      | 775             | 0.2%  |                  | 104  | -5.7%           |      | 158             | -1.1% |                   | 115  | -7.6%  |  | 565   | 0.9%  |  | 154 | -3.0% |  | 3,516 | -1.8% |  |
| 2020 | 1,022       | -2.8% |                   | 557  | -6.2%            |      | 710             | -8.4% |                  | 96   | -7.6%           |      | 145             | -8.3% |                   | 102  | -11.6% |  | 524   | -7.2% |  | 153 | -1.0% |  | 3,308 | -5.9% |  |
| 2021 | 972         | -4.9% |                   | 600  | 7.6%             |      | 706             | -0.5% |                  | 91   | -4.7%           |      | 164             | 13.2% |                   | 112  | 10.5%  |  | 556   | 6.1%  |  | 150 | -1.7% |  | 3,351 | 1.3%  |  |
| 2022 | 1,056       | 8.7%  |                   | 628  | 4.8%             |      | 700             | -0.9% |                  | 99   | 8.1%            |      | 178             | 8.1%  |                   | 117  | 4.6%   |  | 575   | 3.5%  |  | 144 | -3.7% |  | 3,498 | 4.4%  |  |
| 2023 | 1,153       | 9.2%  |                   | 672  | 7.0%             |      | 668             | -4.7% |                  | 92   | -7.1%           |      | 185             | 4.0%  |                   | 114  | -2.8%  |  | 576   | 0.2%  |  | 142 | -1.7% |  | 3,602 | 3.0%  |  |
| 2024 | 1,164       | 1.0%  |                   | 679  | 1.1%             |      | 610             | -8.6% |                  | 82   | -11.2%          |      | 182             | -1.7% |                   | 105  | -8.2%  |  | 576   | 0.0%  |  | 132 | -6.7% |  | 3,530 | -2.0% |  |

Source: AIS, McQuilling

### World Oil Products Demand: 2013-2024 (Million bpd)



Source: Kpler



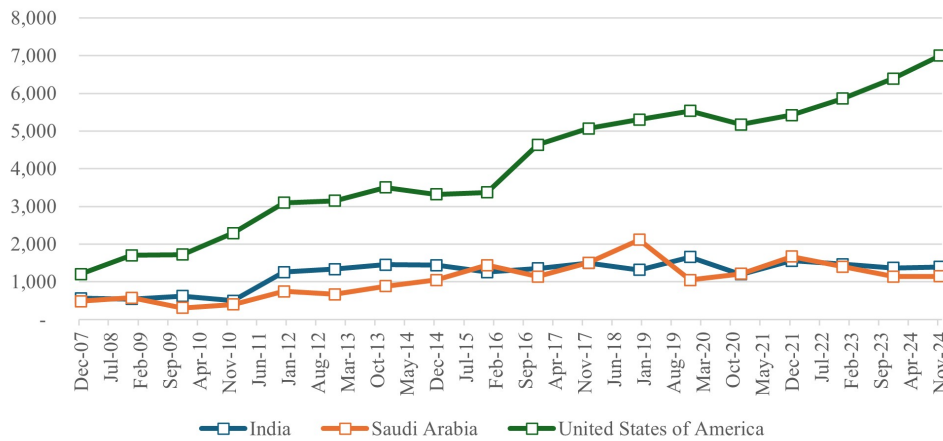
World Oil Supply and Demand

In 2024, the crude oil and natural gas market navigated a complex landscape of controlled OPEC+ supply and variable demand, heightened geopolitical tensions, and macroeconomic weakness. A handful of OPEC+ members decided to further delay the return of 2.2 million b/d of additional voluntary cuts, creating a surplus in the market. Action taken by OPEC+ in early December has demonstrated that the group appears committed to trying to keep the market in balance. Falling prices, rising non-OPEC supply and some members producing above production targets would make it increasingly difficult for the group to continue with the significant supply cuts we have seen. At their March 2025 meeting, OPEC+ reaffirmed their decision to gradually return 2.2 million b/d of supply beginning in April 2025. This means that the group is planning to take 18 months to return this full supply, compared to a 12-month target previously. While the delay in resumed supply is likely to lift the floor for the market slightly, conceivably the group was willing to accept lower prices. Otherwise, it could continue to lose market share to non-OPEC producers.

National oil companies (NOCs), particularly those in the Middle East and members of OPEC, face challenges in the near term, including: 1) balancing crude oil supply and demand and maintaining stability in prices; 2) fulfilling COP28 commitments to reduce the industry’s carbon footprint; and 3) helping to sustain their economies if oil prices remain below their target breakeven levels for 2025. Many Middle Eastern nations (including Saudi Arabia, Qatar, Kuwait, and the United Arab Emirates) have started to diversify their economies, and their regulatory environments support a balanced energy transition.

Politics is likely to play an important role for the energy markets in 2025, particularly in the US as the Trump administration is likely to push an agenda aligned with “drill, baby, drill”. Trump is expected to improve sentiment towards the oil and gas industry, though with output already at record levels, we could see difficulty in pushing levels much higher in 2025. President Trump’s energy priorities include energy independence and lowering energy costs. His proposals seek to increase production of oil and gas, in addition to other energy sources such as nuclear. Some of the proposals can be carried out by executive action or through the regulatory process, while others, such as changes to legislation, would require congressional action. Some steps the Administration plans to take include measures to streamline permitting and expedite environmental approvals, in addition to lifting the Biden Administration’s pause on new liquified natural gas export permits.

Oil Product Exports - Major Selected Regions  
(Million bpd)



Source: JODI, McQuilling

The Dangote refinery in West Africa is poised to remain another major story in 2025 and is expected to reach 650,000 b/d at full capacity. With West Africa no longer representing a large gasoline export outlet for Europe, leaving European refiners facing no choice but to cut their primary refinery runs and/or redirect gasoline exports to the East. However, ultimately demand in China is likely to remain central to oil products demand outlook, as we expect demand growth to decelerate due to pressure on economic growth, absent fiscal stimulus in the country, as well as increasing focus on adopting alternative energies. Upside risks to this scenario include larger than expected fiscal stimulus, favorable trade agreements with trading partners such as the US, and stronger than expected domestic consumer demand and economic growth.

When considering the Middle East landscape, OPEC+ has cut output by a total of 5.86 million b/d, or about 5.7% of global demand, in a series of steps agreed since late 2022. OPEC+ plans to restore roughly 2.2 million b/d in monthly tranches in 2025. A few NOCs are heavily investing in increasing hydrocarbon production capacity and developing the associated midstream and downstream infrastructure. ADNOC, for example, has set a target to increase crude oil production capacity from the current 3 million b/d to 5 million b/d by 2027, moving up its earlier 2030 target by three years. Additionally, some NOCs are making changes in their project, partnership, and go-to-market strategy. Saudi Aramco and ADNOC are reportedly investing in mega refining-chemical-low-carbon integrated projects.

Notably, US imports of Saudi crude plunged to their lowest levels in almost 40 years as the shale revolution and OPEC+ production cuts have reshaped the global oil map. Nevertheless, Riyadh should continue to remain a strong force in the global energy markets. Due to the fungibility of oil traded in a global market, Saudi changes to policy reverberate around the world. The Saudis have purposely priced their oil out of the American market by asking US refiners to pay a huge premium for the barrels. For much of 2023 and 2024, Riyadh set the premia for Arab Light, its flagship export oil grade, at \$5-a-barrel above the reference for US sales, much higher than historical levels. Riyadh has used its official selling prices to deter flows into America as a tool to reduce the country's oil inventories, which are closely watched by traders. The Saudi-US volume, however, is set to rebound during our forecasting period, as the ramp-up of Canada's TMX pipeline and Mexico's Dos Bocas refinery to cut available crude (heavy grades) exports to the US Gulf refiners resulting in a higher replacement volume from the Middle East.

China has been a key driving force for the international market. At the start of the year, China was expected to make up more than 50% of global demand growth. It's now set to be only around 20%. There are both cyclical and structural trends which are driving this slower growth in China. The most immediate factor is that the economy has been performing weaker than expected, with the property sector still a drag, while manufacturing activity and consumer spending remained disappointing. The government has announced a number of support measures, but the full impact of stimulus is yet to be seen – and with the potential for trade frictions next year, China may have to roll out further stimulus. In addition, China has seen stronger sales of new energy vehicles in the domestic market, which should displace oil demand. More than 40% of vehicle sales are now new energy vehicles, including a significant pick up in the sale of LNG-powered trucks in parts of China displacing diesel demand.

From a refining capacity standpoint, the largest increases are likely to be seen in India and West Africa as the ramp up of the Dangote refinery continues to have a material market impact, supporting jet and naphtha exports to the East. Europe refiners could face pressure from the Dangote refinery due to its high yield of gasoline production. One bright spot in the West could be refinery run percentages in Mexico ramping up considering the expanded domestic crude balances, especially Pemex's new Dos Bocas refinery. According to Bloomberg, this mega refinery with 340,000 b/d capacity has remained halted since September 2024 with the restart date yet to be announced.

In the East of Suez, with China's new product export tax taking effect and the US set to further mitigate Iranian exports (during Trump's 2nd term), crude demand at "teapot refineries" could see a sharp decline while China's state-owned refiners and ones in Japan and Korea to find structural support from these policies. This could ultimately result in higher conventional crude imports from the Middle East and the Atlantic Basin markets.

### **Current Tanker Fleet**

The DPP tanker delivery schedule is anywhere from 12 months to more than 36 months depending on yard capacity, size, and complexity of the vessel. This constraint makes the tanker fleet relatively inelastic in the short term. The only remedy to the expansion of the fleet is by increasing operating speed, redeploying vessels out of drydocking, or -in the very extreme case- getting vessels out of layup. On the flip side, if vessels begin to slow steam, start a routine special survey, or are laid up, this would constitute a negative effect on the net tanker fleet. Since the start of the Russia/Ukraine war in March 2022 and the introduction of a price cap for Russian oil & oil products, proliferation of the shadow and sanctioned fleets dramatically increased. It was no longer just Iranian barrels carried on sanctioned vessels but also Russian oil, trading above the price cap.

The uncoated tanker fleet (after removing ships over 25 years old) currently stands at 2,253 vessels. We do not consider tonnage older than 25 years of age as part of the trading fleet due to their non-viability in the crude and/or refined product transportation requirements. Of these ships, we have counted a total of 485 sanctioned or shadow tankers, which represents 21.5% of the total fleet size, a considerable increase from last year's 15%, that was brought up due to recent US, EU and UK sanctions in Q4 2024. A majority of the uncoated tankers in the sanctioned fleet are Aframaxes (128 ships) including the Russian fleet and ships not adhering to the Russian price cap. The VLCC fleet stands at 867 ships in total, making it the biggest tanker fleet among all segments, while the size of uncoated Aframaxes decreased to 659 vessels given owners' increased interest in ordering LR2s with the capability to switch between trading crude and refined products.

### The Oil Tanker Fleet <sup>(1)</sup> - February 2025

| Vessel Type                                 | Deadweight Tons<br>(Dwt) | Number of<br>Vessels | % of Fleet  | Capacity<br>(m Dwt) | % of Fleet  |
|---------------------------------------------|--------------------------|----------------------|-------------|---------------------|-------------|
| <b>Crude Tankers</b>                        |                          |                      |             |                     |             |
| VLCC                                        | 200,000+                 | 867                  | 37.6%       | 266.8               | 59.4%       |
| Suezmax                                     | 120,000-199,999          | 659                  | 28.6%       | 103.3               | 23.0%       |
| Aframax                                     | 80,000-119,999           | 659                  | 28.6%       | 72.6                | 16.2%       |
| Panamax                                     | 60,000-79,999            | 68                   | 3.0%        | 4.7                 | 1.1%        |
| Medium Range 2                              | 40,000-59,999            | 39                   | 1.7%        | 1.9                 | 0.4%        |
| Medium Range 1                              | 27,500-39,999            | 2                    | 0.1%        | —                   | —%          |
| Handy                                       | 10,000-27,499            | 10                   | 0.4%        | 0.2                 | —%          |
| <b>Total Fleet</b>                          |                          | <b>2,304</b>         | <b>100%</b> | <b>449.5</b>        | <b>100%</b> |
| <b>Product Tankers</b>                      |                          |                      |             |                     |             |
| Long Range 3 (LR3)                          | 120,000-199,999          | 35                   | 1.7%        | 5.4                 | 4.1%        |
| Long Range 2 (LR2)                          | 80,000-119,999           | 460                  | 22.6%       | 50.9                | 39.2%       |
| Long Range 1 (LR1)                          | 60,000-79,999            | 369                  | 18.2%       | 27.1                | 20.9%       |
| Medium Range 2 (MR2)                        | 40,000-59,999            | 736                  | 36.2%       | 34.8                | 26.8%       |
| Medium Range 1 (MR1)                        | 27,500-39,999            | 242                  | 11.9%       | 8.8                 | 6.8%        |
| Handy                                       | 10,000-27,499            | 189                  | 9.3%        | 2.8                 | 2.1%        |
| <b>Total Fleet</b>                          |                          | <b>2,031</b>         | <b>100%</b> | <b>129.8</b>        | <b>100%</b> |
| <b>Chemical Tankers<sup>(2)</sup></b>       |                          |                      |             |                     |             |
| Long Range 3 (LR3)                          | 120,000-199,999          | —                    | —%          | —                   | —%          |
| Long Range 2 (LR2)                          | 80,000-119,999           | 2                    | 0.1%        | 0.2                 | 0.2%        |
| Long Range 1 (LR1)                          | 60,000-79,999            | 5                    | 0.2%        | 0.4                 | 0.4%        |
| Medium Range 2 (MR2)                        | 40,000-59,999            | 1,144                | 39.9%       | 56.2                | 60.8%       |
| Medium Range 1 (MR1)                        | 27,500-39,999            | 345                  | 12.0%       | 12.3                | 13.3%       |
| Handy                                       | 10,000-27,499            | 1,373                | 47.9%       | 23.4                | 25.3%       |
| <b>Total Fleet</b>                          |                          | <b>2,869</b>         | <b>100%</b> | <b>92.5</b>         | <b>100%</b> |
| <b>Product &amp; Chemical Tankers</b>       |                          |                      |             |                     |             |
| Long Range 3 (LR3)                          | 120,000-199,999          | 35                   | 0.7%        | 5.4                 | 2.4%        |
| Long Range 2 (LR2)                          | 80,000-119,999           | 462                  | 9.4%        | 51.1                | 23.0%       |
| Long Range 1 (LR1)                          | 60,000-79,999            | 374                  | 7.6%        | 27.5                | 12.4%       |
| Medium Range 2 (MR2)                        | 40,000-59,999            | 1,880                | 38.4%       | 91.0                | 40.9%       |
| Medium Range 1 (MR1)                        | 27,500-39,999            | 587                  | 12.0%       | 21.2                | 9.5%        |
| Handy                                       | 10,000-27,499            | 1,562                | 31.9%       | 26.2                | 11.8%       |
| <b>Total Fleet</b>                          |                          | <b>4,900</b>         | <b>100%</b> | <b>222.4</b>        | <b>100%</b> |
| <b>Crude, Product, and Chemical Tankers</b> |                          |                      |             |                     |             |
| VLCC                                        | 200,000+                 | 867                  | 12.0%       | 266.8               | 39.7%       |
| Suezmax/LR3                                 | 120,000-199,999          | 694                  | 9.6%        | 108.7               | 16.2%       |
| Aframax/LR2                                 | 80,000-119,999           | 1,121                | 15.6%       | 123.7               | 18.4%       |
| Panamax/LR1                                 | 60,000-79,999            | 442                  | 6.1%        | 32.2                | 4.8%        |
| Medium Range 2                              | 40,000-59,999            | 1,919                | 26.6%       | 92.9                | 13.8%       |
| Medium Range 1                              | 27,500-39,999            | 589                  | 8.2%        | 21.2                | 3.2%        |
| Handy                                       | 10,000-27,499            | 1,572                | 21.8%       | 26.4                | 3.9%        |
| <b>Total Fleet</b>                          |                          | <b>7,204</b>         | <b>100%</b> | <b>671.9</b>        | <b>100%</b> |

<sup>(1)</sup> Vessels over 25 years are excluded in fleet count. Tanker Fleet includes Shuttle Tankers

<sup>(2)</sup> Chemical Tankers can have IMO II and IMO III capability and the ability to trade CPP cargoes and routes.

Source: McQuilling

Marine transportation of clean petroleum products (CPP) is carried out through non-IMO “product tankers” and IMO II and IMO III “chemical tankers”, the latter of which can switch between trading refined products and chemicals, depending on market conditions. Due to this “switchover” ability, it is necessary to account for both “product” and “chemical” tankers when assessing supply capable of transporting CPP products.

Looking closely at the CPP fleet age profile, we see that Chemical MR2 tankers continue to be the youngest fleet with 55.3% below 10 years. A close second is the LR2 sector with 50.3% of vessels below 10 years of age. The oldest CPP fleet is the product MR1 with only 10% of fleet below 10 years of age, due mainly to owners switching to Chemical MR1 orders, as mentioned earlier, for more flexibility of trade. Even though clean vessels that joined the shadow fleet in the past two years are not as numerous when compared to dirty tankers, we have captured a jump in the number of MR2s entering, currently standing at 11.7% of the total. This trend started since the US tightened sanctions in February 2023 of Russian products including naphtha sold above US \$45/bbl and diesel/gasoline sold above US \$100/bbl.

# The World Tanker Orderbook <sup>(1)</sup> - February 2025

| Vessel Type                                       | Deadweight Tons<br>(Dwt) | Orderbook |       | Orderbook %<br>Fleet |       | 2025 |       | 2026 |       | 2027+ |       |
|---------------------------------------------------|--------------------------|-----------|-------|----------------------|-------|------|-------|------|-------|-------|-------|
|                                                   |                          | No        | m Dwt | No                   | Dwt   | No   | m Dwt | No   | m Dwt | No    | m Dwt |
| Crude Tankers                                     |                          |           |       |                      |       |      |       |      |       |       |       |
| VLCC                                              | 200,000+                 | 72        | 22.2  | 8.3%                 | 8.3%  | 6    | 1.8   | 25   | 7.7   | 41    | 12.6  |
| Suezmax                                           | 120,000-199,999          | 107       | 16.7  | 16.2%                | 16.2% | 29   | 4.6   | 43   | 6.7   | 35    | 5.5   |
| Aframax                                           | 80,000-119,999           | 16        | 1.8   | 2.4%                 | 2.5%  | 7    | 0.8   | 4    | 0.5   | 5     | 0.6   |
| Medium Range 2                                    | 40,000-59,999            | 3         | 0.1   | 7.7%                 | 7.5%  | —    | —     | 1    | —     | 2     | 0.1   |
| Total Fleet                                       |                          | 198       | 40.8  | 9%                   | 9%    | 42   | 7.2   | 73   | 14.9  | 83    | 18.8  |
| Product Tankers                                   |                          |           |       |                      |       |      |       |      |       |       |       |
| Long Range 3 (LR3)                                | 120,000-199,999          | 1         | 0.2   | 2.9%                 | 2.8%  | 1    | 0.2   | —    | —     | —     | —     |
| Long Range 2 (LR2)                                | 80,000-119,999           | 203       | 23.1  | 44.1%                | 45.4% | 57   | 6.5   | 67   | 7.6   | 79    | 9.0   |
| Long Range 1 (LR1)                                | 60,000-79,999            | 62        | 4.5   | 16.8%                | 16.7% | 9    | 0.7   | 22   | 1.6   | 31    | 2.3   |
| Medium Range 2 (MR2)                              | 40,000-59,999            | 6         | 0.2   | 0.8%                 | 0.7%  | 1    | —     | 3    | 0.1   | 2     | 0.1   |
| Medium Range 1 (MR1)                              | 27,500-39,999            | 9         | 0.3   | 3.7%                 | 3.8%  | 1    | —     | 6    | 0.2   | 2     | 0.1   |
| Handy                                             | 10,000-27,499            | 11        | 0.2   | 5.8%                 | 7.2%  | 3    | —     | 7    | 0.1   | 1     | —     |
| Total Fleet                                       |                          | 292       | 28.5  | 14%                  | 22%   | 72   | 7.4   | 105  | 9.6   | 115   | 11.5  |
| Chemical Tankers <sup>(2)</sup>                   |                          |           |       |                      |       |      |       |      |       |       |       |
| Medium Range 2 (MR2)                              | 40,000-59,999            | 313       | 15.4  | 27.4%                | 27.4% | 98   | 4.9   | 128  | 6.3   | 87    | 4.2   |
| Medium Range 1 (MR1)                              | 27,500-39,999            | 23        | 0.9   | 6.7%                 | 7.0%  | 4    | 0.1   | 8    | 0.3   | 11    | 0.4   |
| Handy                                             | 10,000-27,499            | 238       | 4.6   | 17.3%                | 19.7% | 88   | 1.6   | 98   | 2.0   | 52    | 1.1   |
| Total Fleet                                       |                          | 574       | 20.9  | 20%                  | 23%   | 190  | 6.6   | 234  | 8.6   | 150   | 5.7   |
| Product & Chemical Tankers <sup>(2)</sup>         |                          |           |       |                      |       |      |       |      |       |       |       |
| Long Range 3 (LR3)                                | 120,000-199,999          | 1         | 0.2   | 2.9%                 | 2.8%  | 1    | 0.2   | —    | —     | —     | —     |
| Long Range 2 (LR2)                                | 80,000-119,999           | 203       | 23.1  | 43.9%                | 45.3% | 57   | 6.5   | 67   | 7.6   | 79    | 9.0   |
| Long Range 1 (LR1)                                | 60,000-79,999            | 62        | 4.5   | 16.6%                | 16.5% | 9    | 0.7   | 22   | 1.6   | 31    | 2.3   |
| Medium Range 2 (MR2)                              | 40,000-59,999            | 319       | 15.7  | 17.0%                | 17.2% | 99   | 4.9   | 131  | 6.5   | 89    | 4.3   |
| Medium Range 1 (MR1)                              | 27,500-39,999            | 32        | 1.2   | 5.5%                 | 5.6%  | 5    | 0.2   | 14   | 0.5   | 13    | 0.5   |
| Handy                                             | 10,000-27,499            | 249       | 4.8   | 15.9%                | 18.4% | 91   | 1.6   | 105  | 2.1   | 53    | 1.1   |
| Total Fleet                                       |                          | 866       | 49.5  | 18%                  | 22%   | 262  | 14.1  | 339  | 18.3  | 265   | 17.2  |
| Crude, Product, and Product/Chemical Tanker Fleet |                          |           |       |                      |       |      |       |      |       |       |       |
| VLCC                                              | 200,000+                 | 72        | 22.2  | 8.3%                 | 8.3%  | 6    | 1.8   | 25   | 7.7   | 41    | 12.6  |
| Suezmax/LR3                                       | 120,000-199,999          | 108       | 16.9  | 15.6%                | 15.5% | 30   | 4.7   | 43   | 6.7   | 35    | 5.5   |
| Aframax/LR2                                       | 80,000-119,999           | 219       | 25.0  | 19.5%                | 20.2% | 64   | 7.3   | 71   | 8.1   | 84    | 9.5   |
| Panamax/LR1                                       | 60,000-79,999            | 62        | 4.5   | 14.0%                | 14.1% | 9    | 0.7   | 22   | 1.6   | 31    | 2.3   |
| Medium Range 2                                    | 40,000-59,999            | 322       | 15.8  | 16.8%                | 17.0% | 99   | 4.9   | 132  | 6.5   | 91    | 4.4   |
| Medium Range 1                                    | 27,500-39,999            | 32        | 1.2   | 5.4%                 | 5.6%  | 5    | 0.2   | 14   | 0.5   | 13    | 0.5   |
| Handy                                             | 10,000-27,499            | 249       | 4.8   | 15.8%                | 18.3% | 91   | 1.6   | 105  | 2.1   | 53    | 1.1   |
| Total Fleet                                       |                          | 1,064     | 90.4  | 15%                  | 13%   | 304  | 21.2  | 412  | 33.2  | 348   | 35.9  |

<sup>(1)</sup> Tanker Orderbook includes Shuttle Tankers

<sup>(2)</sup> Chemical Tankers can have IMO II and IMO III capability and the ability to trade CPP cargoes and routes

Source: McQuilling

CPP total orders in 2024 totaled 341 vessels, which is even higher than the 288 ordered in 2023 - although the interest in ordering Aframax-sized coated tankers has retreated slightly (though still above historical averages). After a record-breaking 105 MR2 orders in 2023, the number reached a new high in 2024 with 202 ships. The current coated tanker orderbook consists of 262 expected deliveries for 2025. This includes orders for 57 LR2s and 99 MR2 tankers. Aside from additions and deletions, another important supply side factor for LR2 and Aframax sectors has been the cargo switchovers. Since Russia's invasion of Ukraine, Aframax demand and earnings have found significant support due to Russian crude redirected to the Asian market; we have captured a net of 51 LR2s "riding the wave" and switching to carry crude/fuel oil.

### **Fuel Regulation Impact**

While navigating the most volatile waters, ship owners are also facing stricter environmental regulations. The EU ETS has now been fully in place for the 2nd year with the phase-in ratio increased from 40% to 70% as of Jan 1st, 2025. The year 2025 also marks the first year of FuelEU Maritime requiring shipowners to start reporting related key data including fuel consumption, carbon emissions and distance travelled. The Mediterranean Sea is scheduled to become an Emission Control Area (ECA) on May 1st, 2025, likely to tighten diesel balance and leave the European region with longer low-sulfur feedstock balances, especially FCC runs in Europe to find a heavy cuts amid the Dangote ramp-up. It was a busy 1st day of the year as the California Air Resources Board (CARB) in the US also came into effect for ships berthing at Port of Los Angeles or Long Beach terminals, the regulations are scheduled to be further expanded to all California terminals on Jan 1st, 2027. Unlike containerhips that can connect to onshore power and have higher adoption rates of alternative fuels (e.g. LNG), oil tankers may have very limited options to comply either by using a CARB-approved exhaust capture and control system (tug) or payment into the remediation fund based on ship design and hours at berth. The fast-approaching IMO 2030 and IMO 2050 targets serve as a new factor for shipowners when ordering new tonnage. Almost all fossil-fuel based bunkers are not able to meet IMO's carbon emission requirements, including some of the renewable fuels. According to our latest analysis, only E-methanol with carbon capture capability, bio-methanol produced from manure and green ammonia have zero or negative carbon emission, but generally not available and too expensive to be used as bunker fuels in today's world.

### **Methanol as a New Bunker Fuel**

2025 marks the year of multiple additional environmental regulations as EU ETS's phase in period moved from 40% of CO2 emissions in 2024 to 70% in 2025. FuelEU Maritime was introduced from January 1st, 2025, which aims to increase demand for alternative fuels by requiring owners to submit their annual GHG intensity of energy used by ships trading within the EU or EEA area (this measure includes well to wake intensity of the fleet). Additionally, tankers have been added to CARB regulations in California as they begin to monitor carbon emissions from ships at the dock and require mitigation and compliance with set standards. One thing all the regulations have in common is the nominal number of penalties attached to potential carbon emission breaches.

### **Alternative Fuels**

The challenges of availability of these new bunker fuels as well as shipowner's preferences when ordering NB vessels (larger vessels such as VLCCs tend to have LNG dual fuel whereas smaller vessels like MRs are built with methanol dual fuel engines). Availability of bunker fuel throughout world-wide ports is the biggest issue for wide adoption of any one fuel. However, there are a few of the fuels taking center stage as planned production comes online as well as storage facilities mainly for LNG and methanol.

Compared to methanol, LNG is a relatively more carbon intensive fuel, however, methanol has very low energy content compared to LNG or marine gas oil, making the storage of methanol bunker fuels on commercial ships problematic, as it would require much bigger bunker tanks. FuelEU is the first regulation that aims to measure carbon intensity from well-to-wake and each of the fuels, depending on how they were produced, could have a degree of carbon intensity measures from brown (most pollutive ex. Ammonia derived from coal) to green (e-methanol with carbon capture and biomethanol) having negative carbon. Therefore, the source of production of renewable fuels (well-to-tank) should take center stage as the renewable bunker fuel market fully develops.

### **Oil Tanker Freight Market**

### Crude Tanker - Spot (TCE) Rates: 2013-2025\*

(US\$/Day)

| Year   | Caribs<br>USG or USAC<br>Panamax | Med<br>Med<br>Aframax | West Africa<br>UKC<br>Suezmax | AG<br>Far East<br>VLCC |
|--------|----------------------------------|-----------------------|-------------------------------|------------------------|
| 2013   | 10,795                           | 7,345                 | 12,196                        | 14,443                 |
| 2014   | 21,171                           | 19,010                | 22,594                        | 25,673                 |
| 2015   | 26,816                           | 33,094                | 39,382                        | 66,716                 |
| 2016   | 15,046                           | 17,495                | 22,754                        | 38,076                 |
| 2017   | 9,643                            | 11,082                | 11,117                        | 19,468                 |
| 2018   | 10,200                           | 12,791                | 9,788                         | 19,777                 |
| 2019   | 19,143                           | 19,013                | 26,756                        | 40,246                 |
| 2020   | 19,131                           | 13,161                | 22,901                        | 48,837                 |
| 2021   | 10,792                           | 7,231                 | 1,523                         | (2,092)                |
| 2022   | 47,201                           | 41,743                | 32,351                        | 16,888                 |
| 2023   | 53,518                           | 52,517                | 44,374                        | 38,609                 |
| 2024   | 36,832                           | 43,784                | 34,207                        | 29,261                 |
| 25-Jan | 13,966                           | 30,173                | 21,367                        | 29,363                 |

\*Up to January 2025

Source: McQuilling, Note - TCE's are based on Non-Eco, Non-Scrubber vessels

### Product Tanker - Spot (TCE) Rates: 2013-2025\*

(US\$/Day)

| Year   | UKC<br>USG<br>MR2 | USG<br>UKC<br>MR2 | AG<br>Japan<br>LR1 | AG<br>Japan<br>LR2 |
|--------|-------------------|-------------------|--------------------|--------------------|
| 2013   | 8,296             | 4,402             | 7,576              | 10,878             |
| 2014   | 7,699             | 3,174             | 10,523             | 14,835             |
| 2015   | 16,543            | 12,067            | 23,685             | 29,014             |
| 2016   | 8,620             | 4,957             | 12,290             | 15,475             |
| 2017   | 6,832             | 3,054             | 8,118              | 9,385              |
| 2018   | 5,397             | 1,923             | 7,982              | 9,472              |
| 2019   | 8,875             | 3,834             | 14,131             | 20,230             |
| 2020   | 12,914            | 8,095             | 19,441             | 30,014             |
| 2021   | 4,402             | (1,924)           | 6,218              | 6,347              |
| 2022   | 24,322            | 15,215            | 31,203             | 35,386             |
| 2023   | 22,558            | 13,099            | 27,192             | 34,761             |
| 2024   | 15,189            | 18,429            | 30,938             | 39,065             |
| 25-Jan | 13,190            | 8,310             | 17,529             | 26,978             |

\*Up to January 2025

Source: McQuilling, Note - TCE's are based on Non-Eco, Non-Scrubber vessels



The oil tanker market has been historically driven by the largest vessels – VLCCs, with over 60% of global crude and dirty tanker demand being generated by this sector and VLCC earnings being used as the indicator of the overall tanker market and many shipping stocks. The pattern, however, has been drastically disrupted since 2022 when EU's ban on Russian oil imports and the "Price Cap" structure provided outsized support on Suezmax and Aframax demand by expanding the average sailing distance from exports to Europe to the East of Suez markets. The discounted Russian crude discharged in Asian refineries has simultaneously pushed out cargoes from the Middle East (alongside with OPEC+ production cuts) and the Atlantic Basin (Europe to substitute Russian crude), pulling traditional VLCC demand in these regions down as well as earnings. VLCC spot earnings (non-eco tankers without scrubbers) averaged 32% and 34% lower than Suezmax and Aframax earnings during the 2022-2024 period.

Much like the commodity market where the equilibrium price is achieved through the interaction of demand and supply, the crude tanker market has been undergoing the "rebalancing process" with 103 Suezmaxes and 185 Aframax-sized tankers ordered in the past two years compared to 99 VLCCs (80% of these VLCC orders were placed in 2024). The heavy orderbook is expected to exert downward pressure on earnings from the supply side, counteracting the upward support from recent US/EU/UK sanctions on Russian oil shipments exceeding the price cap. Tanker demand also contributed towards narrowing the earning gap between VLCCs and mid-sized tankers, with charterers constantly favoring competitive VLCCs on a \$/bbl freight basis for short-haul intra-Atlantic Basin trades, including exports from US Gulf, Guyana (excluding the Sep-Jan no VLCC window), Brazil and West Africa to the European market.

A much deeper cannibalization of mid-sized tanker demand has been found in Westbound trades from the Middle East during the past year, due to Houthi attacks on commercial vessels transiting through the Red Sea. Despite the lower maritime volume with Saudi maximizing the use of the East-West Pipeline to bypass the Bab al-Mandab strait, VLCC demand for Middle East>Europe and the Mediterranean saw a notable jump on both sailing distance and transported volume as charterers combined mid-sized cargo stems and utilized VLCCs for long-haul rerouting through the Cape of Good Hope. The escalated shipping costs had inspired creative chartering ideas in 2024; with CPP tanker freight also dramatically jumping due to the Red Sea closure, oil traders cleaned up their controlled uncoated VLCC and Suezmax tonnages to carry Indian and Middle Eastern oil products to Africa and Europe, further supporting demand and earnings for these large crude carriers.

The "rebalancing process", however, has not been as seamless and straightforward as expected. We began 2024 facing challenges at two critical maritime chokepoints - the Panama Canal and the Red Sea. The Panama Canal saw reduced daily transits due to low rainfall, while the Red Sea was disrupted by attacks from Iran-backed Houthi forces in response to the Israel-Hamas conflict. While the Panama Canal disruption has had a much greater impact on product tankers and gas carriers, the Red Sea closures drastically changed voyage routes, oil flows and vessels used for Eastbound and Westbound cargoes, including Russian exports to China. Interestingly, exports to India remained unaffected, as Russian crude continued to flow from Baltic ports via Aframaxes transiting the Suez Canal. Indian oil majors received Russian crude on a delivered basis, allowing shipowners flexibility in routing. Another factor that heavily impacted Russia's oil exports this year has been Ukraine's drone strikes on Russian refineries with over 800,000 b/d of capacity offline from April 2024 alongside with scheduled maintenance. The rapid change in Russia's oil balances has resulted in more crude exports but a reduction in outbound volume of refined products and multiple export bans on gasoline and diesel throughout the year. We closed the year with extensive efforts from US, UK and EU to further curtail illicit Russian barrels trading above the price cap – a net total of 138 crude and 50 coated tankers have been added to the global sanction list since Oct 2024.

A potential recession remained a concern during 2024 with US Federal Reserve cutting the interest rates by 1.0% since Sep 2024 while Bank of Japan (BOJ) raised short-term interest rates in March for the first time in 17 years. With Donald Trump elected the US President for his 2nd term, geopolitical risk remains, particularly in the context of future US-China relation, tariff threats against US-allies, and a potential change in sanctions policy facing Russia and Iran.

Earnings for product tankers in 2024 remained well above the historical averages, especially LR2s, reaching their peak level since 2000. The introduction of the "Price Cap" on Russian oil product exports since 2023 has seen a strong pull of Middle Eastern and US Gulf diesel flow to Europe, supporting both LR and MR tanker demand amid much longer sailing distances. Meanwhile, with Russian barrels losing the European market, these cargoes have been sent further distances to Africa (gasoline), Latin America (diesel) and Asia (naphtha) by MR2s and LR1s, that latter of which having extensively grown their market share in exporting Russian products. CPP tanker demand and earnings found further support amid the Red Sea closure this year; without pipeline bypasses as crude flows, the disruption has pushed coated tankers to reroute through the Cape of Good Hope for both East-to-West diesel and West-to-East naphtha and gasoline exports, as well as an immediate trade flow change with Europe increasing its intake of diesel from the US Gulf (by MR2) rather than long-haul imports from the Middle East. As mentioned above in the crude tanker section, uncoated VLCCs and Suezmaxes have been actively chartered by oil traders for Westbound diesel exports from India and Middle East – a new trade that developed in 2024 due to heightened LR freight levels.

## Oil Tanker Orderbook

Years 2022-2023 proved to be very bullish for midsize tanker segments in both CPP and DPP; however, with the historically low VLCC orderbook and the impact of sanctions. Compared to the light orderbook for crude tankers in front years, we have recorded significant orderings for product and chemical tankers in the past two years, with most of these ships (coated Aframax and MR2s) scheduled to be delivered in the 2025-2026 period. Across 2023 and 2024, a record-breaking number of coated tanker orders were placed as owners bet on sustained Russian oil flows, the ongoing closure of the Red Sea, and a robust recovery in the chemical market. During this two-year period, we recorded orders for 175 LR2s, 307 MR2s, and even 68 LR1s.

On the supply side, global chemical tanker fleet growth (including all IMO tankers with valid Certificate of Fitness, trading Chemicals or CPP) slowed to 1.7% in 2023, the lowest level in a decade, and maintained below 2% in 2024. The strong market in 2022 spurred new orders, with over 330 ships ordered in 2023 and 390 in 2024, surpassing the previous peak of 322 orders in 2013, marking the highest level in this recent decade. Newbuilding deliveries are expected to increase from 2025, gradually expanding the fleet by 4% in 2025 and over 5% in 2026. High freight rates in recent years have delayed vessel scrapping, with demolitions virtually halting in 2023 and remaining low in 2024. However, a market downturn could lead to a resurgence in scrapping as owners seek to cut costs. As of early 2025, there were approximately 5,140 chemical tankers currently trading (including all IMO tankers with valid CoFs). Of these, 1,635 tankers were above 40,000 DWT, representing 20% of the chemical tanker market, with an average age of 12 years. These vessels may occasionally swing into the CPP market when chemical cargo demand wanes, and many tankers which were ordered with the clear intention of being used primarily on traditional product trades have been built to a higher specification making them IMO Type II level. These tankers could continue to exert notable influence over CPP shipping outlook going forward. The current orderbook includes over 775 vessels as of early 2025, with the orderbook-to-fleet ratio climbing to 15%. A notable 42% of the orderbook comprises IMO-Certified MR2s over 40,000 DWT. The significant orderbook, representing 20% of the fleet for this group of chemical tankers, continues to pose challenges for CPP owners if the tonnage swings over, adding further supply-side pressure.

### Fleet Profile

When looking at the 2024 orderbook numbers for clean tankers, LR2 orders stand at 44.8% of the total fleet, which is more than double the previous year's 22% figure. This is a significant number, but if we take into account owners' decisions to adjust orders from Aframax to LR2s, it makes sense as two fleets theoretically merge into one. Chemical MR2s are next in line with 27.4% of the current fleet on order, followed by LR1s at 16.5%. This is a very robust fleet growth for a relatively young CPP Fleet. Looking closely at the CPP fleet age profile, we see that Chemical MR2 tankers continue to be the youngest fleet with 55.3% below 10 years. A close second is the LR2 sector with 50.3% of vessels below 10 years of age. The oldest CPP fleet is the product MR1 with only 10% of fleet below 10 years of age, due mainly to owners switching to Chemical MR1 orders for added trading flexibility.

### Contracting

Throughout the past year of 2024, we have captured 127 uncoated vessels ordered, including 79 VLCCs, 44 Suezmaxes, and only 4 uncoated Aframax. This is a significant jump from last year's 85 total DPP orders. Even though DPP tanker orders have increased by 33% since last year, they are still below the historic average and far from the highs of 2006 during which over 300 vessels were ordered. We do not anticipate 2006 levels coming back anytime soon as owners continue to favor clean tankers for their flexibility as markets get progressively volatile due to political conflicts, continued development of diversified energy sources, and ever-changing environmental regulations.

CPP total orders in 2024 numbered 341 vessels, even higher than the 288 ordered in 2023 - although the interest in ordering Aframax-sized coated tankers has slightly retreated (but still above historical averages). The LR1 fleet has seen a consistent slowdown in net fleet growth since 2017, with both trading fleet size and supply equivalents falling below zero in 2024. Compared to the sharp jump in LR2 net fleet growth in the 2026-2028 period, we foresee a tempered increase for LR1s amid a relatively lighter orderbook and a large number of demolition candidates expected to exit the trading fleet and/or to be sold for shadow trading, considering the increased LR1 market share percentage in exporting Russian oils.

2023 was the first year on record where a majority of tankers were ordered from Chinese yards. Fast forward to 2024, where two-thirds of all orders were with Chinese yards. This is a significant shift, coinciding with the experience gained building more complex vessels (compared to box ships and dry bulk carriers) and a reputation for reliable ships delivered on time. South Korean yards are in second place, however, losing momentum despite the reputation for building the most complex of the vessels on order (clean tankers). Japanese yards have dramatically decreased their output with only 47 vessels, predominantly clean and chemical varieties as demographics have strained the productivity and efficiency of these yards. There is also a new entrant on the block - Vietnamese yards that have historically joined forces with Korean and Japanese yards to gain expertise are becoming a more prominent fixture in the shipbuilding industry.

### Oil Tankers: Newbuilding Prices: 2002-2025\*

(In millions of U.S. Dollars)

|                   | MR2    | LR1    | LR2     | Aframax | Suezmax | VLCC    |
|-------------------|--------|--------|---------|---------|---------|---------|
|                   | 50,000 | 75,000 | 110,000 | 110,000 | 160,000 | 300,000 |
| Year End          | DWT    | DWT    | DWT     | DWT     | DWT     | DWT     |
| 2002              | 26.8   | 30.6   | 36.5    | 34.5    | 43.5    | 63.3    |
| 2003              | 31.5   | 36.3   | 43.1    | 41.1    | 51.1    | 75.1    |
| 2004              | 39.8   | 49.2   | 60.6    | 58.6    | 70.3    | 108.5   |
| 2005              | 45.0   | 52.0   | 65.0    | 63.0    | 80.5    | 120.0   |
| 2006              | 45.0   | 55.0   | 68.0    | 66.0    | 82.0    | 145.0   |
| 2007              | 43.0   | 63.0   | 71.0    | 69.0    | 88.0    | 141.0   |
| 2008              | 43.0   | 54.0   | 68.0    | 66.0    | 78.0    | 128.0   |
| 2009              | 33.0   | 42.0   | 52.0    | 50.0    | 64.0    | 101.5   |
| 2010              | 35.7   | 43.5   | 57.6    | 55.6    | 66.3    | 102.5   |
| 2011              | 34.0   | 40.0   | 53.7    | 51.7    | 61.5    | 95.0    |
| 2012              | 32.0   | 36.0   | 44.0    | 42.0    | 54.0    | 87.0    |
| 2013              | 34.0   | 36.0   | 47.0    | 45.0    | 58.0    | 91.0    |
| 2014              | 35.9   | 47.5   | 54.5    | 51.0    | 64.0    | 98.0    |
| 2015              | 35.4   | 45.0   | 55.0    | 51.8    | 65.0    | 95.0    |
| 2016              | 32.4   | 38.5   | 45.0    | 42.0    | 57.3    | 85.0    |
| 2017              | 35.0   | 38.5   | 45.3    | 43.3    | 56.0    | 83.0    |
| 2018              | 37.8   | 43.8   | 51.3    | 47.8    | 62.8    | 92.3    |
| 2019              | 38.0   | 44.8   | 52.0    | 49.5    | 63.5    | 95.5    |
| 2020              | 34.0   | 36.0   | 47.0    | 45.5    | 55.0    | 87.0    |
| 2021              | 38.0   | 44.0   | 56.8    | 53.5    | 65.5    | 98.0    |
| 2022              | 46.0   | 54.0   | 69.5    | 66.0    | 80.5    | 116.5   |
| 2023              | 49.0   | 58.0   | 71.0    | 69.0    | 86.0    | 121.0   |
| 2024              | 52.0   | 65.0   | 78.0    | 75.0    | 91.0    | 132.8   |
| Jan-25            | 52.0   | 65.0   | 78.0    | 75.0    | 90.5    | 133.0   |
| Feb-25            | 51.0   | 63.5   | 76.5    | 73.5    | 88.0    | 130.0   |
| Long-term average | 38.7   | 46.5   | 56.0    | 54.6    | 68.0    | 103.9   |

\*Up to February 2025

Source: McQuilling

### Second-hand Prices

Supply is one of the most critical elements when determining freight levels and an increased pace of exits could potentially support freight rates. Owners of disadvantaged tonnage may be more inclined to sell older vessels for demolition, particularly in the context of reduced floating storage opportunities and higher steel scrap pricing. However, 2024 continued the trend of disadvantaged tonnage instead changing hands in an opaque second-hand market, resulting in even more competition for “conventional” ships albeit at reduced efficiency.

Second-hand activity for LR2s was relatively subdued with only 23 transactions in all of 2024. If we compare that with 2023 with 44 vessels changing hands, we see that owners are holding on to their tonnage for a multitude of reasons. First, vessels bought in 2023, especially the older tonnage, were bought to trade in the ‘shadow’ trade, and since it continues, it makes sense that owners are not as eager to get rid of the tonnage for which they paid considerable premiums for. Secondly, increased scrutiny of KYC made it harder for the ‘shadow’ fleet to change hands. Lastly, prices have become very firm to justify buying older vessels, as earnings premiums have dissipated.

Likewise for LR1s, second-hand transactions were also limited with only 16 vessels changing hands in 2024, a stark contrast to 70 vessels bought in 2023. This lull in activity may be accounted for by similar factors as the LR2 segment: saturation of ‘shadow’ fleet, owners holding on to tonnages due to ongoing need for the said ‘shadow’ vessels, and considerably firm secondhand prices as well as associated risk to deter conventional owners from the secondhand market and instead switch to new buildings. However, if Trump decides to tighten Russian sanctions for negotiating purposes, the trend could quickly reverse.

Trading volume for MR2s in the second-hand market was down from 2023. This year there were 144 transactions, compared to 258 transactions in 2023. As the earnings cooled off from the onset of the geopolitical turmoil, owners were more scrupulous of paying at the top of the market. The average age of second-hand volume was 13 years old with a lot of en-bloc deals and the majority of MR2s sold were IMO2.

#### Oil Tanker Second-hand Prices for 5-year-old vessels: 2002-2025\*

(In millions of U.S. Dollars)

| Year End          | MR2<br>50,000<br>DWT | LR1<br>75,000<br>DWT | LR2<br>110,000<br>DWT | Aframax<br>110,000<br>DWT | Suezmax<br>160,000<br>DWT | VLCC<br>300,000<br>DWT |
|-------------------|----------------------|----------------------|-----------------------|---------------------------|---------------------------|------------------------|
| 2002              | 20.0                 | 20.0                 | 29.5                  | 27.5                      | 38.0                      | 54.0                   |
| 2003              | 26.0                 | 27.9                 | 37.5                  | 35.5                      | 46.8                      | 69.0                   |
| 2004              | 39.0                 | 42.0                 | 59.5                  | 57.5                      | 75.0                      | 108.0                  |
| 2005              | 47.0                 | 48.0                 | 65.0                  | 63.0                      | 75.0                      | 115.0                  |
| 2006              | 48.5                 | 56.0                 | 68.5                  | 66.5                      | 82.0                      | 115.0                  |
| 2007              | 53.0                 | 58.0                 | 69.0                  | 67.0                      | 96.0                      | 130.0                  |
| 2008              | 41.0                 | 50.0                 | 64.0                  | 62.0                      | 78.0                      | 124.0                  |
| 2009              | 22.5                 | 31.5                 | 41.0                  | 39.0                      | 56.0                      | 72.0                   |
| 2010              | 23.2                 | 35.8                 | 41.2                  | 39.2                      | 59.3                      | 81.8                   |
| 2011              | 26.0                 | 28.0                 | 32.0                  | 30.0                      | 42.5                      | 56.0                   |
| 2012              | 21.0                 | 24.0                 | 28.0                  | 26.0                      | 41.0                      | 58.0                   |
| 2013              | 27.0                 | 25.0                 | 29.5                  | 27.5                      | 38.0                      | 55.0                   |
| 2014              | 23.3                 | 29.7                 | 42.3                  | 37.5                      | 51.0                      | 71.8                   |
| 2015              | 27.3                 | 35.0                 | 48.5                  | 45.0                      | 60.1                      | 77.5                   |
| 2016              | 21.0                 | 27.5                 | 36.3                  | 28.5                      | 41.3                      | 60.5                   |
| 2017              | 24.8                 | 27.5                 | 34.5                  | 30.8                      | 40.5                      | 61.0                   |
| 2018              | 27.4                 | 29.3                 | 34.8                  | 33.5                      | 43.5                      | 62.5                   |
| 2019              | 30.0                 | 32.1                 | 39.3                  | 37.5                      | 47.5                      | 69.5                   |
| 2020              | 25.0                 | 26.0                 | 36.0                  | 33.5                      | 43.5                      | 67.0                   |
| 2021              | 29.2                 | 31.2                 | 42.0                  | 39.2                      | 47.8                      | 72.3                   |
| 2022              | 40.5                 | 42.0                 | 55.3                  | 53.0                      | 61.5                      | 93.0                   |
| 2023              | 44.0                 | 48.0                 | 66.5                  | 63.5                      | 72.8                      | 95.0                   |
| 2024              | 47.3                 | 54.8                 | 75.3                  | 71.8                      | 84.5                      | 115.3                  |
| Jan-25            | 46.5                 | 54.2                 | 75.0                  | 70.5                      | 83.5                      | 114.8                  |
| Feb-25            | 44.3                 | 52.5                 | 72.5                  | 67.8                      | 80.5                      | 111.5                  |
| Long-term average | 32.5                 | 36.8                 | 46.9                  | 45.2                      | 58.5                      | 83.2                   |

\*Up to February 2025  
Source: McQuilling

## Sustainability Initiatives and Focus on ESG

We aim to uphold and advance a set of principles and practices regarding Environmental, Social and Governance matters and have developed, adopted, and implemented ESG initiatives within our operations and business culture. In adopting these initiatives, our primary goals are to reduce the environmental impact of our operations, create a safe and healthy work environment, both at sea and onshore, and engage in responsible corporate governance practices. Our Board of Directors, which includes five independent members, oversees our ESG strategy, evaluates and adopts ESG initiatives including those relating to sustainability and climate change, assesses ESG risks and opportunities, and promotes responsible ESG practices within our Company. In May 2024, we published our fourth comprehensive sustainability report, which was prepared in accordance with the Sustainability Accounting Standards Board ("SASB") Marine Transportation standard, and which disclosed our ESG performance in 2023. The sustainability report is available on our website at [www.scorpiotankers.com](http://www.scorpiotankers.com). The information included on or accessible through our website is not incorporated by reference into this annual report.

ESG initiatives we have undertaken include, among others:

- Signing the Call to Action for Shipping Decarbonization, pledging to offer net zero emission shipping services by 2030, measure carbon intensity and assess climate alignment of our vessels on an annual basis, develop and improve digital and other management tools to measure greenhouse gas emissions from the full supply chain to compare activities and optimize operations.
- Our continuing membership in:
  - The International Seafarers' Welfare and Assistance Network (ISWAN)
  - The Trident Alliance (Sulphur Enforcement)
  - Intertanko ESG Working Group
  - Marine Anti-Corruption Network (MACN)
- Aligning our internal policies with certain UN Sustainable Development Goals relating to work and economic growth, climate action, and life below water.
- Updating our Code of Ethics supported our Diversity, Equity, and Inclusion (DEI) initiatives.
- Supporting the principles of the Sea Cargo Charter.
- Creating a direct reporting line from our environmental compliance audit and training team (SECAT) to our Board of Directors.
- Signing the Neptune Declaration on Seafarer Wellbeing and Crew Change.
- Committing to responsible ship recycling in accordance with the Hong Kong Convention and conducted in compliance with the IMO Convention for the Safe and Environmentally Sound Recycling of Ships.
- Joining the IMPA Maritime Environmental Footprint (IMEF) Initiative to enhance Scope 3 emissions reporting through an industry-wide activity-based approach, supporting greater transparency and decarbonization efforts.
- Equipping all vessels with appropriate ballast water treatment systems.

## Environmental and Other Regulations in the Shipping Industry

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

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

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

### ***International Maritime Organization***

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

In 2012, the IMO's Marine Environmental Protection Committee, or the "MEPC," adopted a resolution amending the International Code for the Construction and Equipment of Ships Carrying Dangerous Chemicals in Bulk, or the "IBC Code." The provisions of the IBC Code are mandatory under MARPOL and the SOLAS Convention. These amendments, which entered into force in June 2014 and took effect on January 1, 2021, pertain to revised international certificates of fitness for the carriage of dangerous chemicals in bulk and identifying new products that fall under the IBC Code. All our vessels complying have been issued new certificates accordingly.

### ***Air Emissions***

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

The MEPC adopted amendments to Annex VI regarding emissions of sulfur oxide, nitrogen oxide, particulate matter and ozone depleting substances, which entered into force on July 1, 2010. The amended Annex VI seeks to further reduce air pollution by, among other things, implementing a progressive reduction of the amount of sulfur contained in any fuel oil used on board ships. On October 27, 2016, at its 70th session, the MEPC agreed to implement a global 0.5% m/m sulfur oxide emissions limit (reduced from 3.50%) starting from January 1, 2020. This limitation can be met by using low-sulfur compliant fuel oil, alternative fuels, or certain exhaust gas cleaning systems. Ships are now required to obtain bunker delivery notes and International Air Pollution Prevention ("IAPP") Certificates from their flag states that specify sulfur content. Additionally, at MEPC 73, amendments to Annex VI to prohibit the carriage of bunkers above 0.5% sulfur on ships were adopted and took effect March 1, 2020, with the exception of vessels fitted with exhaust gas cleaning equipment ("scrubbers") which can carry fuel of higher sulfur content. These regulations subject ocean-going vessels to stringent emissions controls and may cause us to incur substantial costs.

Sulfur content standards are even stricter within certain ECAs. As of January 1, 2015, ships operating within an ECA were not permitted to use fuel with sulfur content in excess of 0.1% m/m. Amended Annex VI establishes procedures for designating new ECAs. Currently, the IMO has designated five ECAs, including specified portions of the Baltic Sea area, Mediterranean Sea area, North Sea area, North American area and United States Caribbean area. The Mediterranean Sea became an ECA on May 1, 2024, and compliance obligations will begin May 1, 2025. Ocean-going vessels in these areas will be subject to stringent emission controls and may cause us to incur additional costs. Other areas in China are subject to local regulations that impose stricter emission controls. In July 2023, MEPC 80 announced three new ECA proposals, including the Canadian Arctic waters and the North-East Atlantic Ocean, which were adopted in draft amendments to Annex IV that will enter into force in March 2026. If other ECAs are approved by the IMO, or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the U.S. Environmental Protection Agency ("EPA") or the states where we operate, compliance with these regulations could entail significant capital expenditures or otherwise increase the costs of our operations.

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

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

As of January 1, 2013, MARPOL made mandatory certain measures relating to energy efficiency for ships. All ships are now required to develop and implement Ship Energy Efficiency Management Plans, ("SEEMP"), and new ships must be designed in compliance with minimum energy efficiency levels per capacity mile as defined by the Energy Efficiency Design Index ("EEDI"). Under these measures, by 2025, all new ships built will be 30% more energy efficient than those built in 2014. MEPC 75 adopted amendments to MARPOL Annex VI which brings forward the effective date of the EEDI's "phase 3" requirements from January 1, 2025 to April 1, 2022 for several ship types, including gas carriers, general cargo ships, and LNG carriers.

Additionally, in 2022, MEPC amended Annex VI to impose new regulations to reduce greenhouse gas emissions from ships. These amendments introduce requirements to assess and measure the energy efficiency of all ships and set the required attainment values, with the goal of reducing the carbon intensity of international shipping. The requirements include: (1) a technical requirement to reduce carbon intensity based on a new Energy Efficiency Existing Ship Index ("EEXI"), and (2) operational carbon intensity reduction requirements, based on a new operational carbon intensity indicator ("CII"). The attained EEXI is required to be calculated for ships of 400 gross tonnage and above, in accordance with different values set for ship types and categories. With respect to the CII, the draft amendments would require ships of 5,000 gross tonnage to document and verify their actual annual operational CII achieved against a determined required annual operational CII. All ships above 400 gross tonnage must also have an approved SEEMP on board. For ships above 5,000 gross tonnage, the SEEMP needs to include certain mandatory content. That same year, MEPC amended MARPOL Annex I to prohibit the use and carriage for use as fuel of heavy fuel oil ("HFO") by ships in Arctic waters on and after July 1, 2024. In 2021, MEPC 77 adopted a non-binding resolution which urges Member States and ship operators to voluntarily use distillate or other cleaner alternative fuels or methods of propulsion that are safe for ships and could contribute to the reduction of Black Carbon emissions from ships when operating in or near the Arctic. MEPC 79 adopted amendments to MARPOL Annex VI, Appendix IX to include the attained and required CII values, the CII rating and attained EEXI for existing ships in the required information to be submitted to the IMO Ship Fuel Oil Consumption Database. MEPC 79 also revised the EEDI calculation guidelines to include a CO2 conversion factor for ethane, a reference to the updated ITCC guidelines, and a clarification that in case of a ship with multiple load line certificates, the maximum certified summer draft should be used when determining the deadweight. These amendments entered into force on May 1, 2024. In July 2023, MEPC 80 approved the plan for reviewing CII regulations and guidelines, which must be completed at the latest by January 1, 2026. This review commenced at MEPC 82 in Fall 2024, and there will be no immediate changes to the CII framework, including correction factors and voyage adjustments, before the review is completed.

Any vessels that will not meet these new requirements will need to adopt energy-saving/emission reducing technology, through retrofits, to reach compliant levels. This creates a vast array of implications for the tanker industry going forward. Recycling of older ships could accelerate as the investments to comply with regulations are not feasible. One of the most efficient ways of reducing emissions is reducing power, this would in turn limit vessel speed and with that supply.



We may incur costs to comply with these revised standards. Additional or new conventions, laws and regulations may be adopted that could require the installation of expensive emission control systems and could adversely affect our business, results of operations, cash flows and financial condition.

#### *Safety Management System Requirements*

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

Under Chapter IX of the SOLAS Convention, or the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention (the "ISM Code"), our operations are also subject to environmental standards and requirements. The ISM Code requires the party with operational control of a vessel to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and for responding to emergencies. We rely upon the safety management system that we and our technical management team have developed for compliance with the ISM Code. The failure of a vessel owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, may decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports.

The ISM Code requires that vessel operators obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel's management with the ISM Code requirements for a safety management system. No vessel can obtain a safety management certificate unless its manager has been awarded a document of compliance, issued by each flag state, under the ISM Code. We have obtained applicable documents of compliance for our offices and safety management certificates for all of our vessels for which the certificates are required by the IMO. The document of compliance and safety management certificates are renewed as required.

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

Amendments to the SOLAS Convention Chapter VII apply to vessels transporting dangerous goods and require those vessels be in compliance with the International Maritime Dangerous Goods Code ("IMDG Code"). Effective January 1, 2018, the IMDG Code includes (1) provisions for radioactive material, reflecting the latest provisions from the International Atomic Energy Agency, (2) marking, packing and classification requirements for dangerous goods, and (3) mandatory training requirements. Amendments which took effect on January 1, 2020 also reflect the latest material from the UN Recommendations on the Transport of Dangerous Goods, including (1) provisions regarding IMO type 9 tank, (2) abbreviations for segregation groups, and (3) special provisions for carriage of lithium batteries and of vehicles powered by flammable liquid or gas. Additional amendments, which came into force on June 1, 2022, include (1) addition of a definition of dosage rate, (2) additions to the list of high consequence dangerous goods, (3) new provisions for medical/clinical waste, (4) addition of various ISO standards for gas cylinders, (5) a new handling code, and (6) changes to stowage and segregation provisions. The newest edition of the IMDG Code took effect on January 1, 2024, although the changes are largely incremental.

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

The IMO's Maritime Safety Committee and MEPC, respectively, each adopted relevant parts of the International Code for Ships Operating in Polar Water (the "Polar Code"). The Polar Code, which entered into force on January 1, 2017, covers design, construction, equipment, operational, training, search and rescue as well as environmental protection matters relevant to ships operating in the waters surrounding the two poles. It also includes mandatory measures regarding safety and pollution prevention as well as recommendatory provisions. The Polar Code applies to new ships constructed after January 1, 2017, and after January 1, 2018, ships constructed before January 1, 2017 are required to meet the relevant requirements by the earlier of their first intermediate or renewal survey.



Furthermore, recent action by the IMO's Maritime Safety Committee and United States agencies indicates that cybersecurity regulations for the maritime industry are likely to be further developed in the near future in an attempt to combat cybersecurity threats. By IMO resolution, administrations are encouraged to ensure that cyber-risk management systems are incorporated by ship-owners and managers by their first annual Document of Compliance audit after January 1, 2021. In February 2021, the U.S. Coast Guard published guidance on addressing cyber risks in a vessel's safety management system. Additional procedures for monitoring cybersecurity have been established and are in place in the vessel's safety management system.

In June 2022, SOLAS also set out new amendments that took effect on January 1, 2024, which include new requirements for: (1) the design for safe mooring operations, (2) the Global Maritime Distress and Safety System ("GMDSS"), (3) watertight integrity, (4) watertight doors on cargo ships, (5) fault-isolation of fire detection systems, (6) life-saving appliances, and (7) safety of ships using LNG as fuel. These new requirements may impact the cost of our operations.

#### *Pollution Control and Liability Requirements*

The IMO has negotiated international conventions that impose liability for pollution in international waters and the territorial waters of the signatories to such conventions. For example, the IMO adopted the International Convention for the Control and Management of Ships' Ballast Water and Sediments (the "BWM Convention") Convention in 2004. The BWM Convention entered into force on September 8, 2017. The BWM Convention requires ships to manage their ballast water to remove, render harmless, or avoid the uptake or discharge of new or invasive aquatic organisms and pathogens within ballast water and sediments. As of September 2024, the BWM convention has implemented mandatory ballast water requirements and mandatory concentration limits, commonly referred to as "D2" Standards. As of February 2025, all ships are required to carry a ballast water record book as well as an international ballast water management certificate.

On December 4, 2013, the IMO Assembly passed a resolution revising the application dates of the BWM Convention so that the dates are triggered by the entry into force date and not the dates originally in the BWM Convention. This, in effect, makes all vessels delivered before the entry into force date "existing vessels" and allows for the installation of ballast water management systems on such vessels at the first International Oil Pollution Prevention ("IOPP") renewal survey following entry into force of the convention.

The MEPC maintains guidelines for approval of ballast water management systems (G8). At MEPC 72, amendments were adopted to extend the date existing vessels are subject to certain ballast water standards. Ships over 400 gross tons generally must comply with a "D-1 standard," requiring the exchange of ballast water only in open seas and away from coastal waters. The "D-2 standard" specifies the maximum amount of viable organisms allowed to be discharged, and compliance dates vary depending on the IOPP renewal dates. The standards have been in force since 2019, and for most ships, compliance with the D-2 standard involved installing on-board systems to treat ballast water and eliminate unwanted organisms. Ballast water management systems, which include systems that make use of chemicals, biocides, organisms or biological mechanisms, or which alter the chemical or physical characteristics of the ballast water, must be approved in accordance with IMO Guidelines (Regulation D-3). Since September 8, 2024, all ships have been required to meet the D-2 standard. Additionally, in November 2020, MEPC 75 adopted amendments to the BWM Convention which would require a commissioning test of the ballast water management system for the initial survey or when performing an additional survey for retrofits. This analysis will not apply to ships that already have an installed BWM system certified under the BWM Convention. These amendments have entered into force on June 1, 2022. In December 2022, MEPC 79 agreed that it should be permitted to use ballast tanks for temporary storage of treated sewage and grey water. MEPC 79 also established that ships are expected to return to D-2 compliance after experiencing challenging uptake water and bypassing a BWM system should only be used as a last resort. In July 2023, MEPC 80 approved a plan for a comprehensive review of the BWM Convention over the next three years and the corresponding development of a package of amendments to the Convention. MEPC 80 also adopted further amendments relating to Appendix II of the BWM Convention concerning the form of the Ballast Water Record Book, which are expected to enter into force in February 2025. A protocol for ballast water compliance monitoring devices and unified interpretation of the form of the BWM Convention certificate were also adopted. In March 2024, MEPC 81 adopted amendments to the BWM Convention concerning the use of Ballast Water Record Books in electronic form, which are expected to enter into force in October 2025. Pursuant to the ongoing review, in Fall 2024, MEPC 82 approved the 2024 Guidance on ballast water record keeping and reporting and the 2024 Guidance for Administrations on the type approval process for ballast water management systems to support harmonized evaluation by Administrations.

As ballast water treatment requirements (D2 Standard) have become mandatory internationally under the BWM Convention, the cost of compliance could increase for ocean carriers and may have a material effect on our operations. Many countries regulate the discharge of ballast water carried by vessels from country to country to prevent the introduction of invasive and harmful species via such discharges. The U.S., for example, requires vessels entering its waters intending to conduct ballast water discharge operations to comply to specific regulations outlined in the United States Code of Federal Regulations (CFR) and to comply with certain reporting requirements.

The IMO adopted the International Convention on Civil Liability for Oil Pollution Damage of 1969, as amended by different Protocols in 1976, 1984, and 1992, and amended in 2000 ("CLC"). Under the CLC and depending on whether the country in which the damage results is a party to the 1992 Protocol to the CLC, a vessel's registered owner may be strictly liable for pollution damage caused in the territorial waters of a contracting state by discharge of persistent oil, subject to certain exceptions. The 1992 Protocol changed certain limits on liability expressed using the International Monetary Fund currency unit, the Special Drawing Rights. The limits on liability have since been amended so that the compensation limits on liability were raised. The right to limit liability is forfeited under the CLC where the spill is caused by the shipowner's actual fault and under the 1992 Protocol where the spill is caused by the shipowner's intentional or reckless act or omission where the shipowner knew pollution damage would probably result. The CLC requires ships over 2,000 tons covered by it to maintain insurance covering the liability of the owner in a sum equivalent to an owner's liability for a single incident. We have protection and indemnity insurance for environmental incidents. P&I Clubs in the International Group issue the required Bunkers Convention "Blue Cards" to enable signatory states to issue certificates. All of our vessels are in possession of a CLC State issued certificate attesting that the required insurance coverage is in force.

The IMO also adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage (the "Bunker Convention") to impose strict liability on ship owners (including the registered owner, bareboat charterer, manager or operator) for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention requires registered owners of ships over 1,000 gross tons to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the LLMC). With respect to non-ratifying states, liability for spills or releases of oil carried as fuel in a ship's bunkers typically is determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

Ships are required to maintain a certificate attesting that they maintain adequate insurance to cover an incident. In jurisdictions, such as the United States where the CLC or the Bunker Convention have not been adopted, various legislative schemes or common law govern, and liability is imposed either on the basis of fault or on a strict-liability basis.

#### *Anti-Fouling Requirements*

In 2001, the IMO adopted the International Convention on the Control of Harmful Anti-fouling Systems on Ships, or the "Anti-fouling Convention." The Anti-fouling Convention, which entered into force on September 17, 2008, prohibits the use of organotin compound coatings to prevent the attachment of mollusks and other sea life to the hulls of vessels. Vessels of over 400 gross tons engaged in international voyages will also be required to undergo an initial survey before the vessel is put into service or before an International Anti-fouling System Certificate, or the "IAFS Certificate", is issued for the first time; and subsequent surveys when the anti-fouling systems are altered or replaced. Vessels of 24 meters in length or more but less than 400 gross tons engaged in international voyages will have to carry a Declaration on Anti-fouling Systems signed by the owner or authorized agent.

In November 2020, MEPC 75 approved draft amendments to the Anti-fouling Convention to prohibit anti-fouling systems containing cybutryne, which would apply to ships from January 1, 2023, or, for ships already bearing such an anti-fouling system, at the next scheduled renewal of the system after that date, but no later than 60 months following the last application to the ship of such a system. In addition, the IAFS Certificate has been updated to address compliance options for anti-fouling systems to address cybutryne. Ships which are affected by this ban on cybutryne must receive an updated IAFS Certificate no later than two years after the entry into force of these amendments. Ships which are not affected (i.e. with anti-fouling systems which do not contain cybutryne) must receive an updated IAFS Certificate at the next Anti-fouling application to the vessel. These amendments were formally adopted at MEPC 76 in June 2021 and entered into force on January 1, 2023.

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

#### *Compliance Enforcement*

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

#### *United States Regulations*

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

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

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

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

OPA contains statutory caps on liability and damages; such caps do not apply to direct cleanup costs. On December 23, 2022, the USCG issued a final rule to adjust the limitation of liability under the OPA. Effective March 23, 2023, the new adjusted limits of OPA liability for a tank vessel, other than a single-hull tank vessel, over 3,000 gross tons liability to the greater of \$2,500 per gross ton or \$21,521,300 (previous limit was \$2,300 per gross ton or \$19,943,400). These limits of liability do not apply if an incident was proximately caused by the violation of an applicable U.S. federal safety, construction or operating regulation by a responsible party (or its agent, employee or a person acting pursuant to a contractual relationship), or a responsible party's gross negligence or willful misconduct. The limitation on liability similarly does not apply if the responsible party fails or refuses to (i) report the incident as required by law where the responsible party knows or has reason to know of the incident; (ii) reasonably cooperate and assist as requested in connection with oil removal activities; or (iii) without sufficient cause, comply with an order issued under the Federal Water Pollution Act (Section 311 (c), (e)) or the Intervention on the High Seas Act.

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

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

The 2010 Deepwater Horizon oil spill in the Gulf of Mexico resulted in additional regulatory initiatives or statutes, including higher liability caps under OPA, new regulations regarding offshore oil and gas drilling, and a pilot inspection program for offshore facilities. However, several of these initiatives and regulations have been or may be revised as a result of political changes. For example, the U.S. Bureau of Safety and Environmental Enforcement's ("BSEE") revised Production Safety Systems Rule ("PSSR"), effective December 27, 2018, modified and relaxed certain environmental and safety protections under the 2016 PSSR. Additionally, in August 2023, the BSEE released the final Well Control Rule, which strengthens testing and performance requirements, and may affect offshore drilling operations.

In January 2021, the Biden administration issued an executive order temporarily blocking new leases for oil and gas drilling in federal waters, but ultimately the order was rendered ineffective by a permanent injunction issued by a Louisiana court. After being blocked by the courts, in September 2023, the Biden administration announced a scaled back offshore oil drilling plan, including just three oil lease sales in the Gulf of Mexico. In December 2024, the Biden administration also gave approval for the sales of oil and gas leases in Alaska. On January 6, 2025, the Biden administration announced a ban on new offshore oil and gas drilling in more than 625 million acres of U.S. waters on the Atlantic and Pacific coasts and in Alaska, but Louisiana-led states and fossil fuel groups are challenging the ban. The Trump administration indicated it will attempt to revoke this ban and also proposed leasing new sections of U.S. waters to oil and gas companies for offshore drilling. With these rapid changes, compliance with any new requirements of OPA and future legislation or regulations applicable to the operation of our vessels could impact the cost of our operations and adversely affect our business.

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

We currently maintain pollution liability coverage insurance in the amount of \$1 billion per incident for each of our vessels. In case of 'overspill' claim though which would fall back on the collective membership and on total limitation of the liability of group membership that amount may go up to approximately US\$8.2 billion. If the damages from a catastrophic spill were to exceed our insurance coverage, it could have an adverse effect on our business and results of operations.

#### *Other United States Environmental Initiatives*

The U.S. Clean Air Act of 1970 (including its amendments of 1977 and 1990) ("CAA") requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to vapor control and recovery requirements for certain cargoes when loading, unloading, ballasting, cleaning and conducting other operations in regulated port areas. The CAA also requires states to draft State Implementation Plans, or SIPs, designed to attain national health-based air quality standards in each state. Although state-specific, SIPs may include regulations concerning emissions resulting from vessel loading and unloading operations by requiring the installation of vapor control equipment. Our vessels operating in such regulated port areas with restricted cargoes are equipped with vapor recovery systems that satisfy these existing requirements.

The U.S. Clean Water Act ("CWA") prohibits the discharge of oil, hazardous substances and ballast water in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA. In 2015, the EPA expanded the definition of "waters of the United States" ("WOTUS"), thereby expanding federal authority under the CWA. Following litigation on the revised WOTUS rule, in December 2018, the EPA and Department of the Army proposed a revised, limited definition of WOTUS. In 2019 and 2020, the agencies repealed the prior WOTUS Rule and promulgated the Navigable Waters Protection Rule ("NWPR") which significantly reduced the scope and oversight of EPA and the Department of the Army in traditionally non-navigable waterways. On August 30, 2021, a federal district court in Arizona vacated the NWPR and directed the agencies to replace the rule with the pre-2015 definition. In January 2023, the revised WOTUS rule was codified in place of the vacated NWPR. On May 25, 2023, the United States Supreme Court ruled in the case *Sackett v. EPA* that only wetlands and permanent bodies of water with a "continuous surface connection" to "traditional interstate navigable waters" are covered by the CWA, further narrowing the application of the WOTUS rule. In August 2023, the EPA and the Department of Army issued the final WOTUS rule, effective on September 8, 2023, that largely reinstated the pre-2015 definition and applied the *Sackett* ruling.

The EPA and the USCG have also enacted rules relating to ballast water discharge, compliance with which requires the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial costs, and/or otherwise restrict our vessels from entering U.S. waters. The EPA will regulate these ballast water discharges and other discharges incidental to the normal operation of certain vessels within United States waters pursuant to the Vessel Incidental Discharge Act ("VIDA"), which was signed into law on December 4, 2018 and replaces the 2013 Vessel General Permit ("VGP") program (which authorizes discharges incidental to operations of commercial vessels and contains numeric ballast water discharge limits for most vessels to reduce the risk of invasive species in U.S. waters, stringent requirements for exhaust gas scrubbers, and requirements for the use of environmentally acceptable lubricants) and current Coast Guard ballast water management regulations adopted under the U.S. National Invasive Species Act ("NISA"), such as mid-ocean ballast exchange programs and installation of approved USCG technology for all vessels equipped with ballast water tanks bound for U.S. ports or entering U.S. waters. VIDA establishes a new framework for the regulation of vessel incidental discharges under the CWA, requires the EPA to develop performance standards for those discharges within two years of enactment, and requires the U.S. Coast Guard to develop implementation, compliance, and enforcement regulations within two years of EPA's promulgation of standards. On September 24, 2024, the EPA finalized its rule on Vessel Incidental Discharge Standards of Performance, which means that the U.S. Coast Guard must now develop corresponding regulations regarding ballast water within two years of that date. Under VIDA, all provisions of the 2013 VGP and USCG regulations regarding ballast water treatment remain in force and effect until the EPA and U.S. Coast Guard regulations are finalized. Non-military, non-recreational vessels greater than 79 feet in length must continue to comply with the requirements of the VGP, including submission of a Notice of Intent ("NOI") or retention of a PARI form and submission of annual reports. We have submitted NOIs for our vessels where required. Compliance with the EPA, U.S. Coast Guard and state regulations could require the installation of ballast water treatment equipment on our vessels or the implementation of other port facility disposal procedures at potentially substantial cost, or may otherwise restrict our vessels from entering U.S. waters.

### ***European Union Regulations***

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

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

On September 15, 2020, the European Parliament voted to include greenhouse gas emissions from the maritime sector in the European Union's carbon market, the EU Trading System ("EU ETS") as part of its "Fit-for-55" legislation to reduce net greenhouse gas emissions by at least 55% by 2030. This will require shipowners to buy permits to cover these emissions. On December 18, 2022, the Environmental Council and European Parliament agreed on a gradual introduction of obligations for shipping companies to surrender allowances equivalent to a portion of their carbon emissions: 40% for verified emissions from 2024, 70% for 2025 and 100% for 2026. Most large vessels will be included in the scope of the EU ETS from the start. Big offshore vessels of 5,000 gross tonnage and above will be included in the 'MRV' on the monitoring, reporting and verification of CO2 emissions from maritime transport regulation from 2025 and in the EU ETS from 2027. General cargo vessels and off-shore vessels between 400-5,000 gross tonnage will be included in the MRV regulation from 2025 and their inclusion in EU ETS will be reviewed in 2026. Furthermore, starting from January 1, 2026, the EU ETS regulations will expand to include emissions of two additional greenhouse gases: nitrous oxide and methane. Compliance with the Maritime EU ETS resulted in additional compliance and administration costs to properly incorporate the provisions of the Directive into our business routines. Additional EU regulations which are part of the EU's "Fit-for-55," could also affect our financial position in terms of compliance and administration costs when they take effect.

### ***International Labour Organization***

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

### ***Greenhouse Gas Regulation***

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



which the U.S. officially rejoined on February 19, 2021. In January 2025, President Trump signed an executive order to begin the withdrawal of the United States from the Paris Agreement.

At MEPC 70 and MEPC 71, a draft outline of the structure of the initial strategy for developing a comprehensive IMO strategy on reduction of greenhouse gas emissions from ships was approved. In accordance with this roadmap, in April 2018, nations at the MEPC 72 adopted an initial strategy to reduce greenhouse gas emissions from ships. The initial strategy identifies “levels of ambition” to reduce greenhouse gas (“GHG”) emissions and notes that technological innovation, alternative fuels and/or energy sources for international shipping will be integral to achieve the ambitions. At MEPC 77, the Member States agreed to initiate the revision of the Initial IMO Strategy on Reduction of GHG emissions from ships, recognizing the need to strengthen the “levels of ambition.” In July 2023, MEPC 80 adopted the 2023 IMO Strategy on Reduction of GHG Emissions from Ships, which builds upon the initial strategy’s levels of ambition. The revised levels of ambition include (1) further decreasing the carbon intensity from ships through improvement of energy efficiency; (2) reducing carbon intensity of international shipping; (3) increasing adoption of zero or near-zero emissions technologies, fuels, and energy sources; and (4) achieving net zero GHG . Furthermore, the following indicative checkpoints were adopted in order to reach net zero GHG emissions from international shipping: (1) reduce total annual GHG emissions from international shipping by at least 20%, striving for 30%, by 2030, compared to 2008 levels; and (2) reducing the total annual GHG emissions from international shipping by at least 70%, striving for 80%, by 2040, compared to 2008 levels. In March 2024, MEPC 81 further developed the goal-based marine fuel standard regulating the phased reduction of marine fuel’s GHG intensity as part of its mid-term measures. In Fall 2024, MEPC 82 made further progress on the development of these mid-term measures, and the Committee is expected to approve amendments at MEPC 83 (Spring 2025) for adoption in October 2025. Compliance with these regulations and other changes in laws, regulations and obligations relating to climate change affects the propulsion options in subsequent vessel designs and could increase our costs related to acquiring new vessels, operating and maintaining our existing vessels and require us to install new emission controls, acquire allowances or pay taxes related to our greenhouse gas emissions or administer and manage a greenhouse gas emissions program.

Starting in January 2018, large ships over 5,000 gross tonnage calling at EU ports are required to collect and publish data on carbon dioxide emissions and other information. Under the European Climate Law, the EU committed to reduce its net greenhouse gas emissions by at least 55% by 2030 through its “Fit-for-55” legislation package. As part of this initiative, the European Union’s carbon market, EU ETS, has been extended to cover CO<sub>2</sub> emissions from all large ships entering EU ports starting January 2024.

In the United States, the EPA issued a finding that greenhouse gases endanger the public health and safety, adopted regulations to limit greenhouse gas emissions from certain mobile sources, and proposed regulations to limit greenhouse gas emissions from large stationary sources. However, in March 2017, the Trump administration issued an executive order to review and possibly eliminate the EPA’s plan to cut greenhouse gas emissions, and on August 13, 2020, the EPA released rules rolling back standards to control methane and volatile organic compound emissions from new oil and gas facilities. In early 2021, the Biden administration directed the EPA to publish a proposed rule suspending, revising, or rescinding certain of these rules. The resulting final rule was issued in December 2023. Such rules may be subject to revision or revocation following the change in federal administration beginning in 2025. The EPA or individual states could enact these or other environmental regulations that could affect our operations.

Any passage of climate control legislation or other regulatory initiatives by the IMO, the EU, the U.S. or other countries where we operate, or any treaty adopted at the international level to succeed the Kyoto Protocol or Paris Agreement, that restricts emissions of greenhouse gases could require us to make significant financial expenditures which we cannot predict

with certainty at this time. Even in the absence of climate control legislation, our business may be indirectly affected to the extent that climate change may result in sea level changes or certain weather events.

### ***Vessel Security Regulations***

Since the terrorist attacks of September 11, 2001 in the United States, there have been a variety of initiatives intended to enhance vessel security such as the U.S. Maritime Transportation Security Act of 2002 (“MTSA”). To implement certain portions of the MTSA, the USCG issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States and at certain ports and facilities, some of which are regulated by the EPA.

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

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

The cost of vessel security measures has also been affected by the escalation in the frequency of acts of piracy against ships, notably off the coast of Somalia, including the Gulf of Aden and Arabian Sea area. Substantial loss of revenue and other costs may be incurred as a result of detention of a vessel or additional security measures, and the risk of uninsured losses could significantly affect our business. Costs are incurred in taking additional security measures in accordance with Best Management Practices to Deter Piracy, notably those contained in the BMP5 industry standard.

### **Inspection by Classification Societies**

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

A vessel must undergo annual surveys, intermediate surveys, drydockings and special surveys. In lieu of a special survey, a vessel’s machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Every vessel is also required to be drydocked every 30 to 60 months for inspection of the underwater parts of the vessel (depending on the age of the vessel). If any vessel does not maintain its class and/or fails any annual survey, intermediate survey, drydocking or special survey, the vessel will be unable to carry cargo between ports and will be unemployable and uninsurable which could cause us to be in violation of certain covenants in our loan agreements. Any such inability to carry cargo or be employed, or any such violation of covenants, could have a material adverse impact on our financial condition and results of operations.



## **Risk of Loss and Liability Insurance**

### ***General***

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

### ***Hull and Machinery Insurance***

We procure hull and machinery insurance, protection and indemnity insurance, which includes environmental damage and pollution insurance and war risk insurance, including war loss of hire and freight, demurrage and defense insurance for our fleet. We generally do not maintain insurance against marine loss of hire (except for certain charters for which we consider it appropriate), which covers the loss of use of a vessel in excess of a certain period.

### ***Protection and Indemnity Insurance***

Protection and indemnity insurance provided by mutual protection and indemnity associations, or P&I Associations, covers our third-party liabilities in connection with our shipping activities. This includes third-party liability and other related expenses of injury or death of crew, passengers and other third parties, loss or damage to cargo, including claims such as collision, property damage, pollution, environmental damage, pollution and removal of wrecks. Protection and indemnity insurance is a form of mutual indemnity insurance, extended by protection and indemnity mutual associations, or “clubs.”

Our current protection and indemnity insurance coverage for pollution is \$1 billion per vessel per incident. The 12 P&I Associations that comprise the International Group insure approximately 90% of the world’s commercial tonnage and have entered into a pooling agreement to reinsure each association’s liabilities. The International Group’s website states that the Pool provides a mechanism for sharing all claims in excess of US\$10 million up to, currently, approximately US\$3.1 billion. In case of an ‘overspill’ claim, which would fall back on the collective membership and on the total limitation of the liability of group membership, that amount may go up to approximately US\$8.2 billion. As a member of a P&I Association, which is a member of the International Group, we are subject to calls payable to the associations based on our claim records as well as the claim records of all other members of the individual associations and members of the shipping pool of P&I Associations comprising the International Group.

## **C. Organizational Structure**

Please see Exhibit 8.1 to this annual report for a list of our current significant subsidiaries.

## **D. Property, Plants and Equipment**

Our only material physical assets consist of our vessels which are owned through our separate, wholly-owned subsidiaries. For a description of our fleet, see “Item 4. Information on the Company—B. Business Overview.”

## **ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

## ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following presentation of management's discussion and analysis of results of operations and financial condition should be read in conjunction with our consolidated financial statements, accompanying notes thereto and other financial information appearing in "Item 18. Financial Statements." You should also carefully read the following discussion with the sections of this annual report entitled "Item 3. Key Information—D. Risk Factors," "Item 4. Information on the Company—B. Business Overview—The International Oil Tanker Shipping Industry," and "Cautionary Statement Regarding Forward-Looking Statements." Our consolidated financial statements as of December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022 have been prepared in accordance with IFRS as issued by the IASB. Our consolidated financial statements are presented in U.S. dollars (\$) unless otherwise indicated. Any amounts converted from another non-U.S. currency to U.S. dollars in this annual report are at the rate applicable at the relevant date, or the average rate during the applicable period.

We generate revenues by charging customers for the transportation of their refined oil and other petroleum products using our vessels. These services are generally provided under the following basic types of contractual relationships:

- *Voyage charters*, which are charters for short intervals that are priced on current, or "spot," market rates.
- *Time or bareboat charters*, which are vessels chartered to customers for a fixed period of time at rates that are generally fixed, but may contain a variable component based on inflation, interest rates, or current market rates.
- *Commercial Pools*, whereby we participate with other shipowners to operate a large number of vessels as an integrated transportation system, which offers customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools negotiate charters primarily in the spot market but may also arrange time charter agreements. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and COAs (described below), thus generating higher effective TCE revenues than otherwise might be obtainable in the spot market.

For all types of vessels in contractual relationships, we are responsible for crewing and other vessel operating costs for our owned, lease financed, or bareboat chartered-in vessels and the charterhire expense for vessels that we time or bareboat charter-in.

The table below illustrates the primary distinctions among these different employment arrangements:

|                                                         | <b>Voyage Charter</b> | <b>Time Charter</b>   | <b>Bareboat Charter</b> | <b>Commercial Pool</b> |
|---------------------------------------------------------|-----------------------|-----------------------|-------------------------|------------------------|
| Typical contract length                                 | Single voyage         | One year or more      | One year or more        | Varies                 |
| Hire rate basis <sup>(1)</sup>                          | Varies                | Daily                 | Daily                   | Varies                 |
| Voyage expenses <sup>(2)</sup>                          | We pay                | Customer pays         | Customer pays           | Pool pays              |
| Crewing and other vessel operating costs <sup>(3)</sup> | We pay                | We pay                | Customer pays           | We pay                 |
| Charterhire expense or bareboat chartered-in vessels    | We pay                | We pay                | We pay                  | We pay                 |
| Off-hire <sup>(4)</sup>                                 | Customer does not pay | Customer does not pay | Customer pays           | Pool does not pay      |

(1) "Hire rate" refers to the basic payment from the charterer for the use of the vessel.

(2) "Voyage expenses" refers to expenses incurred due to a vessel's traveling from a loading port to a discharging port, such as fuel (bunker) cost, port expenses, agent's fees, canal dues and extra war risk insurance, as well as commissions.

(3) "Vessel operating costs" and "Charterhire expense" are defined below under "—Important Financial and Operational Terms and Concepts."

(4) "Off-hire" refers to the time a vessel is not available for service due primarily to scheduled and unscheduled repairs or drydockings. For time chartered-in vessels, we do not pay the charterhire expense when the vessel is off-hire.

As of March 20, 2025, 83 of the vessels in our operating fleet were operating in the Scorpio Pools and 16 were operating on time charter-out agreements.

### Important Financial and Operational Terms and Concepts

We use a variety of financial and operational terms and concepts. These include the following:

**Vessel revenues.** Vessel revenues primarily include revenues from time charters, pool revenues and voyage charters (in the spot market). Vessel revenues are affected by hire rates and the number of days a vessel operates. Vessel revenues are also affected by the mix of business between vessels on time charter, vessels in pools and vessels operating on voyage charter. Revenues from vessels in pools and on voyage charter are more volatile, as they are typically tied to prevailing market rates.

**Voyage charters.** Voyage charters, or spot voyages, are charters under which the customer pays a transportation charge for the movement of a specific cargo between two or more specified ports. We pay all of the voyage expenses under these charters.

**Voyage expenses.** Voyage expenses primarily include bunkers, port charges, canal tolls, cargo handling operations and brokerage commissions paid by us under voyage charters. These expenses are subtracted from voyage charter revenues to calculate TCE revenue, a non-IFRS measure, which is defined below.

**Vessel operating costs.** For our owned, lease financed, and bareboat chartered-in vessels, we are responsible for vessel operating costs, which include crewing, repairs and maintenance, insurance, spares and stores, lubricating oils, communication expenses, and technical management fees. The three largest components of our vessel operating costs are crewing, spares and stores, and repairs and maintenance. Expenses for repairs and maintenance tend to fluctuate from period to period because most repairs and maintenance typically occur during periodic drydocking. Please read “Drydocking” below. We expect these expenses to increase as our fleet matures and to the extent that it expands.

Additionally, these costs include technical management fees that we paid to SSM, which is controlled by the Lolli-Ghetti family. Pursuant to our 2018 Revised Master Agreement and 2024 Revised Master Agreement, SSM provides us with technical services, and we provide them with the ability to subcontract technical management of our vessels with our approval.

**Charterhire expense.** Charterhire is the amount we pay the owner for time or bareboat chartered-in vessels. The amount is usually for a fixed period of time at rates that are generally fixed, but may contain a variable component based on inflation, interest rates, or current market rates. Time or bareboat chartered-in vessels are accounted for pursuant to IFRS 16 - *Leases*.

The responsibility for vessel operating expenses for the different types of charter agreements are as follows:

- **Time chartered-in vessels.** The vessel's owner is responsible for the vessel operating costs.
- **Bareboat chartered-in vessels.** The charterer is responsible for the vessel operating costs.

**Drydocking.** We periodically drydock each of our owned or lease financed vessels for inspection, repairs and maintenance and any modifications to comply with industry certification or governmental requirements. Generally, each vessel is drydocked every 30 months to 60 months. We capitalize a substantial portion of the costs incurred during drydocking and amortize those costs on a straight-line basis from the completion of a drydocking to the estimated completion of the next drydocking. We immediately expense costs for routine repairs and maintenance performed during drydocking that do not improve or extend the useful lives of the assets. The number of drydockings undertaken in a given period and the nature of the work performed determine the level of drydocking expenditures.

**Depreciation.** Depreciation expense typically consists of:

- charges related to the depreciation of the historical cost of our owned, or lease financed vessels (less an estimated residual value) over the estimated useful lives of the vessels;
- charges related to the depreciation of right of use assets (accounted for under IFRS 16) which is based upon the straight-line depreciation of the right of use asset over the life of the lease or the useful life of the asset, if a purchase obligation or a purchase option is reasonably certain to be exercised; and
- charges related to the amortization of drydocking expenditures over the estimated number of years to the next scheduled drydocking.

**Time charter equivalent (TCE) revenue or rates.** We report TCE revenues, a non-IFRS measure, because (i) we believe it provides additional meaningful information in conjunction with voyage revenues and voyage expenses, the most directly comparable IFRS measures, (ii) it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance, (iii) it is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance irrespective of changes in the mix of charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods, and (iv) we believe that it presents useful information to investors. TCE revenue is vessel revenue less voyage expenses, including bunkers and port charges. The TCE rate achieved on a given voyage is expressed in U.S. dollars/day and is generally calculated by taking TCE revenue and dividing that figure by the number of revenue days in the period (see Item 5. Operating and Financial Review and Prospects - *Important Financial and Operational Terms and Concepts for definition and reconciliation of TCE revenue*).

**Revenue days.** Revenue days are the total number of calendar days our vessels were in our possession during a period, less the total number of off-hire days during the period associated with major repairs or drydockings. Consequently, revenue days represent the total number of days available for the vessel to earn revenue. Idle days, which are days when a vessel is available to earn revenue, yet is not employed, are included in revenue days. We use revenue days to show changes in net vessel revenues between periods.

**Average number of vessels.** Historical average number of owned or lease financed vessels consists of the average number of vessels that were in our possession during a period. We use average number of vessels primarily to highlight changes in vessel operating costs and depreciation and amortization.

**Contract of affreightment.** A contract of affreightment, or COA, relates to the carriage of specific quantities of cargo with multiple voyages over the same route and over a specific period of time which usually spans a number of years. A COA does not designate the specific vessels or voyage schedules that will transport the cargo, thereby providing both the charterer and shipowner greater operating flexibility than with voyage charters alone. The charterer has the flexibility to determine the individual voyage scheduling at a future date while the shipowner may use different vessels to perform these individual voyages. As a result, COAs are mostly entered into by large fleet operators, such as pools or shipowners with large fleets of the same vessel type. We pay the voyage expenses while the freight rate normally is agreed on a per cargo ton basis.

**Commercial pools.** To increase vessel utilization and revenues, we participate in commercial pools with other shipowners and operators of similar modern, well-maintained vessels. By operating a large number of vessels as an integrated transportation system, commercial pools offer customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools employ experienced commercial charterers and operators who have close working relationships with customers and brokers, while technical management is performed by each shipowner. Pools negotiate charters with customers primarily in the spot market but may also arrange time charter agreements. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and COAs, thus generating higher effective TCE revenues than otherwise might be obtainable in the spot market while providing a higher level of service offerings to customers.

**Operating days.** Operating days are the total number of available days in a period with respect to the owned, leased financed, or bareboat chartered-in vessels, before deducting available days due to off-hire days and days in drydock. Operating days is a measurement that is only applicable to our owned, lease financed, or bareboat chartered-in vessels, not time chartered-in vessels.

#### **Items You Should Consider When Evaluating Our Results**

You should consider the following factors when evaluating our historical financial performance and assessing our future prospects:

**Our vessel revenues are affected by cyclicity in the tanker markets.** The cyclical nature of the tanker industry causes significant increases or decreases in the revenue we earn from our vessels, particularly those vessels we trade in the spot market or in spot market-oriented pools. We employ a chartering strategy to capture upside opportunities in the spot market while using fixed-rate time charters to reduce downside risks, depending on SCM's outlook for freight rates, oil tanker market conditions and global economic conditions. Historically, the tanker industry has been cyclical, experiencing volatility in profitability due to changes in the supply of, and demand for, tanker capacity. The supply of tanker capacity is influenced by the number and size of new vessels built, vessels scrapped, converted and lost, the number of vessels that are out of service, and regulations that may effectively cause early obsolescence of tonnage. The demand for tanker capacity is influenced by, among other factors:

- global and regional economic and political conditions;

- increases and decreases in production of and demand for crude oil and petroleum products;
- increases and decreases in OPEC oil production quotas;
- the distance crude oil and petroleum products need to be transported by sea; and
- developments in international trade and changes in seaborne and other transportation patterns.

***Tanker rates also fluctuate based on seasonal variations in demand.*** Tanker markets are typically stronger in the winter months as a result of increased oil consumption in the northern hemisphere but weaker in the summer months as a result of lower oil consumption in the northern hemisphere and refinery maintenance that is typically conducted in the summer months. In addition, unpredictable weather patterns during the winter months in the northern hemisphere tend to disrupt vessel routing and scheduling. The oil price volatility resulting from these factors has historically led to increased oil trading activities in the winter months. As a result, revenues generated by our vessels have historically been weaker during the quarters ended June 30 and September 30, and stronger in the quarters ended March 31 and December 31.

***Our expenses were affected by the fees we pay SCM, SSM, and SSH for commercial management, technical management and administrative services, respectively.*** SCM, SSM and SSH, companies controlled by the Lolli-Ghetti family of which our founder, Chairman and Chief Executive Officer and our Vice President are members, provide commercial, technical and administrative management services to us, respectively. We pay fees to SCM and SSM for our vessels that operate both within and outside of the Scorpio Pools. The fees charged to our vessels operating within the Scorpio Pools are identical to what SCM charges third-party owned vessels operating within the Scorpio Pools. Under the 2018 Revised Master Agreement, and during the year ended December 31, 2023, when our vessels were operating in one of the Scorpio Pools, SCM, the pool manager, charged fees of \$250 per vessel per day with respect to our LR2 vessels, and \$325 per vessel per day with respect to each of our Handymax and MR vessels, plus 1.50% commission on gross revenues per charter fixture. For commercial management of our vessels that were not operating in any of the Scorpio Pools, we paid SCM a fee of \$250 per vessel per day for each LR2 vessel and \$300 per vessel per day for each Handymax and MR vessel, plus 1.25% commission on gross revenues per charter fixture.

Pursuant to the 2018 Revised Master Agreement, the fixed annual technical management fee that we pay to SSM was reduced from \$250,000 per vessel to \$175,000, effective January 1, 2018 and certain services previously provided as part of the fixed fee are now itemized. The aggregate cost, including the costs that are now itemized, for the services provided under the technical management agreement did not materially differ from the annual management fee charged prior to the amendment.

Under the 2024 Revised Master Agreement, the per day fees charged by SCM were increased by \$35 per vessel per day. Under this agreement, commercial management fees on vessels that are not operating in any of the Scorpio Pools will be \$285 per vessel per day for each LR2 vessel and \$335 per vessel per day for each Handymax and MR vessel on the effective date. For vessels operating in one of the Scorpio Pools, SCM, the pool manager, increased its fees to \$285 per vessel per day with respect to our LR2 vessels, and \$360 per vessel per day with respect to each of our Handymax and MR vessels as of July 1, 2024. Commissions on gross revenues per charter fixture remain unchanged. The percentage commission rates for vessels operating within or outside of the Scorpio Pools remained unchanged under the 2024 Revised Master Agreement. Under the 2024 Revised Master Agreement, the per day fees charged by SCM were increased to \$187,500 plus additional amounts for certain itemized services per vessel.

We also reimburse our Administrator for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described in "Item 4 - Information on the Company".

## A. Operating Results

### Results of Operations for the year ended December 31, 2024 compared to the year ended December 31, 2023

| In thousands of U.S. dollars                                                                               | For the year ended December 31, |                   | Change<br>favorable /<br>(unfavorable) | Percentage<br>Change |
|------------------------------------------------------------------------------------------------------------|---------------------------------|-------------------|----------------------------------------|----------------------|
|                                                                                                            | 2024                            | 2023              |                                        |                      |
| Vessel revenue                                                                                             | \$ 1,243,951                    | \$ 1,341,222      | \$ (97,271)                            | (7) %                |
| Vessel operating costs                                                                                     | (319,147)                       | (315,582)         | (3,565)                                | (1) %                |
| Voyage expenses                                                                                            | (30,371)                        | (13,243)          | (17,128)                               | (129) %              |
| Depreciation - owned or sale leaseback vessels                                                             | (185,319)                       | (178,259)         | (7,060)                                | (4) %                |
| Depreciation - right of use assets                                                                         | —                               | (24,244)          | 24,244                                 | 100 %                |
| General and administrative expenses                                                                        | (121,048)                       | (106,255)         | (14,793)                               | (14) %               |
| Write-off of deposits on scrubbers                                                                         | —                               | (10,508)          | 10,508                                 | 100 %                |
| Gain on sales of vessels                                                                                   | 176,537                         | 12,019            | 164,518                                | 1,369 %              |
| Financial expenses                                                                                         | (109,539)                       | (183,231)         | 73,692                                 | 40 %                 |
| Dividend income and fair value loss on financial assets measured at fair value through profit or loss, net | (11,176)                        | —                 | (11,176)                               | (100) %              |
| Financial income                                                                                           | 15,947                          | 19,112            | (3,165)                                | (17) %               |
| Share of income from dual fuel tanker joint venture                                                        | 7,664                           | 5,950             | 1,714                                  | 29 %                 |
| Other income and (expenses), net                                                                           | 1,275                           | (83)              | 1,358                                  | 1,636 %              |
| <b>Net income</b>                                                                                          | <b>\$ 668,774</b>               | <b>\$ 546,898</b> | <b>\$ 121,876</b>                      | <b>22 %</b>          |

**Net income.** Net income for the year ended December 31, 2024 was \$668.8 million, an increase of \$121.9 million, or 22%, from net income of \$546.9 million for the year ended December 31, 2023. The differences between the two periods are discussed below.

**Vessel revenue.** Vessel revenue for the year ended December 31, 2024 was \$1,244.0 million, a decrease of \$97.3 million, or 7%, from vessel revenue of \$1,341.2 million for the year ended December 31, 2023. Average TCE revenue per day (a non-IFRS measure) decreased to \$32,573 per day during the year ended December 31, 2024, from \$32,711 per day during the year ended December 31, 2023. The decrease in revenue is discussed below by operating segment.

The following is a summary of our consolidated revenue by revenue type, in addition to TCE revenue per day and total revenue days.

| <i>In thousands of U.S. dollars</i>                      | For the year ended December 31, |                     | Change                       | Percentage  |
|----------------------------------------------------------|---------------------------------|---------------------|------------------------------|-------------|
|                                                          | 2024                            | 2023                | favorable /<br>(unfavorable) | Change      |
| <b>Pool and spot market revenue by operating segment</b> |                                 |                     |                              |             |
| MR                                                       | \$ 510,880                      | \$ 614,790          | \$ (103,910)                 | (17) %      |
| LR2                                                      | 458,649                         | 418,586             | 40,063                       | 10 %        |
| Handymax                                                 | 120,541                         | 154,586             | (34,045)                     | (22) %      |
| Total pool and spot market revenue                       | 1,090,070                       | 1,187,962           | (97,892)                     | (8) %       |
| Time charter-out revenue                                 | 153,881                         | 153,260             | 621                          | — %         |
| Gross revenue                                            | 1,243,951                       | 1,341,222           | (97,271)                     | (7) %       |
| Voyage expenses                                          | (30,371)                        | (13,243)            | (17,128)                     | (129) %     |
| <b>TCE revenue <sup>(1)</sup></b>                        | <b>\$ 1,213,580</b>             | <b>\$ 1,327,979</b> | <b>\$ (114,399)</b>          | <b>(9)%</b> |

**Daily pool and spot market TCE by operating segment: <sup>(1)</sup>**

|                                             |           |           |            |        |
|---------------------------------------------|-----------|-----------|------------|--------|
| MR pool and spot market                     | \$ 29,708 | \$ 31,258 | \$ (1,550) | (5) %  |
| LR2 pool and spot market                    | 43,669    | 39,486    | 4,183      | 11 %   |
| Handymax pool and spot market               | 24,146    | 29,578    | (5,432)    | (18) % |
| Consolidated daily pool and spot market TCE | 33,344    | 33,477    | (133)      | — %    |
| Time charter-out - daily TCE                | 27,907    | 27,655    | 252        | 1 %    |
| Consolidated daily TCE                      | 32,573    | 32,711    | (138)      | — %    |

**Pool and spot market revenue days per operating segment**

|                                         |               |               |                |             |
|-----------------------------------------|---------------|---------------|----------------|-------------|
| MR                                      | 16,898        | 19,593        | (2,695)        | (14) %      |
| LR2                                     | 10,253        | 10,561        | (308)          | (3) %       |
| Handymax                                | 4,828         | 5,101         | (273)          | (5) %       |
| Total pool and spot market revenue days | 31,979        | 35,255        | (3,276)        | (9) %       |
| Time charter-out revenue days           | 5,284         | 5,344         | (60)           | (1) %       |
| <b>Total revenue days</b>               | <b>37,263</b> | <b>40,599</b> | <b>(3,336)</b> | <b>(8)%</b> |

(1) We report TCE revenues (as defined above, in the section entitled *Important Financial and Operational Terms and Concepts*), a non-IFRS measure, because (i) we believe it provides additional meaningful information in conjunction with voyage revenues and voyage expenses, the most directly comparable IFRS measures, (ii) it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance, (iii) it is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance irrespective of changes in the mix of charter types (spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods, and (iv) we believe that it presents useful information to investors. To arrive at daily TCE, we deduct voyage expenses from vessel revenue for each operating segment and then divide that figure by the number of revenue days in each period.

**Pool and spot market revenue.** Pool and spot market revenue for the year ended December 31, 2024 was \$1,090.1 million, a decrease of \$97.9 million, or 8% from \$1,188.0 million for the year ended December 31, 2023. While revenues decreased in the aggregate during the year ended December 31, 2024, the markets remained historically strong, as daily TCE was relatively flat year over year. The decrease in revenues can be attributed primarily to a decrease in revenue days. Pool and spot market revenue days decreased to 31,979 days for the year ended December 31, 2024 from 35,255 days for the year ended December 31, 2023. This aggregate decrease was driven by (i) the performance of special surveys on a total of 53 vessels for a total of 1,224 days, and (ii) the sales of 12 vessels during the year ended December 31, 2024.

**MR pool and spot market revenue.** MR pool and spot market revenue for the year ended December 31, 2024 was \$510.9 million, a decrease of \$103.9 million, or 17%, from \$614.8 million for the year ended December 31, 2023, while daily TCE decreased only 5% as demand for MR vessels remained robust, period over period with their performance primarily driven by high refinery utilization and export volumes, particularly out of the U.S. Gulf. This strength was offset by weakness in European demand for refined petroleum products, which impacted imports into that region during the year.

Pool and spot market revenue days decreased to 16,898 days from 19,593 days during the years ended December 31, 2024 and 2023. This decrease was mainly driven by the sale of 11 MR product tankers as well as the performance of scheduled drydocks throughout the year.

**LR2 pool and spot market revenue.** LR2 pool and spot market revenue for the year ended December 31, 2024 was \$458.6 million, an increase of \$40.1 million, or 10%, from \$418.6 million for the year ended December 31, 2023. This increase occurred despite a slight decrease in pool and spot market revenue days to 10,253 days from 10,561 days during the years ended December 31, 2024 and 2023, respectively, as we completed scheduled drydocks on eight LR2s during 2024 as compared to two during 2023. During 2024, our LR2 vessels benefited from increased ton-mile demand as vessels were re-routed around the Cape of Good Hope due to unsafe conditions in the Red Sea brought on by the conflict between Israel and Hamas. This transit route attracts a high volume of LR2 vessels carrying distillate cargoes between the Middle East and Europe. As a result, LR2 daily pool and spot market TCE increased to \$43,669 per day from \$39,486 per day.

**Handymax pool and spot market revenue.** Handymax pool and spot market revenue for the year ended December 31, 2024 was \$120.5 million, a decrease of \$34.0 million, or 22%, from \$154.6 million for the year ended December 31, 2023. This decrease was primarily driven by a lower rate environment in the second half of the year. Reduced European export volumes (where these vessels primarily trade) led to this softer environment, reflecting weaker economic activity in Europe and lower refining margins which had a negative impact on daily spot TCE rates. As a result of these factors, daily pool and spot market TCE for our Handymax vessels decreased to \$24,146 per day from \$29,578 per day during the years ended December 31, 2024 and 2023, respectively. Pool and spot market revenue days decreased 5% to 4,828 days during 2024 from 5,101 days in 2023, mainly driven by the performance of special surveys and drydocks throughout the year as a result of the timing of scheduled drydocks on certain vessels.

**Time charter-out revenue.** Time charter-out revenue for the year ended December 31, 2024 was \$153.9 million and \$153.3 million for the year ended December 31, 2023 as the number of vessels on time charter-out agreements remained constant until the fourth quarter of 2024 when *STI Jardins* commenced a time charter. The terms of our vessels that are on time charter-out arrangements are summarized as follows:

| Vessel        | Vessel class | Term        | Rate         |      | Commencement date |
|---------------|--------------|-------------|--------------|------|-------------------|
| STI Gratitude | LR2          | Three years | \$28,000/day | (1)  | May-22            |
| STI Guard     | LR2          | Five years  | \$28,000/day | (2)  | July-22           |
| STI Gladiator | LR2          | Three years | \$28,000/day | (3)  | July-22           |
| STI Guide     | LR2          | Three years | \$28,000/day | (3)  | July-22           |
| STI Marshall  | MR           | Three years | \$23,000/day | (4)  | July-22           |
| STI Magnetic  | MR           | Three years | \$23,000/day | (5)  | July-22           |
| STI Miracle   | MR           | Three years | \$21,000/day | (6)  | August-22         |
| STI Memphis   | MR           | Three years | \$21,000/day | (7)  | June-22           |
| STI Connaught | LR2          | Three years | \$30,000/day | (8)  | August-22         |
| STI Lombard   | LR2          | Three years | \$32,750/day | (9)  | September-22      |
| STI Gauntlet  | LR2          | Three years | \$32,750/day |      | November-22       |
| STI Duchessa  | MR           | Three years | \$25,000/day |      | October-22        |
| STI Lavender  | LR2          | Three years | \$35,000/day |      | December-22       |
| STI Grace     | LR2          | Three years | \$37,500/day | (10) | December-22       |
| STI Jermyn    | LR2          | Three years | \$40,000/day | (11) | April-23          |
| STI Jardins   | MR           | Three years | \$29,550/day |      | October-24        |



- (1) This vessel commenced a time charter in May 2022 for three years at an average rate of \$28,000 per day. In February 2025, the charterer exercised its option to extend the term of this agreement for an additional year at \$31,000 per day commencing in May 2025. The charterer has an additional option to further extend the term of this agreement for an additional year at \$33,000 per day.
- (2) This vessel commenced a time charter in July 2022 for five years at a rate of \$28,000 per day.
- (3) This vessel commenced a time charter in July 2022 for three years at an average rate of \$28,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$31,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$33,000 per day.
- (4) This vessel commenced a time charter in July 2022 for three years at a rate of \$23,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$24,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$25,000 per day. If this second option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$26,000 per day.
- (5) This vessel commenced a time charter in July 2022 for three years at an average rate of \$23,000 per day. The daily rate is the average rate over the three year period, which is payable in years one, two, and three at \$30,000 per day, \$20,000 per day, and \$19,000 per day, respectively. The charterers have the option to extend the term of this agreement for an additional year at \$24,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$26,000 per day.
- (6) This vessel commenced a time charter in August 2022 for three years at an average rate of \$21,000 per day. The daily rate is the average rate over the three year period, which is payable during the first six months at \$30,000 per day, the next six months are payable at \$20,000 per day, and years two and three are payable at \$19,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$22,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$24,000 per day.
- (7) This vessel commenced a time charter in June 2022 for three years at an average rate of \$21,000 per day. The daily rate is the average rate over the three year period, which is payable during the first six months at \$30,000 per day, the next six months are payable at \$20,000 per day, and years two and three are payable at \$19,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$22,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$24,000 per day.
- (8) In April 2023, *STI Connaught* replaced *STI Goal* on a time charter which initially commenced in August 2022 for three years at a rate of \$30,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$32,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$34,000 per day.
- (9) This vessel commenced a time charter in September 2022 for three years at an average rate of \$32,750 per day. The charterer has the option to extend the term of this agreement for an additional year at \$34,750 per day. If this option is declared, the charterer has the option to further extend the term of this agreement for an additional year at \$36,750 per day.
- (10) This vessel commenced a time charter in December 2022 for three years at an average rate of \$37,500 per day. The daily rate is the average rate over the three year period, which is payable during the first six months at \$47,000 per day, the next six months are payable at \$28,000 per day, and years two and three are payable at \$37,500 per day.
- (11) This vessel commenced a time charter in April 2023 for three years at an average rate of \$40,000 per day. The charterer has the option to extend the term of this agreement for an additional year at \$42,500 per day.

**Vessel operating costs.** Vessel operating costs for the year ended December 31, 2024 were \$319.1 million, an increase of \$3.6 million, from \$315.6 million for the year ended December 31, 2023. This increase was in spite of a decrease in vessel operating days to 38,900 days from 41,028 days for the years ended December 31, 2024 and 2023, respectively, which was mainly the result of the sale of 12 vessels during the year ended December 31, 2024. Average vessel operating costs per day increased to \$8,204 per day during the year ended December 31, 2024 from the average of \$7,692 per day during the year ended December 31, 2023. The increase was driven primarily by higher repairs and maintenance costs, coupled with disruptions in trading patterns that have impacted the costs of sourcing and transporting spare parts within the LR2 segment. Vessel operating costs by operating segment are discussed below.

The following table is a summary of our vessel operating costs by operating segment:

|                                             | For the year ended December 31, |                   | Change                       | Percentage  |
|---------------------------------------------|---------------------------------|-------------------|------------------------------|-------------|
| <i>In thousands of U.S. dollars</i>         | 2024                            | 2023              | favorable /<br>(unfavorable) | change      |
| <i>Vessel operating costs</i>               |                                 |                   |                              |             |
| MR                                          | \$ 152,433                      | \$ 163,047        | \$ 10,614                    | 7 %         |
| LR2                                         | 127,540                         | 114,595           | (12,945)                     | (11) %      |
| Handymax                                    | 39,174                          | 37,940            | (1,234)                      | (3) %       |
| <b>Total vessel operating costs</b>         | <b>\$ 319,147</b>               | <b>\$ 315,582</b> | <b>\$ (3,565)</b>            | <b>(1)%</b> |
| <i>Vessel operating costs per day</i>       |                                 |                   |                              |             |
| MR                                          | \$ 7,794                        | \$ 7,523          | \$ (271)                     | (4) %       |
| LR2                                         | 8,971                           | 8,051             | (920)                        | (11) %      |
| Handymax                                    | 7,645                           | 7,423             | (222)                        | (3) %       |
| Consolidated vessel operating costs per day | 8,204                           | 7,692             | (512)                        | (7) %       |
| <i>Operating days</i>                       |                                 |                   |                              |             |
| MR                                          | 19,558                          | 21,683            | (2,125)                      | (10) %      |
| LR2                                         | 14,218                          | 14,235            | (17)                         | — %         |
| Handymax                                    | 5,124                           | 5,110             | 14                           | — %         |
| <b>Total operating days</b>                 | <b>38,900</b>                   | <b>41,028</b>     | <b>(2,128)</b>               | <b>(5)%</b> |

**MR vessel operating costs.** Vessel operating costs for our MR segment were \$152.4 million for the year ended December 31, 2024, a decrease of \$10.6 million, or 7%, from \$163.0 million for the year ended December 31, 2023. Operating days decreased by 2,125 days to 19,558 days from 21,683 days during the years ended December 31, 2024 and 2023, respectively, primarily as a result of the sale of 11 MR product tankers during the year ended December 31, 2024 and two MR product tankers during the year ended December 31, 2023. Operating costs per day increased to \$7,794 per day from \$7,523 per day, for the years ended December 31, 2024 and 2023, respectively. The increase in daily vessel operating costs is primarily due to general inflationary pressures, with increases in crewing related costs as the most impacted.

**LR2 vessel operating costs.** Vessel operating costs for our LR2 segment were \$127.5 million for the year ended December 31, 2024, an increase of \$12.9 million, or 11%, from \$114.6 million for the year ended December 31, 2023. LR2 operating costs per day increased to \$8,971 per day from \$8,051 per day for the years ended December 31, 2024 and 2023, respectively. While the general inflationary pressures also impacted this vessel class, in particular crewing related costs, the aforementioned disruptions in trading patterns due to the effective closure of the Red Sea also impacted the costs of repairs and maintenance and the costs of sourcing and transporting spare parts. LR2 operating days were relatively flat year over year at 14,218 days and 14,235 days during the years ended December 31, 2024 and 2023, respectively.

**Handymax vessel operating costs.** Vessel operating costs for our Handymax segment were \$39.2 million for the year ended December 31, 2024, an increase of \$1.2 million, or 3%, from \$37.9 million for the year ended December 31, 2023. Handymax operating days remained consistent at 5,124 days and 5,110 days during the years ended December 31, 2024 and 2023, respectively. Daily operating costs for our Handymax vessels increased slightly to \$7,645 per day during the year ended December 31, 2024 from \$7,423 per day during the year ended December 31, 2023, which was the result of general inflationary pressures across most sub-categories.

**Voyage expenses.** Voyage expenses were \$30.4 million for the year ended December 31, 2024, an increase of \$17.1 million, or 129%, from \$13.2 million for the year ended December 31, 2023. This was primarily driven by our compliance with the European Emissions Trading System ("EU ETS") which was expanded to the maritime industry as of January 1, 2024. Under the EU ETS requirements, we acquire EU allowances ("EUAs") related to greenhouse gas emissions from our vessels that trade to, from, and within the EU and European Economic Area. During the year ended December 31, 2024, we incurred \$12.6 million of expense related to the acquisition of EUAs, for which the cost was passed along to customers in full and recognized as part of revenue.

**Depreciation - Owned and lease financed vessels.** Depreciation expense for owned and lease financed vessels was \$185.3 million for the year ended December 31, 2024, an increase of \$7.1 million, or 4%, from \$178.3 million for the year ended December 31, 2023. Throughout 2023, we exercised purchase options on 21 lease financed vessels, which were previously accounted for under IFRS 16 – Leases, as reflected by the decrease of \$24.2 million in "Depreciation - Right of use assets." The combined decrease in total depreciation is the result of the sale of 12 and two vessels during the years ended December 31, 2024 and 2023, respectively.

**General and administrative expenses.** General and administrative expenses were \$121.0 million for the year ended December 31, 2024, an increase of \$14.8 million, or 14%, from \$106.3 million for the year ended December 31, 2023. This increase was primarily due to an increase in non-cash restricted stock amortization resulting from grants made during the years ended December 31, 2024 and 2023. The stock price on the date of the grant is used as the fair value for the accounting of the awards under IFRS, which is amortized to expense over the awards' vesting periods. The awards granted to employees vest ratably in years three, four and five following the initial grant. The grants made during the years ended December 31, 2024 and 2023, have a higher fair value than those grants that are vesting and becoming fully amortized given the increase in stock price over those periods. This increase was partially offset by the \$8.4 million of accelerated amortization which was triggered by the departure of the Company's former CFO in October 2023 and by an aggregate decrease in cash compensation related costs.

**Write-off of deposits on scrubbers.** Write-off of deposits on scrubbers of \$10.5 million during the year ended December 31, 2023, relates to the write-off of previously incurred deposits and installation costs for scrubbers on 11 MR product tankers which was triggered by the expiration of the Company's option to purchase these scrubbers.

**Net gain on sales of vessels.** Net gain on sales of vessels was a gain of \$176.5 million for the year ended December 31, 2024 compared to a net gain of \$12.0 million for the year ended December 31, 2023. During the year ended December 31, 2024, we sold 11 MRs and one LR2 compared to the year ended December 31, 2023 when we sold two MRs.

**Financial expenses.** Financial expenses were \$109.5 million for the year ended December 31, 2024, a decrease of \$73.7 million, or 40%, from \$183.2 million for the year ended December 31, 2023. This decrease was primarily attributable to the overall reduction in interest expense on debt and sale leaseback arrangements resulting from the Company's focus on deleveraging during these periods. Given the strong market conditions and cash flow generation during the years ended December 31, 2022, 2023 and 2024, we have been able to allocate a significant amount of capital towards debt reduction over these periods. Our average debt decreased to \$1.2 billion during the year ended December 31, 2024 from \$1.9 billion during the year ended December 31, 2023.

Financial expenses for the year ended December 31, 2024 primarily consisted of (i) interest payable on debt of \$91.7 million, (ii) amortization of loan fees of \$9.2 million, (iii) the loss on extinguishment of debt and write-off of deferred financing fees of \$8.5 million, and (iv) accretion of the premiums and discounts primarily recorded as part of the purchase price allocation on the indebtedness assumed from Navig8 Product Tankers Inc. in 2017 of \$0.1 million.

Financial expenses for the year ended December 31, 2023 primarily consisted of (i) interest payable on debt of \$158.3 million, (ii) amortization of loan fees of \$7.3 million, (iii) the loss on extinguishment of debt and write-off of deferred financing fees of \$16.5 million and (iv) accretion of the premiums and discounts recorded as part of the purchase price allocation on the indebtedness assumed from Navig8 Product Tankers Inc. in 2017 of \$1.1 million.

The decrease in interest expense during the year ended December 31, 2024 when compared to the year ended December 31, 2023, was primarily attributable to the decrease in the average carrying value of our debt during these periods.

The loss on extinguishment of debt and write-off of deferred financing fees during the years ended December 31, 2024 and 2023, respectively, were as follows:

- During the year ended December 31, 2024, our loss on extinguishment of debt and write-off of deferred financing fees was \$8.5 million, which related to unscheduled debt and lease repayments during the year and consisted of (i) \$2.3 million in extinguishment costs, and (ii) \$6.2 million of write-offs of deferred financing fees.
- During the year ended December 31, 2023, our loss on extinguishment of debt and write-off of deferred financing fees was \$16.5 million, which related to unscheduled debt and lease repayments during the year and consisted of (i) \$10.2 million in extinguishment costs, (ii) \$4.3 million of write-offs of deferred financing fees, (iii) \$2.7 million of write-offs of the discounts which were initially recorded upon the assumption of the debt, (iv) \$0.8 million of accelerated effective interest on right of use liabilities, offset by (v) a gain of \$1.5 million related to the adjustment of the carrying values of certain sale and leaseback arrangements related to the notifications to exercise purchase options.

**Dividend income and fair value loss on financial assets measured at fair value through profit or loss, net** was \$11.2 million, which consisted of an unrealized loss of \$15.0 million for the year ended December 31, 2024, offset by \$3.8 million of dividends received related to the investment in DHT. During the year ended December 31, 2024, we invested \$89.1 million for a passive, minority interest in DHT, a publicly traded crude tanker shipping company which owns a fleet of 27 Very Large Crude Carriers, including four newbuildings on order. We purchased 7,982,480 common shares in DHT in the open market at an average price of \$11.17 per share during this period.

**Financial income.** Financial income was \$15.9 million for the year ended December 31, 2024, a decrease of \$3.2 million, or 17%, from \$19.1 million for the year ended December 31, 2023. Financial income is mainly derived from interest earned on our cash deposits. This decrease was driven by a decrease in our average cash balance during the year ended December 31, 2024 as compared to the prior year.

#### **Results of Operations for the year ended December 31, 2023 compared to the year ended December 31, 2022**

For a discussion of our results for the year ended December 31, 2023 compared to the year ended December 31, 2022, please see “Item 5 - Operating and Financial Review and Prospects - A. Operating Results - Results of Operations for the Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022” contained in our annual report on Form 20-F for the year ended December 31, 2023, filed with the SEC on March 22, 2024.

#### **B. Liquidity and Capital Resources**

Our primary source of funds for our short-term and long-term liquidity needs is expected to be the cash flows generated from our vessels, which primarily operate in the Scorpio Pools, in the spot market or on time charter, in addition to our cash on hand and availability under revolving lines of credit. We believe that the Scorpio Pools reduce volatility because (i) they aggregate the revenues and expenses of all pool participants and distribute net earnings to the participants based on an agreed upon formula and (ii) some of the vessels in the pool are on time charter. Furthermore, spot charters provide flexibility and allow us to fix vessels at prevailing rates.

We currently project that we will have adequate financial resources to continue in operation and meet our financial commitments (including but not limited to debt service obligations and obligations under sale and leaseback arrangements) for a period of at least 12 months from the date of this annual report.

Our revenues are earned via the seaborne transportation of crude oil and refined petroleum products in the international shipping markets. We have benefited from a cyclical uptrend in the product tanker market over the past three years. The cash flows generated during these years have enabled us to accumulate liquidity, repay debt and deleverage our balance sheet.

From December 31, 2024 through the date of this report, we have executed the 2025 \$500.0 Million Revolving Credit Facility, placed \$200.0 million of new senior unsecured bonds in the Nordic bond market (the “Unsecured Senior Notes Due 2030”) and redeemed the \$70.6 million outstanding under Unsecured Senior Notes Due 2025.

We do not have any other debt or leasing financing arrangements that are scheduled to mature or expire within twelve months from the date of this report.

While we believe our current financial position is adequate to address these cash outflows, a deterioration in economic conditions could cause us to breach the covenants under our financing arrangements and could have a material adverse effect on our business, results of operations, cash flows and financial condition. These circumstances could cause us to seek covenant waivers from our lenders and to pursue other means to raise liquidity, such as through the sale of vessels or in the capital markets, to meet our obligations. A discussion and analysis of our key risks, including sensitivities thereto, can be found in "Item 3. Key Information - D. Risk Factors" and "Item 11. Quantitative and Qualitative Disclosures About Market Risk".

We continuously evaluate potential transactions that we believe will be accretive to earnings, enhance shareholder value or are in the best interests of the Company, which may include the pursuit of additional vessel sales, business combinations, the acquisition of vessels or related businesses, the expansion of our operations, repayment of existing debt, share repurchases, short-term investments or other uses. Any funds received may be used by us for any corporate purpose. In connection with any transaction, we may enter into additional financing arrangements, refinance existing arrangements or raise capital through public or private debt or equity offerings of our securities. Any funds raised by us may be used for any corporate purpose. There is no guarantee that we will grow the size of our fleet or enter into transactions that are accretive to our shareholders.

As of December 31, 2024, our cash and cash equivalents balance was \$332.6 million, which was less than our cash and cash equivalents balance of \$355.6 million as of December 31, 2023. As of December 31, 2024, we had \$288.2 million of availability under the revolving portion of the 2023 \$1.0 Billion Credit Facility. The changes in our cash balance are discussed below under the section entitled *Cash Flows*. As of March 20, 2025 and December 31, 2024, we had approximately \$1.0 billion and \$878.1 million in aggregate outstanding indebtedness, respectively (which reflects the amounts payable under term loan and revolving credit facilities and lease financing arrangements, and excludes unamortized deferred financing fees or other premiums and discounts). As of March 20, 2025, we had \$288.2 million of availability under the revolving portion of the 2023 \$1.0 Billion Credit Facility and \$500.0 million of availability under the 2025 \$500.0 Million Revolving Credit Facility. All of our credit facilities are described below under “Long-Term Debt Obligations and Credit Arrangements.”

As of December 31, 2024, our long-term liquidity needs were primarily comprised of our debt repayment obligations for our secured credit facilities and lease financing arrangements.

## Equity

### 2023 Securities Repurchase Program

On February 15, 2023, our Board of Directors authorized a new securities repurchase program to purchase up to an aggregate of \$250 million of securities which, in addition to our common shares, consisted of our Unsecured Senior Notes Due 2025 (NYSE: SBBA) at the date of authorization.

During the year ended December 31, 2023, we repurchased an aggregate of 8,069,020 of our common shares at an average price of \$48.90 per share under the 2023 Securities Repurchase Program.

On each of May 1, 2023, May 31, 2023, and November 9, 2023, the Board of Directors authorized resetting the amount available to repurchase the Company's securities and unsecured senior notes under the 2023 Securities Repurchase Program up to an aggregate of \$250 million.

On July 29, 2024, our Board of Directors replenished and increased the 2023 Securities Repurchase Program to purchase up to an aggregate of \$400 million of the Company's securities which, in addition to our common shares also consist of our unsecured senior notes.

During the year ended December 31, 2024, we repurchased an aggregate of 4,653,189 of our common shares in the open market at an average price of \$72.12 per share.

We had \$173.7 million remaining under our 2023 Securities Repurchase Program as of December 31, 2024.

There were 26,042,709 and 21,389,520 common shares held in treasury at December 31, 2024 and 2023, respectively.

### Shares outstanding

We currently have 175,000,000 registered shares authorized of which 150,000,000 are designated as common shares with a par value of \$0.01 and 25,000,000 are designated as preferred shares with a par value of \$0.01.

As of December 31, 2024, we had 49,923,042 common shares outstanding. These shares provide the holders with rights to dividends and voting rights.

### 2013 Equity Incentive Plan

For a description of issuances of our common shares pursuant to our 2013 Equity Incentive Plan, see “Item 6. Directors, Senior Management and Employees - B. Compensation - 2013 Equity Incentive Plan.”

## Cash Flows

The table below summarizes our sources and uses of cash for the periods presented:

| <i>In thousands of U.S. dollars</i> | <b>For the year ended December 31,</b> |             |
|-------------------------------------|----------------------------------------|-------------|
|                                     | <b>2024</b>                            | <b>2023</b> |
| <b>Cash flow data</b>               |                                        |             |
| Net cash inflow/(outflow)           |                                        |             |
| Operating activities                | \$ 825,180                             | \$ 865,492  |
| Investing activities                | 307,991                                | 43,611      |
| Financing activities                | (1,156,142)                            | (930,422)   |

## Cash flow from operating activities

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Operating cash flows are driven by our results of operations along with movements in working capital. The following table sets forth the components of our operating cash flows for the years ended December 31, 2024 and December 31, 2023:

| In thousands of U.S. dollars                                 | For the year ended December 31, |                   | Change                       | Percentage   |
|--------------------------------------------------------------|---------------------------------|-------------------|------------------------------|--------------|
|                                                              | 2024                            | 2023              | favorable /<br>(unfavorable) | Change       |
| Vessel revenue <sup>(1)</sup>                                | \$ 1,243,951                    | \$ 1,341,222      | \$ (97,271)                  | (7) %        |
| Vessel operating costs <sup>(1)</sup>                        | (319,147)                       | (315,582)         | (3,565)                      | (1) %        |
| Voyage expenses <sup>(1)</sup>                               | (30,371)                        | (13,243)          | (17,128)                     | (129) %      |
| General and administrative expenses - cash <sup>(1)(2)</sup> | (58,539)                        | (58,915)          | 376                          | 1 %          |
| Financial expenses - cash <sup>(1)(3)</sup>                  | (96,760)                        | (166,491)         | 69,731                       | 42 %         |
| Change in working capital <sup>(4)</sup>                     | 68,824                          | 59,472            | 9,352                        | (16) %       |
| Financial income - cash                                      | 15,947                          | 19,112            | (3,165)                      | (17) %       |
| Other                                                        | 1,275                           | (83)              | 1,358                        | (1,636) %    |
| <b>Operating cash flow</b>                                   | <b>\$ 825,180</b>               | <b>\$ 865,492</b> | <b>\$ (40,312)</b>           | <b>(5) %</b> |

- (1) See "Item 5. Operating and Financial Review and Prospects- A. Operating Results" for information on these variations for the years ended December 31, 2024 and 2023.
- (2) Cash general and administrative expenses are general and administrative expenses from our consolidated statements of operations excluding the amortization of restricted stock of \$62.5 million and \$47.3 million for the years ended December 31, 2024 and 2023, respectively.
- (3) Cash financial expenses represent interest payable on our outstanding indebtedness and lease financing obligations. These amounts are derived from Financial expenses from our consolidated statements of operations excluding (i) the amortization of deferred financing fees of \$9.2 million and \$7.3 million for the years ended December 31, 2024 and 2023, respectively, (ii) non-cash debt extinguishment costs, primarily the write-off of deferred financing fees and unamortized discounts on sale and leaseback facilities, of \$3.5 million and \$8.3 million over these same periods, and (iii) accretion of \$0.1 million and \$1.1 million related primarily to the premiums and discounts recorded as part of the purchase price allocation on the indebtedness assumed from a historical acquisition during the years ended December 31, 2024 and 2023. Cash financial expense decreased due to the overall reduction in interest expense on debt and sale leaseback arrangements resulting from the Company's focus on deleveraging during these periods. Given the strong market conditions and cash flow generation during the years ended December 31, 2022, 2023 and 2024, we have been able to allocate a significant amount of capital towards debt reduction over these periods. Our average debt decreased to \$1.2 billion during the year ended December 31, 2024 from \$1.9 billion during the year ended December 31, 2023.
- (4) The change in working capital in 2024 was the result of a decrease in accounts receivable and an increase in accounts payable. The decrease in accounts receivable is primarily driven by a decrease in revenue from last year. Our revenues during the year ended December 31, 2024 were primarily derived from the Scorpio Pools and vessels time chartered-out. Receivables from time charter-out arrangements are generally received in advance on a monthly basis. Accounts receivable due from the Scorpio Pools are driven by market conditions in the months preceding the end of the period. The revenues earned by vessels operating in the Scorpio Pools in the months preceding December 31, 2024 were less than the months preceding December 31, 2023, thus leading to a decrease in account receivable. The increase in accounts payable relates to our compliance with the European Emissions Trading System ("EU ETS") which was expanded to the maritime industry as of January 1, 2024. The EU ETS sets a cap on the total amount of certain greenhouse gases that can be emitted by covered entities, and these entities are allocated or required to purchase permits (allowances) for their emissions. Under the EU ETS requirements, we buy EU allowances to offset the greenhouse gas emissions from our vessels that trade to, from, and within the European Union and European Economic Area and submit these allowances to regulators as proof of compliance. Our vessels incur the costs of carbon emissions and these costs are passed along to the customers in most cases. The remaining changes in working capital were driven primarily by timing.

The change in working capital in 2023 was primarily driven by a decrease in accounts receivable, accrued expenses, accounts payable, prepaid expenses and inventories. The decrease in accounts receivable is primarily driven by a decrease in revenue from 2022. The decrease in accrued expenses at December 31, 2023 was primarily the result of a decrease in accrued compensation costs along with decreases in supplier related amounts due. The remaining changes in working capital were driven primarily by timing.

### Cash flow from investing activities

The following table sets forth the components of our investing cash flows for the years ended December 31, 2024 and December 31, 2023:

| <i>In thousands of U.S. dollars</i>                                                                           | For the year ended December 31, |                  | Change                       | Percentage   |
|---------------------------------------------------------------------------------------------------------------|---------------------------------|------------------|------------------------------|--------------|
|                                                                                                               | 2024                            | 2023             | favorable /<br>(unfavorable) | Change       |
| <b>Cash inflows</b>                                                                                           |                                 |                  |                              |              |
| Net proceeds from disposal of vessels <sup>(1)</sup>                                                          | 479,778                         | 64,878           | 414,900                      | 640 %        |
| Distributions from dual fuel tanker joint venture <sup>(2)</sup>                                              | 8,851                           | 1,822            | 7,029                        | 386 %        |
| Dividend from DHT Holdings, Inc. <sup>(4)</sup>                                                               | 3,803                           | —                | 3,803                        | N/A          |
| <b>Total investing cash inflows</b>                                                                           | <b>492,432</b>                  | <b>66,700</b>    | <b>425,732</b>               | <b>638 %</b> |
| <b>Cash outflows</b>                                                                                          |                                 |                  |                              |              |
| Investment in dual fuel tanker joint venture <sup>(2)</sup>                                                   | (1,937)                         | —                | (1,937)                      | N/A          |
| Drydock, scrubber and BWTS payments (owned, lease financed, and bareboat chartered-in vessels) <sup>(3)</sup> | (93,367)                        | (23,089)         | (70,278)                     | 304 %        |
| Investment in DHT Holdings, Inc. <sup>(4)</sup>                                                               | (89,137)                        | —                | (89,137)                     | N/A          |
| <b>Total investing cash outflows</b>                                                                          | <b>(184,441)</b>                | <b>(23,089)</b>  | <b>(161,352)</b>             | <b>699 %</b> |
| <b>Net cash inflow from investing activities</b>                                                              | <b>\$ 307,991</b>               | <b>\$ 43,611</b> | <b>\$ 264,380</b>            | <b>606 %</b> |

(1) During the year ended December 31, 2024, we sold 11 MR and one LR2 product tanker for aggregate net proceeds of \$479.8 million, which excludes \$0.2 million of accrued and unpaid selling costs as of December 31, 2024. During the year ended December 31, 2023, we sold two MR product tankers for aggregate net proceeds of \$64.9 million which excludes \$0.3 million of accrued and unpaid selling costs as of December 31, 2023.

(2) In August 2021, we acquired a minority interest in a portfolio of nine product tankers, which at the time consisted of five dual-fuel MR methanol tankers (built between 2016 and 2021) which, in addition to traditional petroleum products, are designed to carry methanol both as a cargo and to consume it as a fuel, along with four ice class 1A LR1 product tankers (two of which were sold during the fourth quarter of 2021 and one of which was sold during the third quarter of 2024). The dual-fuel MR methanol tankers are currently on long-term time charter contracts with initial terms of greater than five years. As part of this agreement, we acquired a 50% interest in a joint venture that ultimately has a minority interest in the entities that own the vessels for final consideration of \$6.7 million. We account for our interest in this joint venture using the equity method pursuant to IFRS 11 - *Joint arrangements*. Under this guidance, the investment is initially measured at cost, and the carrying amount of the investment is adjusted in subsequent periods based on our share of profits or losses from the joint venture (adjusted for any fair value adjustments made upon initial recognition). Any distributions received from the joint venture reduce the carrying amount.

In 2024, we contributed an additional \$1.9 million to the joint venture to fund the joint venture's purchase of an additional vessel.

The joint venture issued cash distributions of \$8.9 million and \$1.8 million during the years ended December 31, 2024 and 2023, respectively.

(3) Drydock, scrubber, ballast water treatment system and other vessel related payments represent the cash paid in 2024 and 2023 for the drydocking of our vessels along with payments made as part of the agreements to purchase and install scrubbers and ballast water treatment systems and other vessel equipment.



- (4) During 2024, we invested \$89.1 million for passive, minority interest in DHT Holdings Inc. (“DHT”), a publicly traded crude tanker shipping company which owns a fleet of 27 Very Large Crude Carriers. We purchased 7,982,480 common shares in DHT in the open market at an average price of \$11.17 per share during this period. We received dividends of \$3.8 million from this investment during the year ended December 31, 2024.

### Cash flow from financing activities

Cash flows from financing activities during the year ended December 31, 2024 primarily consist of the issuance, repayment and costs related to our secured and unsecured debt and sale and leaseback liabilities, the payment of dividends to our common shareholders, and the activity within our securities repurchase programs (defined below). The following table sets forth the components of our financing cash flows for the years ended December 31, 2024 and December 31, 2023:

|                                                                | For the year ended December 31, |              | Change                       | Percentage |
|----------------------------------------------------------------|---------------------------------|--------------|------------------------------|------------|
| <i>In thousands of U.S. dollars</i>                            | 2024                            | 2023         | favorable /<br>(unfavorable) | Change     |
| <i>Cash inflows</i>                                            |                                 |              |                              |            |
| Drawdowns from our secured credit facilities <sup>(1)</sup>    | \$ 99,000                       | \$ 1,386,482 | \$ (1,287,482)               | (93) %     |
| Decrease in restricted cash <sup>(2)</sup>                     | —                               | 783          | (783)                        | (100) %    |
| Total financing cash inflows                                   | 99,000                          | 1,387,265    | (1,288,265)                  | (93) %     |
| <i>Cash outflows</i>                                           |                                 |              |                              |            |
| Repayments on our secured credit facilities <sup>(1)</sup>     | (481,290)                       | (500,866)    | 19,576                       | 4 %        |
| Repayments under sale and leaseback liabilities <sup>(1)</sup> | (354,390)                       | (723,663)    | 369,273                      | 51 %       |
| Repayments under IFRS 16 lease liabilities <sup>(1)</sup>      | —                               | (516,127)    | 516,127                      | 100 %      |
| Dividend payments <sup>(3)</sup>                               | (83,515)                        | (57,660)     | (25,855)                     | (45) %     |
| Common stock repurchases <sup>(4)</sup>                        | (335,593)                       | (489,680)    | 154,087                      | 31 %       |
| Debt issuance costs <sup>(5)</sup>                             | (354)                           | (29,691)     | 29,337                       | 99 %       |
| Total financing cash outflows                                  | (1,255,142)                     | (2,317,687)  | 1,062,545                    | 46 %       |
| Net cash outflow from financing activities                     | \$ (1,156,142)                  | \$ (930,422) | \$ (225,720)                 | (24)%      |

- (1) The following table sets forth the cash drawdowns and repayments on our secured credit facilities, sale and leaseback liabilities, and IFRS 16 lease liabilities during the years ended December 31, 2024 and 2023. During these periods, certain credit facilities, and lease financing arrangements were either entered into, drawn, or repaid in full. We refer to Note 12 of our Consolidated Financial Statements included in Item 18 of this Annual Report on Form 20-F for further details of all of our financing arrangements, including the activity that occurred during the years ended December 31, 2024 and 2023.



|                                             | 2024             |                     | 2023                |                     |
|---------------------------------------------|------------------|---------------------|---------------------|---------------------|
|                                             | Drawdowns        | Repayments          | Drawdowns           | Repayments          |
| <i>In thousands of U.S. dollars</i>         |                  |                     |                     |                     |
| Hamburg Commercial Bank Credit Facility     | —                | —                   | —                   | (33,732)            |
| Prudential Credit Facility                  | —                | (33,740)            | —                   | (5,546)             |
| 2019 DNB / GIEK Credit Facility             | —                | —                   | —                   | (38,338)            |
| BNPP Sinosure Credit Facility               | —                | (69,667)            | —                   | (10,909)            |
| 2020 \$225.0 Million Credit Facility        | —                | —                   | —                   | (37,765)            |
| 2023 \$225.0 Million Credit Facility        | —                | (33,900)            | 225,000             | (25,425)            |
| 2023 \$49.1 Million Credit Facility         | —                | (4,616)             | 49,088              | (3,462)             |
| 2023 \$117.4 Million Credit Facility        | —                | (17,007)            | 117,394             | (8,504)             |
| 2023 \$1.0 Billion Credit Facility          | 99,000           | (312,694)           | 901,000             | (336,093)           |
| 2023 \$94.0 Million Credit Facility         | —                | (9,666)             | 94,000              | (1,092)             |
| <b>Total Secured Credit Facilities</b>      | <b>\$ 99,000</b> | <b>\$ (481,290)</b> | <b>\$ 1,386,482</b> | <b>\$ (500,866)</b> |
| Ocean Yield Lease Financing                 | —                | (3,067)             | —                   | (89,484)            |
| BCFL Lease Financing (LR2s)                 | —                | (21,653)            | —                   | (68,310)            |
| CSSC Lease Financing                        | —                | —                   | —                   | (121,279)           |
| BCFL Lease Financing (MRs)                  | —                | —                   | —                   | (31,068)            |
| AVIC Lease Financing                        | —                | —                   | —                   | (77,769)            |
| 2020 CMBFL Lease Financing                  | —                | —                   | —                   | (38,090)            |
| 2020 TSFL Lease Financing                   | —                | (45,617)            | —                   | (40,607)            |
| 2020 SPDBFL Lease Financing                 | —                | (36,863)            | —                   | (43,753)            |
| 2021 AVIC Lease Financing                   | —                | (76,410)            | —                   | (7,252)             |
| 2021 CMBFL Lease Financing                  | —                | (61,525)            | —                   | (6,520)             |
| 2021 TSFL Lease Financing                   | —                | —                   | —                   | (4,380)             |
| 2021 CSSC Lease Financing                   | —                | —                   | —                   | (48,631)            |
| 2021 \$146.3 Million Lease Financing        | —                | —                   | —                   | (133,699)           |
| 2021 Ocean Yield Lease Financing            | —                | (5,867)             | —                   | (5,850)             |
| 2022 AVIC Lease Financing                   | —                | (103,451)           | —                   | (9,169)             |
| Prepaid interest expense                    | —                | 63                  | —                   | 2,198               |
| <b>Total Sale and Leaseback Liabilities</b> | <b>\$ —</b>      | <b>\$ (354,390)</b> | <b>\$ —</b>         | <b>\$ (723,663)</b> |
| IFRS 16 - Leases - 3 MRs                    | —                | —                   | —                   | (36,933)            |
| IFRS 16 - Leases - \$670.0 Million          | —                | —                   | —                   | (480,396)           |
| Prepaid interest expense                    | —                | —                   | —                   | 1,202               |
| <b>Total IFRS 16 Lease Liabilities</b>      | <b>\$ —</b>      | <b>\$ —</b>         | <b>\$ —</b>         | <b>\$ (516,127)</b> |

- (2) During the year ended December 31, 2023, we exercised the purchase options on the vessels under the BCFL Lease Financing (LR2s) and repaid the outstanding indebtedness. During the year ended December 31, 2022, we repaid Citi / K-Sure Credit Facility in connection with the sales of the vessels collateralized under that facility. As a result of these transactions, \$0.8 million was released during the years end December 31, 2023.
- (3) Dividend payments to shareholders were \$83.5 million and \$57.7 million for the years ended December 31, 2024 and 2023, respectively. These amounts represent dividends of \$1.60 per share and \$1.05 per share (based on the number of shares outstanding on each of the record dates) for the years ended December 31, 2024 and 2023, respectively.
- (4) Common stock repurchases during the year ended December 31, 2024 represent the repurchase of 4,653,189 of our common shares at an average price of \$72.12 per share for a total of \$335.6 million. Common stock repurchases during the year ended December 31, 2023 represent the repurchase of 9,960,323 of our common shares at an average price of \$49.16 per share for a total of \$489.7 million.

- (5) Debt issuance costs relate to costs incurred for our secured credit facilities and lease financing arrangements which are described in Note 12 of our Consolidated Financial Statements included in Item 18 of this Annual Report on Form 20-F.

### **Long-Term Debt Obligations and Lease Financing Arrangements**

We refer to Note 7, Note 12 and Note 23 of our Consolidated Financial Statements included in Item 18 of this Annual Report on Form 20-F for further details on our secured credit facilities, sale and leaseback liabilities, IFRS 16 lease liabilities, Unsecured Senior Notes Due 2025, and Unsecured Senior Notes Due 2030.

Our secured credit facilities may be secured by, among other things:

- a first priority mortgage over the relevant collateralized vessels;
- a first priority assignment of earnings, insurances and charters from the mortgaged vessels for the specific facility;
- a pledge of earnings generated by the mortgaged vessels for the specific facility; and
- a pledge of the equity interests of each vessel owning subsidiary under the specific facility.

Our debt and lease financing agreements may require us to comply with a number of covenants, including financial covenants related to liquidity, consolidated net worth, maximum leverage ratios, loan to value ratios and collateral maintenance, informational requirements, including the delivery of quarterly and annual financial statements and annual projections, and restrictive covenants, including maintenance of adequate insurances; compliance with laws (including environmental); compliance with the Employee Retirement Income and Security Act, or ERISA; maintenance of flag and class of the vessels; restrictions on consolidations, mergers or sales of assets; approvals on changes in the manager of the vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants. Furthermore, our debt and lease financing agreements contain customary events of default, including cross-default provisions, as well as subjective acceleration clauses under which the debt could become due and payable in the event of a material adverse change in our business.

The following is a table summarizing our indebtedness as of December 31, 2024 and March 20, 2025. The balances set forth below reflect the principal amounts due under each facility or lease financing arrangement as of each date and do not reflect any: (i) unamortized deferred financing fees; (ii) discounts / premiums attributable to the debt, either assumed in a business combination that was recorded as part of the purchase price allocation or as part of the market issuance of a security; and (iii) deposits held by the lessor. The balances for the Unsecured Senior Notes Due 2025 and the Unsecured Senior Notes Due 2030 represent the face value of these instruments.

| <i>In thousands of U.S. dollars</i>                           | <b>Amount outstanding at<br/>December 31, 2024</b> | <b>Amount outstanding at<br/>March 20, 2025</b> |
|---------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------|
| 2023 \$225.0 Million Credit Facility <sup>(1)</sup>           | \$ 165,675                                         | \$ 157,200                                      |
| 2023 \$49.1 Million Credit Facility                           | 41,010                                             | 39,856                                          |
| 2023 \$117.4 Million Credit Facility                          | 91,883                                             | 87,631                                          |
| 2023 \$1.0 Billion Credit Facility                            | 351,213                                            | 351,213                                         |
| 2023 \$94.0 Million Credit Facility                           | 83,242                                             | 80,825                                          |
| 2025 \$500.0 Million Revolving Credit Facility <sup>(2)</sup> | —                                                  | —                                               |
| Ocean Yield Lease Financing                                   | 22,309                                             | 21,548                                          |
| 2021 Ocean Yield Lease Financing                              | 52,216                                             | 50,773                                          |
| Unsecured Senior Notes Due 2025 <sup>(3)</sup>                | 70,571                                             | —                                               |
| Unsecured Senior Notes Due 2030 <sup>(4)</sup>                | —                                                  | 200,000                                         |
| <b>Total</b>                                                  | <b>\$ 878,119</b>                                  | <b>\$ 989,046</b>                               |

<sup>(1)</sup> In July 2024, we amended our 2023 \$225.0 Million Credit Facility to convert this credit facility from a term loan to a revolving credit facility. The amendment gives us the flexibility to make unscheduled repayments on this facility that can be re-drawn in the future. The outstanding amount and/or availability of the revolving credit facility continues to amortize quarterly under the same schedule as the original term loan. As of March 20, 2025, there have been no unscheduled repayments and there is no drawdown availability on this facility.

<sup>(2)</sup> In February 2025, we executed the 2025 \$500.0 Million Revolving Credit Facility. There is \$500.0 million available to be drawn on this facility as of the date of this filing. The 2025 \$500.0 Million Revolving Credit Facility is a 100% revolving loan, which has a final maturity of seven years from the signing date and gives the Company the flexibility to draw down or repay the loan during the loan tenor. The 2025 \$500.0 Million Revolving Credit Facility bears interest at SOFR plus a margin of 1.85% per annum for any drawn amounts and a commitment fee of 0.74% per annum applies for any undrawn amounts. The 2025 \$500.0 Million Revolving Credit Facility is collateralized by 26 product tankers and will amortize/reduce in quarterly installments (starting after the second anniversary of the signing date) with a balloon payment due at maturity. The remaining terms and conditions, including financial covenants, are similar to those set forth in our existing credit facilities.

<sup>(3)</sup> In January 2025, we gave notice of redemption for the Unsecured Senior Notes Due 2025. We redeemed the Unsecured Senior Notes Due 2025, which were scheduled to mature on June 30, 2025, in March 2025.

<sup>(4)</sup> In January 2025, we successfully placed \$200.0 million of new senior unsecured bonds in the Nordic bond market (the “Unsecured Senior Notes Due 2030”). The Unsecured Senior Notes Due 2030 are due to mature in January 2030 and bear interest at a fixed coupon rate of 7.50% per annum, payable semi-annually in arrears.

The Unsecured Senior Notes Due 2030 contain certain financial covenants, including (i) a minimum consolidated tangible net worth of not less than \$1.0 billion, (ii) minimum liquidity of no less than the greater of (a) \$25.0 million and (b) \$500,000 per each owned vessel and \$250,000 per each time chartered-in vessel, and (iii) the ratio of net debt to total capitalization of no greater than 0.70 to 1.00. Additionally, we must maintain minimum liquidity (which includes undrawn amounts under revolving credit facilities with a remaining maturity date in excess of 12 months where no event of default or termination event has occurred or is continuing and there is no restriction on borrowing under those revolving credit facilities) of \$100.0 million after making any distributions in the form of dividends or stock repurchases.

## Capital Expenditures

### *Vessel acquisitions and payments for vessels under construction*

We did not enter into any agreements to construct vessels during the years ended December 31, 2024, 2023, or 2022.

## Sales of vessels

During the year ended December 31, 2024, we closed on the sale of 11 MR product tankers (*STI Tribeca*, *STI Le Rocher*, *STI Larvotto*, *STI Manhattan*, *STI Garnet*, *STI Onyx*, *STI Ruby*, *STI Topaz*, *STI Beryl*, *STI San Antonio*, *STI Texas City*) and one LR2 product tanker (*STI Lily*) for aggregate net proceeds of \$479.8 million. The aggregate net book value of the vessels was \$307.3 million on the dates they were held for sale and we recorded an aggregate gain of \$176.5 million during the year ended December 31, 2024 as a result of these sales.

*STI Tribeca* and *STI Manhattan* were replaced by *STI Galata* and *STI Notting Hill*, respectively, as collateral on the 2023 \$1.0 Billion Credit Facility. *STI Larvotto*, *STI Le Rocher*, *STI Beryl*, *STI Onyx*, *STI Garnet*, *STI Ruby* and *STI Topaz* were unencumbered at the time of sale. *STI San Antonio* was replaced by *STI Memphis* as collateral on the 2023 \$225.0 Million Credit Facility, while the 2023 \$117.4 Million Credit Facility was amended in October 2024, releasing *STI Texas City* as collateral under the loan as the residual collateral value of the remaining vessels under the facility provided for sufficient headroom under the leverage covenant of the agreement. In October 2024, we repaid the \$22.9 million outstanding related to *STI Lily* under the 2023 \$1.0 Billion Credit Facility. This debt repayment did not impact the undrawn amount of \$288.2 million available under the revolver.

During the year ended December 31, 2023, we closed on the sale of two MR vessels, *STI Ville* and *STI Amber*, in July 2023 and November 2023, respectively, for aggregate net proceeds of \$64.6 million. The aggregate net book value of the vessels was \$52.6 million on the dates they were held for sale and we recorded an aggregate gain of \$12.0 million during the year ended December 31, 2023 as a result of these sales. Additionally, we repaid the outstanding sale and leaseback obligation of \$8.2 million with respect to *STI Amber* as a result of this sale. There was no debt associated with the *STI Ville* at the time of sale.

## Drydock

During the years ended December 31, 2024, 2023, and 2022, we completed the following drydocks, as described below:

| Drydock                                         | Total   |               |                  |
|-------------------------------------------------|---------|---------------|------------------|
|                                                 | Vessels | Off-hire days | Cost             |
| <i>Costs in thousands of U.S. dollars</i>       |         |               |                  |
| Drydock in-progress at December 31, 2021        |         |               | \$ 1,973         |
| Costs incurred in 2022                          |         |               | 19,657           |
| Drydock completed in 2022 <sup>(1)</sup>        | 15      | 497           | 20,922           |
| Drydock in-progress at December 31, 2022        |         |               | \$ 708           |
| Costs incurred in 2023                          |         |               | 16,738           |
| Drydock completed in 2023 <sup>(1)</sup>        | 8       | 212           | 14,403           |
| Drydock in-progress at December 31, 2023        |         |               | \$ 3,043         |
| Costs incurred in 2024                          |         |               | 105,329          |
| Drydock completed in 2024 <sup>(1)</sup>        | 48      | 1,135         | 98,027           |
| <b>Drydock in-progress at December 31, 2024</b> |         |               | <b>\$ 10,345</b> |

<sup>(1)</sup> Drydocks completed in 2022 includes 34 off-hire days from drydocks which commenced in 2021. Drydocks completed in 2023 includes one off-hire day from drydocks which commenced in 2022. Drydocks completed in 2024 includes 18 off-hire days from drydocks which commenced in 2023. Off-hire days also include off-hire days for installations of BWTS and / or scrubbers.

As our fleet matures and expands, our drydock expenses will likely increase. Ongoing costs for compliance with environmental regulations and society classification survey costs are a component of our vessel operating costs. With the exception of the recent ratification of the ballast water treatment convention as described in "Item 3. Key Information - D. Risk Factors", we are not currently aware of any regulatory changes or environmental liabilities that we anticipate will have a material impact on our results of operations or financial condition.

## Charter-free market value of our fleet

Historically, the charter-free market values, or basic market value, of our vessels have been volatile and have, at times, declined below their carrying values. At December 31, 2024 and 2023, our operating fleet consisted of 99 and 111 owned or sale and leaseback vessels, respectively. All of the vessels in our operating fleet had basic market values greater than their carrying amount at these dates.

Our estimate of basic market value assumes that our vessels are all in good and seaworthy condition without need for repair and if inspected would be certified in class without notations of any kind. Our estimates are based on information available from various industry sources, including:

- reports by industry analysts and data providers that focus on our industry and related dynamics affecting vessel values;
- news and industry reports of similar vessel sales;
- news and industry reports of sales of vessels that are not similar to our vessels where we have made certain adjustments in an attempt to derive information that can be used as part of our estimates;
- approximate market values for our vessels or similar vessels that we have received from ship brokers, whether solicited or unsolicited, or that ship brokers have generally disseminated;
- offers that we may have received from potential purchasers of our vessels; and
- vessel sale prices and values of which we are aware through both formal and informal communications with shipowners, shipbrokers, industry analysts and various other shipping industry participants and observers.

As we obtain information from various industry and other sources, our estimates of basic market value are inherently uncertain. In addition, vessel values and revenues are highly volatile; as such, our estimates may not be indicative of the current or future basic market value of our vessels or prices that we could achieve if we were to sell them.

### Material Cash Requirements

The following table sets forth our material cash requirements as of December 31, 2024:

| <i>In thousands of U.S. dollars</i>                                          | <b>Less than<br/>1 year</b> | <b>1 to 3<br/>years</b> | <b>3 to 5<br/>years</b> | <b>More than<br/>5 years</b> |
|------------------------------------------------------------------------------|-----------------------------|-------------------------|-------------------------|------------------------------|
| Principal obligations under secured credit facilities <sup>(1)</sup>         | \$ 53,412                   | \$ 201,946              | \$ 477,665              | \$ —                         |
| Principal obligations under sale and leaseback liabilities <sup>(1)</sup>    | 8,992                       | 18,260                  | 24,323                  | 22,950                       |
| Estimated interest payments on secured bank loans <sup>(2)</sup>             | 46,795                      | 76,979                  | 13,603                  | —                            |
| Estimated interest payments on sale and leaseback liabilities <sup>(2)</sup> | 6,351                       | 10,000                  | 6,132                   | 2,941                        |
| Technical management fees <sup>(3)</sup>                                     | 12,816                      | —                       | —                       | —                            |
| Commercial management fees <sup>(4)</sup>                                    | 17,380                      | —                       | —                       | —                            |
| Senior unsecured notes <sup>(5)</sup>                                        | 70,571                      | —                       | —                       | —                            |
| Senior unsecured notes - estimated interest payments <sup>(6)</sup>          | 2,470                       | —                       | —                       | —                            |
| <b>Total</b>                                                                 | <b>\$ 218,787</b>           | <b>\$ 307,185</b>       | <b>\$ 521,723</b>       | <b>\$ 25,891</b>             |

(1) Represents principal and maturity payments due on our secured credit facilities and sale and leaseback liabilities which are described in Note 12 of our Consolidated Financial Statements included in Item 18 of this Annual Report on Form 20-F. These payments are based on amounts outstanding as of December 31, 2024.

(2) Represents estimated interest payments on our secured credit facilities and sale and leaseback liabilities. These payments were estimated by taking into consideration: (i) the margin on each financing arrangement, (ii) the forward interest rate curve calculated from interest swap rates, as published by a third party, as of December 31, 2024; and (iii) commitment fees on available revolving credit.

The forward curve was calculated as follows as of December 31, 2024:

|         |                       |
|---------|-----------------------|
| Year 1  | 4.18 %                |
| Year 2  | 4.00 %                |
| Year 3  | 4.02 %                |
| Year 4  | 4.01 % <sup>(A)</sup> |
| Year 5  | 3.98 %                |
| Year 6  | 4.06 % <sup>(A)</sup> |
| Year 7  | 4.07 %                |
| Year 8  | 4.10 % <sup>(A)</sup> |
| Year 9  | 4.12 % <sup>(A)</sup> |
| Year 10 | 4.13 %                |

(A) Third party published interest swap rates were unavailable. As such, we interpolated these rates using the averages of the years in which swap rates were published.

Interest was then estimated using the rates mentioned above multiplied by the amounts outstanding under our various financing arrangements using the balance as of December 31, 2024 and taking into consideration the scheduled amortization of such arrangements going forward until their respective maturities. As of December 31, 2024, the weighted-average margin on our variable rate financing was (i) 1.92% on our secured credit facilities and (ii) 4.68% on our sale and leaseback liabilities.

- (3) Our technical manager, SSM, charges fees for its services pursuant to a 2024 Revised Master Agreement. Pursuant to this agreement, the fixed annual technical management fee is \$187,500, and certain other services are itemized. The aggregate cost, including the costs that are itemized, are approximately \$262,500 per year. Under the terms of the 2024 Revised Master Agreement, the termination fees are subject to a notice period of three months and a payment equal to three months of management fees which would be due and payable upon the sale of a vessel, so long as such termination does not amount to a change of control of the Company, including a sale of all or substantially all vessels, in which case, a payment equal to 24 months of management fees will apply.
- (4) Our commercial manager, SCM, charges fees for its services pursuant to a 2024 Revised Master Agreement. Pursuant to this agreement, SCM charges \$285 per vessel per day for LR2 vessels, \$360 per vessel per day for MR and Handymax vessels plus a 1.50% commission on gross revenue for vessels that operate in one of the Scorpio Pools. When the vessels are not in the Scorpio Pools, SCM charges fees of \$285 per vessel per day for LR2 vessels and \$335 per vessel per day for Handymax and MR vessels plus a 1.25% commission on gross revenue.  
  
These fees are subject to a notice period of three months and a payment equal to three months of management fees which would be due and payable upon the sale of a vessel, so long as such termination does not amount to a change of control of the Company, including a sale of all or substantially all vessels, in which case, a payment equal to 24 months of management fees will apply.
- (5) Represents the principal due at maturity on our Unsecured Senior Notes Due 2025 as of December 31, 2024.
- (6) Represents estimated coupon interest payments on our Unsecured Senior Notes Due 2025 as of December 31, 2024. The Unsecured Senior Notes Due 2025 bear interest at a coupon rate of 7.00% per annum and were scheduled to mature in June 2025.

#### Off-Balance Sheet Arrangements

As of December 31, 2024, there are no off-balance sheet arrangements.

See "Item 5. Operating and Financial Review and Prospects - B. Liquidity and Capital Resources" and "Item 7. Major Shareholders and Related Party Transactions - B. Related Party Transactions" for further information.

### C. Research and Development, Patents and Licenses, Etc.

Not applicable.

### D. Trend Information

See "Item 4. Information on the Company - B. Business Overview - The International Oil Tanker Shipping Industry."

### E. Critical Accounting Estimates

Our consolidated financial statements are prepared in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). In preparing our consolidated financial statements, we make judgements, estimates and assumptions about the application of our accounting policies which affect the reported amounts of assets, liabilities, revenue and expenses. Our critical accounting judgements and sources of estimation uncertainty are described in Note 1 to our consolidated financial statements, which are included elsewhere in this Annual Report.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

Set forth below are the names, ages and positions of our directors and executive officers as of the date of this annual report. Our Board of Directors is elected annually, and each director elected holds office for a three-year term or until his or her successor shall have been duly elected and qualified, except in the event of his or her death, resignation, removal or the earlier termination of his or her term of office. The terms of our Class III directors expire at the 2025 annual meeting of shareholders, the terms of our Class I directors expire at the 2026 annual meeting of shareholders, and the terms of our Class II directors expire at the 2027 annual meeting of shareholders. Officers are elected from time to time by vote of our Board of Directors and hold office until a successor is elected. The business address for each director and executive officer is the address of our principal executive office which is Scorpio Tankers Inc., L'Exotique, 99 Boulevard du Jardin Exotique, Monaco, 98000.

Certain of our officers participate in business activities not associated with us. As a result, they may devote less time to us than if they were not engaged in other business activities and may owe fiduciary duties to both our shareholders as well as shareholders of other companies to which they may be affiliated, including other Scorpio companies. This may create conflicts of interest in matters involving or affecting us and our customers and it is not certain that any of these conflicts of interest would be resolved in our favor. While there are no formal requirements or guidelines for the allocation of our officers' time between our business and the business of members of Scorpio, their performance of their duties is subject to the ongoing oversight of our Board of Directors.

| Name                                 | Age | Position                                                |
|--------------------------------------|-----|---------------------------------------------------------|
| Emanuele A. Lauro                    | 46  | Chairman, Class I Director, and Chief Executive Officer |
| Robert Bugbee                        | 64  | President and Class II Director                         |
| Cameron Mackey                       | 56  | Chief Operating Officer and Class III Director          |
| Christopher Avella                   | 46  | Chief Financial Officer                                 |
| Filippo Lauro                        | 48  | Vice President                                          |
| Auste Adelborg                       | 35  | Secretary                                               |
| Marianne Økland                      | 62  | Class III Director                                      |
| Merrick Rayner                       | 69  | Class I Director                                        |
| Sujata Parekh Kumar                  | 65  | Class III Director                                      |
| Niccolò Camerana                     | 45  | Class I Director                                        |
| Berit Ledel Henriksen <sup>(1)</sup> | 71  | Class II Director                                       |

Biographical information concerning the directors and executive officers listed above is set forth below.

<sup>(1)</sup> Appointed to the Board of Directors in May 2024.

#### Emanuele A. Lauro, Chairman and Chief Executive Officer

Emanuele A. Lauro, the Company's founder, has served as our Chairman and Chief Executive Officer since the closing of our initial public offering in April 2010. He also co-founded and served as Chairman and Chief Executive Officer of Eneti Inc., between 2013 and December 2023, until its merger with Cadeler A/S (NYSE: "CDLR"), following which Mr. Emanuele Lauro has served as Vice Chairman of Cadeler A/S since January 2024. Mr. Emanuele Lauro joined the Scorpio group of companies in 2003 and has continued to serve there in a senior management position since 2004. Under his leadership, the Scorpio group of companies has grown from an owner of three vessels in 2003 to become a leading operator and manager of more than 175 vessels in 2022. Over the course of the last several years, Mr. Emanuele Lauro has founded and developed all of the Scorpio Pools in addition to several other ventures such as Scorpio Logistics, which owns and operates specialized assets engaged in the transshipment of dry cargo commodities and invests in coastal transportation and port infrastructure developments in Asia and Africa since 2007. He is the Vice President of the Monaco Chamber of Shipping and is also a member of the London Advisory Council of Fordham University. In addition, Mr. Emanuele Lauro served as director of the Standard Club from May 2013 to January 2019. He has a degree in international business from the European Business School, London. Mr. Emanuele Lauro is the brother of our Vice President, Mr. Filippo Lauro.

#### Robert Bugbee, President and Director

Robert Bugbee has served as our President and a Director since the closing of our initial public offering in April 2010. He has more than 36 years of experience in the shipping industry. Mr. Bugbee also co-founded and served as President and Director of Eneti Inc. between 2013 and December 2023. He joined the Scorpio group of companies in March 2009 and has continued to serve there in a senior management position. Prior to joining the Scorpio group of companies, Mr. Bugbee was a partner at Ospraie Management LLP between 2007 and 2008, a company which advises and invests in commodities and basic industries. From 1995 to 2007, he was employed at OMI Corporation, or OMI, a formerly NYSE-listed tanker company which was sold in 2007. Mr. Bugbee joined OMI in February 1995, where he served as President from January 2002 until the sale of the company, and before that served as Executive Vice President since January 2001, Chief Operating Officer since March 2000, and Senior Vice President from August 1995 to June 1998. Prior to this, he was employed by Gotaas-Larsen Shipping Corporation since 1984. During this time, Mr. Bugbee took a two year sabbatical beginning in 1987 for the M.I.B. Program at the Norwegian School for Economics and Business Administration in Bergen. He has a B.A. (Honors) from London University.

#### Cameron Mackey, Chief Operating Officer and Director

Cameron Mackey has served as the Company's Chief Operating Officer since the closing of our initial public offering in April 2010 and as a Director since May 2013. Mr. Mackey also served as Chief Operating Officer of Eneti Inc. between July 2013 and December 2023. He joined the Scorpio group of companies in March 2009, where he continues to serve in a senior management position. Prior to joining the Scorpio group of companies, Mr. Mackey was an equity and commodity analyst at Ospraie Management LLC from 2007 to 2008. Prior to that, he was Senior Vice President of OMI Marine Services LLC from 2004 to 2007, where he was also in Business Development from 2002 to 2004. Mr. Mackey has been employed in the shipping industry since 1994 and, earlier in his career, was employed in unlicensed and licensed positions in the merchant navy, primarily on tankers in the international fleet of Mobil Oil Corporation, where he held the qualification of Master Mariner. He has an M.B.A. from the Sloan School of Management at the Massachusetts Institute of Technology, a B.S. from the Massachusetts Maritime Academy and a B.A. from Princeton University.

#### Christopher Avella, Chief Financial Officer

Christopher Avella has served as Chief Financial Officer since October 2023. He joined the Company in 2010 and previously served as the Chief Accounting Officer from 2021 through 2023 and Controller from 2014 through 2021. Prior to joining the Company, he was with Ernst & Young in its audit practice from 2002 through 2006 and its transaction advisory services practice from 2006 through 2010, where he was a senior manager. Mr. Avella is a certified public accountant and has a B.S. in accounting from Rutgers University, an M.B.A. from Seton Hall University and an M.S. in finance from Georgetown University.

#### Filippo Lauro, Vice President

Mr. Filippo Lauro has served as an executive officer of the Company with the title of Vice President since May 2015. He also served as Vice President of Eneti Inc. between June 2016 and December 2023. Mr. Filippo Lauro joined the Scorpio group of companies in 2010 and has continued to serve there in a senior management position. Prior to joining the Scorpio group of companies, he was the founder of and held senior executive roles in several private companies, primarily active in real estate, golf courses and resorts development. Mr. Filippo Lauro is the brother of our Chairman and Chief Executive Officer, Mr. Emanuele Lauro.



#### Auste Adelborg, Secretary

Auste Adelborg has served as our Secretary since January 12, 2023. Ms. Adelborg also served as secretary of Eneti Inc. between January 2023 and December 2023 and other companies within the Scorpio group of companies. After several years of experience in the maritime industry, she joined the Scorpio group of companies in 2018 and has since been working within the Scorpio group's legal department, focusing on implementing and developing "know your counterparty" and sanctions compliance procedures for both the Company and Eneti Inc. Ms. Adelborg is a member of International Compliance Association since 2019, where she has completed several qualifications in business compliance. She has also completed courses with Corporate Governance Institute, focusing on corporate governance. Ms. Adelborg has also been representing Scorpio Tankers Inc. in the Maritime Anti-Corruption Network since 2020.

#### Marianne Økland, Director

Marianne Økland has served on the Company's Board of Directors since April 2013. In September 2023, Ms. Økland was appointed as the Lead Independent Director of the Company. She is also an independent director on the Professional Welsh Rugby Board (PRB) responsible for the Welsh national teams and the four professional regional teams as well as UK Infrastructure Bank. Since November 2023 she has been on the board of Norse Atlantic Airways. Between 2010 and 2021, she held various non-executive director positions chairing various board committees at IDFC Limited, IDFC Alternatives (India), Islandsbanki (Iceland), the National Bank of Greece, NLB (Slovenia) and Hermitage Offshore. Ms. Økland served as Managing Director of Avista Partners, a London based consultancy company that provides advisory services and raises capital, from 2009 to 2018. Between 1993 and 2008, she held various investment banking positions at JP Morgan Chase & Co. and UBS where she focused on debt capital raising and structuring. Ms. Økland has led many transactions for large Nordic banks and insurance companies, and worked on some of the most significant mergers and acquisitions in these sectors. Between 1988 and 1993, she headed European operations of Marsoft, a Boston, Oslo and London based consulting firm that advises banks and large shipping, oil and raw material companies on shipping strategies and investments. Ms. Økland holds a M.Sc. degree in Finance and Economics from the Norwegian School of Economics and Business Administration where she also worked as a researcher and taught mathematics and statistics.

#### Merrick Rayner, Director

Merrick Rayner has served on our Board of Directors since September 2017. Mr. Rayner has 42 years of experience in the tanker business. From 1974 to 2003, Mr. Rayner was a broker at H. Clarkson & Company Limited shipbrokers, with experience in both the deep-sea tanker chartering business as well as new and second-hand vessel sale and purchase. From 1987 to 1989, Mr. Rayner served as Director of Clarkson Sale and Purchase Division. From 1989 until leaving H. Clarkson & Company Limited in 2003, he was a director of the company, and also served as a director of Clarkson Research Studies from 1992 until 2003. In 2003, Mr. Rayner joined E.A. Gibson's shipbrokers as a broker, where he developed the company's time charter and projects group. He also served as a director of Gibson's from 2012 until his retirement in 2016.

#### Sujata Parekh Kumar, Director

Ms. Kumar has served on our Board of Directors since March 2023. Ms. Kumar has over 40 years of experience in entrepreneurship and industry across a number of sectors including logistics, financial services, insurance and shipping. From 2014 until 2021, Ms. Kumar served as Joint Managing Director of United Shippers Limited, one of the largest barge fleet owners and operators in India that offered marine logistics for bulk cargo in India and Sri Lanka. She is a director of Parekh Integrated Services Pvt. Ltd, one of India's largest healthcare logistics providers with a pan-India footprint. She began her career in financial services and is a director of a corporate entity that has a seat on the National Stock Exchange of India and the Bombay Stock Exchange. Ms. Kumar is also the founder of an insurance brokerage company licensed by the Insurance Regulatory and Development Authority of India. She has an MBA from Fairleigh Dickinson University, New Jersey, USA.

#### Niccolò Camerana, Director

Mr. Camerana has served on our Board of Directors since September 2023. In addition to his role as director, Niccolò has been employed by Stellantis (formerly Fiat Chrysler Automobiles) since 2010 and currently serves as Principal in Stellantis Ventures (the Corporate Venture Capital Fund of Stellantis). From 2003 to 2006, Niccolò worked for PwC in Italy in its transaction services and audit department. Thereafter, between 2006 and 2009, he worked for UBS Investment Bank in London in its mergers and acquisitions department. During his career within Fiat Group, Niccolò covered different roles and between 2016 and 2019, he was Head of Debt Capital Markets and Head of Business Development at FCA Bank; and in 2019, he became responsible for FCA EMEA business development, up until its merger with the Peugeot Group. Between 2016 and 2023, Niccolò was a member of the Exor N.V. Board of Directors. Since 2023 Niccolò has also served on Board of Directors of Giovanni Agnelli B.V.

## Berit Ledel Henriksen, Director

Berit Ledel Henriksen has served on our Board of Directors since May 2024. Ms. Henriksen brings extensive experience from her career within banking and finance. She serves as a director of Ferd Holding AS, a Norwegian investment company that manages a broad portfolio of privately owned and Nordic listed companies. Furthermore, Ms. Henriksen also serves on the board of directors of four other privately held companies in Norway. She is Chair of the Nomination Committee of Norsk Hydro ASA and member of the Nomination Committee of Equinor ASA, two Norwegian listed companies. From 1985 to 2017, Ms. Henriksen held a range of management positions at DNB, Norway's largest financial services group, where she focused on shipping, energy, and other international industries. She was Head of DNB Americas in New York between 1998 and 2004. Ms. Henriksen most recently served as DNB's Executive Vice President and Global Head of Energy (Power & Renewables and Oil & Gas), where she oversaw a large portfolio in various loans and investments. Her oversight spanned the entire investment life cycle including, but not limited to, deal origination, credit risk analysis, corporate customer performance monitoring and overall portfolio exposure management. She served as an independent director of Eneti Inc. from 2019 to 2023, and was a member of the Eneti Inc. audit committee in 2023 until its merger with Cadeler A/S in December 2023. Ms. Henriksen also previously held various other bank related board positions. Prior to her banking career Ms. Henriksen worked in shipping for a product tanker company where she held various positions within chartering and investments. Ms. Henriksen has an MBA from the Ivey Business School at the University of Western Ontario, and a BSc from the Dalhousie University in Halifax, Canada.

### **B. Compensation**

We paid an aggregate compensation of \$62.0 million, \$59.7 million and \$46.4 million to our senior executive officers in 2024, 2023, and 2022, respectively. Executive management remuneration was as follows during these periods:

| <i>In thousands of U.S. dollars</i>     | For the year ended December 31, |                  |                  |
|-----------------------------------------|---------------------------------|------------------|------------------|
|                                         | 2024                            | 2023             | 2022             |
| Short-term employee benefits (salaries) | \$ 25,557                       | \$ 27,972        | \$ 32,663        |
| Share-based compensation <sup>(1)</sup> | 36,431                          | 31,702           | 13,777           |
| <b>Total</b>                            | <b>\$ 61,988</b>                | <b>\$ 59,674</b> | <b>\$ 46,440</b> |

<sup>(1)</sup> Represents the amortization of restricted stock issued under our equity incentive plans. See Note 14 to our Consolidated Financial Statements included herein for further description.

Each of our non-employee directors receive cash compensation in the aggregate amount of \$60,000 annually, plus an additional fee of \$10,000 for each committee on which a director serves and an additional fee of \$25,000 for each committee for which a director serves as Chairman. Our lead independent director receives an additional fee of \$35,000 per year. In addition, each director receives an additional \$2,000 for each meeting attended, plus reimbursements for actual expenses incurred while acting in their capacity as a director. During each of the years ended December 31, 2024 and 2023, we paid aggregate cash compensation of \$0.8 million and \$0.9 million, respectively, to our directors. Our officers and directors are also eligible to receive awards under our equity incentive plan which is described below under "—2013 Equity Incentive Plan."

We believe that it is important to align the interests of our directors and management with that of our shareholders. In this regard, we have determined that it will generally be beneficial to us and to our shareholders for our directors and management to have a stake in our long-term performance. We expect to have a meaningful component of our compensation package for our directors and management consisted of equity interests in us in order to provide them on an on-going basis with a meaningful percentage of ownership in us.

There are no material post-employment benefits for our executive officers or directors. By law, our employees in Monaco are entitled to a one-time payment of up to two months' salary upon retirement if they meet certain minimum service requirements.

### **2013 Equity Incentive Plan**

In April 2013, we adopted an equity incentive plan, which was amended in March 2014 and which we refer to as the 2013 Equity Incentive Plan, under which directors, officers, employees, consultants and service providers of us and our subsidiaries and affiliates are eligible to receive incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units and unrestricted common stock. From the date of adoption through December 31, 2021, 6,905,393 shares were reserved for issuance under the plan, and this amount was subsequently increased as follows:

|   | <b>Date of Reload</b> | <b>Common Shares Reserved</b> | <b>Par Value</b> |
|---|-----------------------|-------------------------------|------------------|
| 1 | March 2023            | 1,785,500                     | \$0.01 per share |
| 2 | February 2024         | 1,463,294                     | \$0.01 per share |
| 3 | March 2025            | 1,089,407                     | \$0.01 per share |

All other terms of the 2013 Equity Incentive Plan remained unchanged.

Under the terms of the 2013 Equity Incentive Plan, stock options and stock appreciation rights granted under the 2013 Equity Incentive Plan will have an exercise price equal to the fair market value of a common share on the date of grant, unless otherwise determined by the plan administrator, but in no event will the exercise price be less than the fair market value of a common share on the date of grant. Options and stock appreciation rights will be exercisable at times and under conditions as determined by the plan administrator, but in no event will they be exercisable later than ten years from the date of grant.

The plan administrator may grant shares of restricted stock and awards of restricted stock units subject to vesting, forfeiture and other terms and conditions as determined by the plan administrator. Following the vesting of a restricted stock unit, the award recipient will be paid an amount equal to the number of vested restricted stock units multiplied by the fair market value of a common share on the date of vesting, which payment may be paid in the form of cash or common shares or a combination of both, as determined by the plan administrator. The plan administrator may grant dividend equivalents with respect to grants of restricted stock units.

Adjustments may be made to outstanding awards in the event of a corporate transaction, change in capitalization or other extraordinary event. In the event of a “change in control” (as defined in the 2013 Equity Incentive Plan), unless otherwise provided by the plan administrator in an award agreement, awards then outstanding will become fully vested and exercisable in full.

Our Board of Directors may amend or terminate the 2013 Equity Incentive Plan and may amend outstanding awards, provided that no such amendment or termination may be made that would materially impair any rights, or materially increase any obligations, of a grantee under an outstanding award. Shareholder approval of plan amendments will be required under certain circumstances. Unless terminated earlier by our Board of Directors, the 2013 Equity Incentive Plan will expire ten years from the date the plan was adopted. In April 2023, our Board of Directors extended the term of 2013 Equity Incentive Plan to April 2033.

The following paragraphs summarize our grants of restricted stock during the years ended December 31, 2024, 2023, and 2022. The vesting periods of these grants are determined by the plan administrator and generally range from one to five years. Additionally, vesting of these grants is generally subject to a grantee's continued employment with the Company through the vesting date unless the grantee is terminated without cause or due to the grantee's death or disability.

During the year ended December 31, 2022, we issued an aggregate of 1,047,997 shares of restricted stock to certain of our employees, SSH employees, and independent directors for no cash consideration. The share price on the issuances dates was \$21.33 and \$26.11 per share, respectively. The vesting schedule for these restricted shares for employees and SSH employees is (i) one-third of the shares vest on September 3, 2024, (ii) one-third of the shares vest on September 2, 2025, and (iii) one-third of the shares vest on September 1, 2026. The vesting schedule for these restricted shares for independent directors is (i) one-third of the shares vested on December 1, 2022, (ii) one-third of the shares vest on December 1, 2023, and (iii) one-third of the shares vest on December 1, 2024.

During the year ended December 31, 2023, we issued an aggregate of 1,817,750 shares of restricted stock to certain of our employees, SSH employees, and independent directors for no cash consideration. The share price on the issuances dates was \$55.57 and \$55.89 per share, respectively. The vesting schedule for these restricted shares for employees and SSH employees is (i) one-third of the shares vest on September 2, 2025, (ii) one-third of the shares vest on September 1, 2026, and (iii) one-third of the shares vest on September 1, 2027. The vesting schedule for these restricted shares for independent directors is (i) one-third of the shares vest on April 1, 2024, (ii) one-third of the shares vest on December 2, 2024, and (iii) one-third of the shares vest on December 2, 2025.

During the year ended December 31, 2024, we issued an aggregate of 1,472,800 shares of restricted stock to certain of our employees, SSH employees, and independent directors for no cash consideration. The share price on the issuances dates was \$71.40, \$72.59, \$70.82 and \$47.40 per share. The vesting schedule for these restricted shares for employees and SSH employees is (i) one-third of the shares vest on September 1, 2026, (ii) one-third of the shares vest on September 1, 2027, and (iii) one-third of the shares vest on September 1, 2028. The vesting schedule for these restricted shares for independent directors is (i) one-third of the shares vest on April 7, 2025, (ii) one-third of the shares vest on December 2, 2025, and (iii) one-third of the shares vest on December 1, 2026.

### **Employment Agreements**

We have entered into employment agreements with the majority of our executive officers. These employment agreements remain in effect until terminated in accordance with their terms upon not less than between 24 months' and 36 months' prior written notice, depending on the terms of the employment agreement applicable to each executive. Pursuant to the terms of their respective employment agreements, our executives are prohibited from disclosing or unlawfully using any of our material confidential information.

Upon a change in control of us, the annual bonus provided under the employment agreement becomes a fixed bonus of between 150% and 250% of the executive's base salary, and the executive may receive an assurance bonus equal to the fixed bonus, depending on the terms of the employment agreement applicable to each executive.

Any such executive may be entitled to receive upon termination an assurance bonus equal to such fixed bonus and an immediate lump-sum payment in an amount equal to three times the sum of the executive's then current base salary and the assurance bonus, and he will continue to receive all salary, compensation payments and benefits, including additional bonus payments, otherwise due to him, to the extent permitted by applicable law, for the remaining balance of his then-existing employment period. If an executive's employment is terminated for cause or voluntarily by the employee, he shall not be entitled to any salary, benefits or reimbursements beyond those accrued through the date of his termination, unless he voluntarily terminated his employment in connection with certain conditions. Those conditions include a change in control combined with a significant geographic relocation of his office, a material diminution of his duties and responsibilities, and other conditions identified in the employment agreement.

### **C. Board Practices**

Our Board of Directors currently consists of eight directors, five of whom have been determined by our Board of Directors to be independent under the rules of the NYSE and the rules and regulations of the SEC. Our Board of Directors has an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee, each of which is comprised of certain of our independent directors, who are Mmes. Marianne Økland and Berit Ledel Henriksen, Messrs. Merrick Rayner, Niccolo Camerana and Ms. Sujata Parekh Kumar. The Audit Committee, among other things, reviews our external financial reporting, engages our external auditors and oversees our internal audit activities, procedures and the adequacy of our internal controls. In addition, provided that no member of the Audit Committee has a material interest in such transaction, the Audit Committee is responsible for reviewing transactions that we may enter into in the future with other members of the Scorpio group of companies that our board believes may present potential conflicts of interests. The Nominating and Corporate Governance Committee is responsible for recommending to the Board of Directors nominees for director appointments and directors for appointment to board committees and advising the board with regard to corporate governance practices. The Compensation Committee oversees our equity incentive plan and recommends director and senior employee compensation. Our shareholders may also nominate directors in accordance with procedures set forth in our bylaws.

### **Clawback Policy**

In December 2023, our Board of Directors adopted a policy regarding the recovery of erroneously awarded compensation ("Clawback Policy") in accordance with the applicable rules of NYSE and Section 10D and Rule 10D-1 of the Securities Exchange Act of 1934, as amended. In the event we are required to prepare an accounting restatement due to material noncompliance with any financial reporting requirements under U.S. securities laws or otherwise erroneous data or if we determine there has been a significant misconduct that causes material financial, operational or reputational harm, we shall be entitled to recover a portion or all of any incentive-based compensation, if any, provided to certain executives who, during a three-year period preceding the date on which an accounting restatement is required, received incentive compensation based on the erroneous financial data that exceeds the amount of incentive-based compensation the executive would have received based on the restatement.

Our Clawback Policy shall be administered by our Board of Directors and/or our Compensation Committee, and Compensation Committee has the authority, in accordance with the applicable laws, rules and regulations, to interpret and make determinations necessary for the administration of the Clawback Policy, and may forego recovery in certain instances, including if it determines that recovery would be impracticable. The full text of our Clawback Policy is included as Exhibit 97.1 to this Annual Report.

#### D. Employees

As of both December 31, 2024 and 2023, we had 24 shore-based employees. SSM and SCM were responsible for our commercial and technical management.

#### E. Share Ownership

The following table sets forth information regarding the share ownership of our common stock as of March 20, 2025 by our directors and executive officers, including the restricted shares issued to our executive officers and to our independent directors as well as distributions of dividends from Eneti Inc., a former related party, and shares purchased in the open market.

| Name                             | No. of Shares | % Owned <sup>(5)</sup> |
|----------------------------------|---------------|------------------------|
| Emanuele A. Lauro <sup>(1)</sup> | 845,228       | 1.69 %                 |
| Robert Bugbee <sup>(2)</sup>     | 794,904       | 1.59 %                 |
| Cameron Mackey <sup>(3)</sup>    | 726,110       | 1.45 %                 |
| Filippo Lauro <sup>(4)</sup>     | 640,644       | 1.28 %                 |

All other executive officers and directors individually

\*

\*

(1) Includes 683,104 unvested shares of restricted stock from the 2013 Equity Incentive Plan.

(2) Includes 683,104 unvested shares of restricted stock from the 2013 Equity Incentive Plan.

(3) Includes 478,204 unvested shares of restricted stock from the 2013 Equity Incentive Plan.

(4) Includes 360,516 unvested shares of restricted stock from the 2013 Equity Incentive Plan.

(5) Based on 49,916,542 common shares outstanding as of March 20, 2025.

\* The remaining executive officers and directors individually each own less than 1% of our outstanding shares of common stock.

#### F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation

Not applicable.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.

### A. Major shareholders.

The following table sets forth information regarding beneficial ownership of our common stock for owners of more than five percent of our common stock, of which we are aware as of March 20, 2025.

| Name                         | No. of Shares            | % Owned <sup>(6)</sup> |
|------------------------------|--------------------------|------------------------|
| Scorpio Holdings Limited     | 3,595,533 <sup>(1)</sup> | 7.2 %                  |
| Dimensional Fund Advisors LP | 3,512,074 <sup>(2)</sup> | 7.0 %                  |
| BlackRock, Inc.              | 2,792,822 <sup>(3)</sup> | 5.6 %                  |
| FMR LLC                      | 2,613,581 <sup>(4)</sup> | 5.2 %                  |
| Vanguard Group Inc.          | 2,511,285 <sup>(5)</sup> | 5.0 %                  |

<sup>(1)</sup> This information is derived from a Schedule 13D/A filed with the SEC on August 17, 2023 and other information made available to the Company. Scorpio Holdings Limited is a member of the Scorpio group of companies and is a related party. For more information see “--Our Relationship with the Scorpio Group of Companies and its Affiliates” below.

<sup>(2)</sup> Ownership as of December 31, 2024, per information derived from a Form 13F-HR filed with the SEC on February 13, 2025.

<sup>(3)</sup> Ownership as of December 31, 2024, per information derived from a Form 13F-HR filed with the SEC on February 7, 2025.

<sup>(4)</sup> Ownership as of December 31, 2024, per information derived from a Form 13F-HR filed with the SEC on February 13, 2025.

<sup>(5)</sup> Ownership as of December 31, 2024, per information derived from a Form 13F-HR filed with the SEC on February 11, 2025.

<sup>(6)</sup> Based on 49,916,542 common shares outstanding as of March 20, 2025.

As of March 19, 2025, we had 127 shareholders of record, 59 of which were located in the United States and held an aggregate of 49,729,755 shares of our common stock, representing 99.63% of our outstanding shares of common stock. However, one of the U.S. shareholders of record is Cede & Co., a nominee of The Depository Trust Company, which held 45,915,981 shares of our common stock, as of that date. Our major shareholders do not have voting rights that differ from the voting rights of our other shareholders.

### B. Related Party Transactions

#### Management of Our Fleet

##### *Commercial and Technical Management*

Our vessels are commercially managed by SCM and technically managed by SSM pursuant to the 2018 Revised Master Agreement, which may be terminated by either party upon 24 months' notice, unless terminated earlier in accordance with the provisions of the 2024 Revised Master Agreement. In the event of the sale of one or more vessels, a notice period of three months and a payment equal to three months of management fees will apply, provided that the termination does not amount to a change in control, including a sale of all or substantially all of our vessels, in which case a payment equal to 24 months of management fees will apply. SCM and SSM are related parties of ours. We expect that additional vessels that we may acquire in the future will also be managed under the 2024 Revised Master Agreement or on substantially similar terms.

##### *Master Agreement*

On November 15, 2016, we amended our master agreement, or the Master Agreement, with SCM and SSM under a deed of amendment (the “Amended and Restated Master Agreement”).

On February 22, 2018, we entered into definitive documentation to memorialize agreed amendments to the Amended and Restated Master Agreement under a deed of amendment, or the Amendment Agreement. The Amended and Restated Master Agreement as amended by the Amendment Agreement, or the 2018 Revised Master Agreement, was effective as from January 1, 2018.

Pursuant to the 2018 Revised Master Agreement, the fixed annual technical management fee was reduced from \$250,000 per vessel to \$175,000, and certain services previously provided as part of the fixed fee were itemized. The aggregate cost, including the costs that were itemized, for the services provided under the technical management agreement did not materially differ from the annual management fee charged prior to the amendment.

In 2024, certain terms of the 2018 Revised Master Agreement were amended and restated with an effective date of January 1, 2024. These new terms of the 2024 Revised Master Agreement are described below.

The independent members of our Board of Directors unanimously approved the 2024 Revised Master Agreement.

SCM's services include securing employment for our vessels in the spot market and on time charters. SCM also manages the Scorpio Pools. In 2023, when our vessels operated in the Scorpio Pools, SCM, the pool manager, charged fees of \$250 per vessel per day with respect to our LR2 vessels, and \$325 per vessel per day with respect to each of our Handymax and MR vessels, plus 1.50% commission on gross revenues per charter fixture. These were the same fees that SCM charges other vessels in these pools, including third-party owned vessels. For commercial management of our vessels that do not operate in any of the Scorpio Pools, in 2023, we paid SCM a fee of \$250 per vessel per day for each LR2 vessel and \$300 per vessel per day for each Handymax and MR vessel, plus 1.25% commission on gross revenues per charter fixture for LR2, Handymax and MR vessels.

In 2024, certain terms of the 2018 Revised Master Agreement were amended and restated with an effective date of January 1, 2024. Under the 2024 Revised Master Agreement, the flat fees payable per day charged by SCM were increased by \$35 per vessel per day. Under this agreement, commercial management fees on vessels that are not operating in any of the Scorpio Pools will be \$285 per vessel per day for each LR2 vessel and \$335 per vessel per day for each Handymax and MR vessel on the effective date of January 1, 2024. For vessels operating in one of the Scorpio Pools, SCM, the pool manager, increased its fees to \$285 per vessel per day with respect to our LR2 vessels and \$360 per vessel per day with respect to each of our Handymax and MR vessels effective July 1, 2024. Commissions on gross revenues per charter fixture remain unchanged.

SSM's services include day-to-day vessel operation, performing general maintenance, monitoring regulatory and classification society compliance, customer vetting procedures, supervising the maintenance and general efficiency of vessels, arranging the hiring of qualified officers and crew, arranging and supervising drydocking and repairs, purchasing supplies, spare parts and new equipment for vessels, appointing supervisors and technical consultants and providing technical support. Effective January 1, 2018, the fixed annual technical management fee was reduced from \$250,000 per vessel to \$175,000, and certain services previously provided as part of the fixed fee were itemized, as noted above. Effective January 1, 2024, the fixed annual technical management fee was increased to \$187,500 plus additional amounts for certain itemized services per vessel to provide technical management services for each of our owned vessels.

#### ***Amended Administrative Services Agreement***

We have an Amended Administrative Services Agreement with SSH, our Administrator, for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance, financial and information technology services. SSH also administers the payroll for certain of our employees. SSH is a related party to us. We reimburse SSH for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described above. The services provided to us by our Administrator may be sub-contracted to other entities within the Scorpio group of companies.

Further, pursuant to our Amended Administrative Services Agreement, our Administrator, on behalf of itself and other members of the Scorpio group of companies, has agreed that it will not directly own product or crude tankers ranging in size from 35,000 dwt to 200,000 dwt.



### ***Tanker pools***

To increase vessel utilization and thereby revenues, we participate in commercial pools with other shipowners of similar modern, well-maintained vessels. By operating a large number of vessels as an integrated transportation system, commercial pools offer customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools employ experienced commercial charterers and operators who have close working relationships with customers and brokers, while technical management is performed by each shipowner. The managers of the pools negotiate charters with customers primarily in the spot market but may also arrange time charter agreements. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and COAs, thus generating higher effective TCE revenues than otherwise might be obtainable in the spot market while providing a higher level of service offerings to customers. When we employ a vessel in the spot charter market, we generally place such vessel in a tanker pool managed by our commercial manager that pertains to that vessel's size class. The earnings allocated to vessels (charterhire expense for the pool) are aggregated and divided on the basis of a weighted scale, or Pool Points, which reflect comparative voyage results on hypothetical benchmark routes. The Pool Point system generally favors those vessels with greater cargo-carrying capacity and those with better fuel consumption. Pool Points are also awarded to vessels capable of carrying clean products and to vessels capable of trading in certain ice conditions. We currently participate in four pools: the Scorpio LR2 Pool, the Scorpio MR Pool, the Scorpio Handymax Tanker Pool and the Mercury Pool.

SCM is responsible for the commercial management of participating vessels in the pools, including the marketing, chartering, operating and bunker (fuel oil) purchases of the vessels. The Scorpio LR2 Pool is administered by Scorpio LR2 Pool Ltd., the Scorpio MR Pool is administered by Scorpio MR Pool Ltd., the Scorpio Handymax Tanker Pool is administered by Scorpio Handymax Tanker Pool Ltd and the Mercury Pool is administered by Mercury Pool Limited. Our founder, Chairman and Chief Executive Officer and Vice President are members of the Lolli-Ghetti family which owns a majority of the issued and outstanding stock of Scorpio LR2 Pool Ltd, Scorpio MR Pool Ltd., Scorpio Handymax Tanker Pool Ltd and Mercury Pool Limited (together, "the Pool Entities"). Taking into account the recommendations of a pool committee and a technical committee, each of which is comprised of representatives of each pool participant, the Pool Entities set the respective pool policies and issue directives to the pool participants and SCM. The pool participants remain responsible for all other costs including the financing, insurance, manning and technical management of their vessels. The earnings of all of the vessels are aggregated and divided according to the relative performance capabilities of the vessel and the actual earning days for which each vessel is available.

### ***Emission Services***

The EU Emissions Trading System (EU ETS), which came into effect on January 1, 2024, is a cap-and-trade system designed to limit greenhouse gas emissions from industries in the European Union. It sets a cap on the total amount of certain greenhouse gases that can be emitted by covered entities, and these entities are allocated or required to purchase permits (allowances) for their emissions. The system aims to incentivize emission reductions by allowing companies to trade allowances, creating a market-based approach to reducing emissions. In March 2024, we entered into an agreement with Geoserve Energy Transport DMCC ("Geoserve"), effective January 1, 2024, which is majority owned by the Lolli-Ghetti family, to serve as our emissions manager. Geoserve's services include, among others, emission data monitoring and correction for commercial and regulatory compliance and procurement of carbon credits from EU approved carbon traders. Under this agreement, we pay Geoserve emissions management fees of \$350 per vessel per month (plus \$150 per vessel per month for vessels time chartered-out) and a rate of 1.25% per carbon trade.

### ***Fuel Oil-Water Emulsion***

In May 2024, we entered into a licensing agreement with Fowe Eco Solutions Ltd. ("FOWE") whereby FOWE's fuel oil-water emulsion Cavitech systems will be installed across our entire fleet. Cavitech is FOWE's proprietary technical solution that enables cavitation treatment on various materials for instantaneous mixing, heat treatment, dispersion, and alteration of chemical bonds, the benefits of which include the elimination of unwanted sludge deposits, a cleaner, more efficient fuel burn and reduced nitrogen oxide emissions. Under the terms of the licensing agreement, we do not pay any upfront costs but pay FOWE 33% of realized savings. We began installing Cavitech devices on our vessels during 2024 and expect them to be installed on all of our vessels by the end of 2025. Scorpio Holdings Limited, a related party, owns a minority interest in FOWE.



## Our Relationship with the Scorpio Group of Companies and its Affiliates

The Scorpio group of companies are owned and controlled by the Lolli-Ghetti family, of which Messrs. Emanuele Lauro and Filippo Lauro are members. Annalisa Lolli-Ghetti is majority owner of the Scorpio group of companies (of which our administrator and commercial and technical managers are members) and beneficially owns approximately 7.2% of our common shares. We are not affiliated with any other entities in the shipping industry other than those that are members of the Scorpio group of companies.

In addition, Mr. Emanuele Lauro, Mr. Robert Bugbee and Mr. Cameron Mackey have an indirect minority equity interest in SSH, our administrator, and in SCM and SSM, our commercial manager and technical manager, respectively, all of which are members of the Scorpio group of companies.

For information regarding the details regarding our relationship with SCM, SSM and SSH, please see “– Management of our Fleet.”

Our Board of Directors consists of eight individuals, five of whom are independent directors. Three of the independent directors form the board’s Audit Committee and, pursuant to the Audit Committee charter, are required to review all potential conflicts of interest between us and related parties. Our three non-independent directors and certain of our executive officers serve in senior management positions in certain Scorpio group of companies.

## Transactions with Related Parties

Transactions with entities controlled by the Lolli-Ghetti family (herein referred to as related parties) in the consolidated statements of operations and balance sheet are as follows:

| <i>In thousands of U.S. dollars</i>     | For the year ended December 31, |            |            |
|-----------------------------------------|---------------------------------|------------|------------|
|                                         | 2024                            | 2023       | 2022       |
| Pool revenue <sup>(1)</sup>             |                                 |            |            |
| Scorpio MR Pool Limited                 | \$ 497,003                      | \$ 605,442 | \$ 639,743 |
| Scorpio LR2 Pool Limited                | 416,014                         | 405,244    | 456,002    |
| Scorpio Handymax Tanker Pool Limited    | 118,432                         | 135,481    | 79,636     |
| Mercury Pool Limited                    | 36,977                          | 9,077      | —          |
| Scorpio LR1 Pool Limited                | —                               | —          | 11,196     |
| Voyage revenue <sup>(2)</sup>           | 2,250                           | —          | 5,657      |
| Time charter-out revenue <sup>(3)</sup> | 20,226                          | 21,555     | 2,358      |
| Voyage expenses <sup>(4)</sup>          | (5,366)                         | (4,495)    | (9,194)    |
| Vessel operating costs <sup>(5)</sup>   | (34,826)                        | (33,061)   | (33,084)   |
| Administrative expenses <sup>(6)</sup>  | (19,371)                        | (15,450)   | (13,175)   |
| Purchases of bunkers <sup>(7)</sup>     | (3,132)                         | (4,784)    | (45,957)   |

(1) These transactions relate to revenue earned in the Scorpio Pools. The Scorpio Pools are related parties. From January 1, 2024 through June 30, 2024 and for the years ended December 31, 2023 and 2022, when our vessels were in the Scorpio Pools, SCM, the pool manager, charged fees of \$250 per vessel per day with respect to LR2 vessels, and \$325 per vessel per day with respect to both Handymax and MR vessels, plus a commission of 1.50% on gross revenue per charter fixture. Effective July 1, 2024, pursuant to the 2024 Revised Master Agreement, SCM increased its fees to \$285 per vessel per day with respect to our LR2 vessels and \$360 per vessel per day with respect to each of our Handymax and MR vessels. Commissions on gross revenues per charter fixture remain unchanged at 1.50% for vessels operating in any of the Scorpio Pools. These are the same fees that SCM charged other vessels in these pools, including third party owned vessels during these periods.

(2) These transactions relate to revenue earned in the spot market on voyages chartered through a chartering subsidiary of SSH, a related party, to the end customer.

(3) These transactions relate to revenue earned for certain vessels on time charter, which have been time chartered-out through a chartering subsidiary of SSH, a related party, to the end customer.

(4) Related party expenditures included within voyage expenses in the consolidated statements of operations consist of the following:

- Expenses due to SCM, a related party, for commissions related to the commercial management services provided by SCM under the commercial management agreement for vessels that are not in one of the Scorpio Pools. SCM's services include securing employment, in the spot market and on time charters, for our vessels. Pursuant to the 2024 Revised Master Agreement, effective January 1, 2024, when not in one of the Scorpio Pools, each vessel paid (i) flat fees of \$285 per vessel per day for each LR2 vessel and \$335 per vessel per day for each Handymax and MR vessel plus commissions on gross revenue per charter fixture of 1.25%. During the years ended December 31, 2023 and 2022, each vessel paid (i) flat fees of \$250 per vessel per day for each LR2 vessel and \$300 per vessel per day for each Handymax or MR vessel and (ii) commissions of 1.25% of their gross revenue per charter fixture for LR2, Handymax and MR vessels.
- Voyage expenses also consist of the following:
  - \$0.3 million, \$0.5 million and \$2.4 million charged by related party port agents during the years ended December 31, 2024, 2023, and 2022, respectively. SSH has a majority equity interest in port agents that provide supply and logistical services for vessels operating in their regions.
  - \$0.5 million charged by Geoserve Energy Transport DMC ("Geoserve") for emission management fees to comply with the EU Emissions Trading System of \$350 per vessel per month (plus \$150 per vessel per month for vessels that are time chartered-out) and a rate of 1.25% per carbon trade during the year ended December 31, 2024. The agreement with Geoserve is described below.
  - \$0.3 million charged by Fowe Eco Solutions Ltd. ("FOWE") for its portion of the realized fuel efficiency savings related to the fuel oil-water emulsion Cavitech systems under the licensing agreement during the year ended December 31, 2024, as described above. The agreement with FOWE is described below.

(5) Related party expenditures included within vessel operating costs in the consolidated statements of operations consist of the following:

- Technical management fees of \$28.1 million, \$28.3 million, and \$29.8 million charged by SSM, a related party, during the years ended December 31, 2024, 2023, and 2022, respectively. SSM's services include day-to-day vessel operations, performing general maintenance, monitoring regulatory and classification society compliance, customer vetting procedures, supervising the maintenance and general efficiency of vessels, arranging the hiring of qualified officers and crew, arranging and supervising drydocking and repairs, purchasing supplies, spare parts and new equipment for vessels, appointing supervisors and technical consultants, and providing technical support. SSM administers the payment of salaries to our crew on our behalf. The crew wages that were administered by SSM (and disbursed through related party subcontractors of SSM) were \$134.6 million, \$136.3 million, and \$141.2 million during the years ended December 31, 2024, 2023, and 2022, respectively. SSM's annual technical management fee is a fixed fee of \$187,500 per vessel during the year ended December 31, 2024 and \$175,000 per vessel during the years ended December 31, 2023 and 2022, plus certain itemized expenses pursuant to the technical management agreement.
- Vessel operating expenses of \$6.7 million, \$4.8 million, and \$3.3 million charged by a related party port agent during the years ended December 31, 2024, 2023, and 2022, respectively.

(6) We have an Amended Administrative Services Agreement with SSH, a related party, for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance, financial and information technology services. SSH also administers the payroll for certain of our employees. The services provided to us by SSH may be sub-contracted to other entities within Scorpio. The expenses incurred under this agreement were recorded in general and administrative expenses in the consolidated statement of operations and were as follows:

- The expense for the year ended December 31, 2024 of \$19.4 million included (i) administrative fees of \$9.9 million charged by SSH, (ii) restricted stock amortization of \$9.5 million, which relates to 803,334 shares of restricted stock that was issued in the current or in prior years to SSH employees for no cash consideration pursuant to the 2013 Equity Incentive Plan, and (iii) the reimbursement of expenses of \$1,659 to SCM.
- The expense for the year ended December 31, 2023 of \$15.5 million included (i) administrative fees of \$10.5 million charged by SSH, (ii) restricted stock amortization of \$5.0 million, which relates to 695,400 shares of restricted stock that was issued in the current or in prior years to SSH employees for no cash consideration pursuant to the 2013 Equity Incentive Plan, and (iii) the reimbursement of expenses of \$25,145 to SSH and \$26,653 to SCM.

- The expense for the year ended December 31, 2022 of \$13.2 million included (i) administrative fees of \$11.0 million charged by SSH, (ii) restricted stock amortization of \$2.0 million, which relates to the issuance of 493,300 shares of restricted stock that was issued in the current or in prior years to SSH employees for no cash consideration pursuant to the 2013 Equity Incentive Plan, and (iii) the reimbursement of expenses of \$81,762 to SSH and \$36,869 to SCM.

(7) These amounts represent bunkers purchased from a related party which, for vessels operating in the spot market, are initially recorded as part of inventory on the balance sheet prior to being consumed.

We had the following balances with related parties, which have been included in the consolidated balance sheets:

| <i>In thousands of U.S. dollars</i>                                                  | <b>As of December 31,</b> |             |
|--------------------------------------------------------------------------------------|---------------------------|-------------|
|                                                                                      | <b>2024</b>               | <b>2023</b> |
| <b>Assets:</b>                                                                       |                           |             |
| Prepaid expenses and accounts receivable (due from the Scorpio Pools) <sup>(1)</sup> | \$ 136,812                | \$ 201,340  |
| Prepaid expenses (SSM) <sup>(2)</sup>                                                | 5,375                     | 5,522       |
| Prepaid expenses and accounts receivable (SSH)                                       | 478                       | 10          |
| Prepaid expenses (related party port agent)                                          | 385                       | 2           |
| Prepaid expenses (SCM)                                                               | 26                        | 28          |
| Other assets (pool working capital contributions) <sup>(3)</sup>                     | 45,761                    | 51,411      |
| <b>Liabilities:</b>                                                                  |                           |             |
| Accounts payable and accrued expenses (owed to the Scorpio Pools) <sup>(4)</sup>     | 3,471                     | 626         |
| Accounts payable and accrued expenses (SSM)                                          | 3,277                     | 2,468       |
| Accounts payable and accrued expenses (related party port agents)                    | 2,399                     | 1,368       |
| Accounts payable and accrued expenses (related party bunker supplier)                | 579                       | 95          |
| Accounts payable and accrued expenses (SSH)                                          | 459                       | 284         |
| Accounts payable and accrued expenses (SCM)                                          | 265                       | 316         |
| Accrued expenses (FOWE)                                                              | 85                        | —           |
| Accounts payable (related party carbon emission manager)                             | 71                        | —           |

(1) Accounts receivable due from the Scorpio Pools relate to hire receivables for revenues earned and receivables from working capital contributions. Upon entrance into such pools, all vessels are required to make working capital contributions of both cash and bunkers. Additional working capital contributions can be made from time to time based on the operating needs of the pools. These amounts are accounted for and repaid as follows:

- For vessels in the Scorpio LR2 Pool, Scorpio MR Pool, Scorpio Handymax Tanker Pool and Mercury Pool, the initial contribution amount is repaid, without interest, upon a vessel's exit from the pool no later than six months after the exit date. Bunkers on board a vessel exiting the pool are credited against such repayment at the actual invoice price of the bunkers. For all owned or lease financed vessels we assume that these contributions will not be repaid within 12 months and are thus classified as non-current within other assets on the consolidated balance sheets.
- For time or bareboat chartered-in vessels we classify the initial contributions as current (within accounts receivable) or non-current (within other assets) according to the expiration of the contract. Any additional working capital contributions are repaid when sufficient net revenues become available to cover such amounts.

(2) Prepaid expenses from SSM primarily relate to advances made for vessel operating expenses (such as crew wages) that will either be reimbursed or applied against future costs.

(3) Represents the non-current portion of working capital receivables as described above.

(4) Accounts payable and accrued expenses owed to the Scorpio Pools relate to expenses incurred by the Scorpio Pools on behalf of certain of our vessels.

### Other Transactions

In August 2021, we acquired a minority interest in a portfolio of nine product tankers, which at the time consisted of five dual-fuel MR methanol tankers (built between 2016 and 2021) along with four ice class 1A LR1 product tankers (two were sold during the fourth quarter of 2021 and one was sold during the third quarter of 2024). An LR1 product tanker that is part of this joint venture is technically managed by SSM.

SSH also owns a non-controlling 7.5% interest in the buyer of one of the MR product tankers that was sold in July 2022 (*STI Benicia*).

Pursuant to the 2024 Revised Master Agreement with SCM and SSM, in the event of the sale of one or more vessels, a notice period of three months and a payment equal to three months of commercial and technical management fees would be due and payable upon the sales of these vessels.

During the year ended December 31, 2024, we sold 12 vessels consisting of 11 MRs and an LR2 product tanker (*STI Tribeca*, *STI Larvotto*, *STI Le Rocher*, *STI Manhattan*, *STI Beryl*, *STI Onyx*, *STI Garnet*, *STI Ruby*, *STI Topaz*, *STI San Antonio*, *STI Texas City* and *STI Lily*). Termination fees of \$1.8 million and \$1.0 million were paid to SCM and SSM, respectively, during the year ended December 31, 2024 as a result of these sales. Additionally, \$0.1 million and \$0.1 million to SCM and SSM, respectively, remained accrued (and have been recorded within Accounts Payables and Accrued Expenses) as of December 31, 2024.

During the year ended December 31, 2023, we sold two MR product tankers, *STI Amber* and *STI Ville*. Termination fees of \$0.2 million and \$0.1 million were paid to SCM and SSM, respectively, during the year ended December 31, 2023 as a result of these sales. Additionally, \$0.1 million and \$0.1 million were paid to SCM and SSM, respectively, in the first quarter of 2024 with respect to these sales.

During the years ended December 31, 2024 and 2023, we accrued \$1.8 million and \$2.0 million, respectively, to contribute to a provident fund dedicated to our seafarers. This fund is a defined contribution plan whereby we provide matching contributions pursuant to the terms and conditions set forth in the plan. Company matching contributions to the plan began during the year ended December 31, 2024, and we contributed \$0.2 million to this plan during this period. This plan is administered by SSM on behalf of our seafarers.

The EU Emissions Trading System (EU ETS), which came into effect on January 1, 2024, is a cap-and-trade system designed to limit greenhouse gas emissions from industries in the European Union. It sets a cap on the total amount of certain greenhouse gases that can be emitted by covered entities, and these entities are allocated or required to purchase permits (allowances) for their emissions. The system aims to incentivize emission reductions by allowing companies to trade allowances, creating a market-based approach to reducing emissions. In March 2024, we entered into an agreement with Geoserve, effective January 1, 2024, which is majority owned by the Lolli-Ghetti family, to serve as our emissions manager. Geoserve's services include, among others, emission data monitoring and correction for commercial and regulatory compliance and procurement of carbon credits from EU approved carbon traders. Under this agreement, we pay Geoserve emissions management fees of \$350 per vessel per month (plus \$150 per vessel per month for vessels time chartered-out) and a commission of 1.25% per carbon trade.

In May 2024, we entered into a licensing agreement with FOWE whereby FOWE's fuel oil-water emulsion Cavitech systems will be installed across our entire fleet. Cavitech is FOWE's proprietary technical solution that enables cavitation treatment on various materials for instantaneous mixing, heat treatment, dispersion, and alteration of chemical bonds, the benefits of which include the elimination of unwanted sludge deposits, a cleaner, more efficient fuel burn and reduced nitrogen oxide emissions. Under the terms of the licensing agreement, we do not pay any upfront costs but pay FOWE 33% of realized savings. We began installing Cavitech devices on our vessels during 2024 and expect them to be installed on all of our vessels by the end of 2025. Scorpio Holdings Limited, a related party, owns a minority interest in FOWE.

### C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### A. Consolidated Statements and Other Financial Information

See "Item 18. Financial Statements."

### Legal Proceedings

To our knowledge, we are not currently a party to any lawsuit that, if adversely determined, would have a material adverse effect on our financial position, results of operations or liquidity. As such, we do not believe that pending legal proceedings, taken as a whole, should have any significant impact on our financial statements. From time to time in the future we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury and property casualty claims. While we expect that these claims would be covered by our existing insurance policies, those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. We have not been involved in any legal proceedings which may have, or have had, a significant effect on our financial position, results of operations or liquidity, nor are we aware of any proceedings that are pending or threatened which may have a significant effect on our financial position, results of operations or liquidity.

### **Dividend Policy**

The declaration and payment of dividends is subject at all times to the discretion of our Board of Directors. The timing and amount of dividends, if any, depends on, among other things, our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our loan agreements and finance lease arrangements, the provisions of Marshall Islands law affecting the payment of dividends and other factors.

We are a holding company with no material assets other than the equity interests in our wholly-owned subsidiaries. As a result, our ability to pay dividends, if any, depends on our subsidiaries and their ability to distribute funds to us. Our credit facilities and lease financing arrangements have restrictions on our ability, and the ability of certain of our subsidiaries, to pay dividends in the event of a default or breach of covenants under the agreements. Under such circumstances, we or our subsidiaries may not be able to pay dividends so long as we are in default or have breached certain covenants of a credit facility or lease financing arrangement without our lender's consent or waiver of the default or breach. In addition, Marshall Islands law generally prohibits the payment of dividends (i) other than from surplus (retained earnings and the excess of consideration received for the sale of shares above the par value of the shares) or (ii) when a company is insolvent or (iii) if the payment of the dividend would render the company insolvent.

In addition, we may incur expenses or liabilities, including extraordinary expenses, decreases in revenues, including as a result of unanticipated off-hire days or loss of a vessel, or increased cash needs that could reduce or eliminate the amount of cash that we have available for distribution as dividends.

Any dividends paid by us will be income to a United States shareholder. Please see "Item 10. Additional Information - E. Taxation" for additional information relating to the United States federal income tax treatment of our dividend payments, if any are declared in the future.

For the years ended December 31, 2024, 2023, and 2022, we paid aggregate dividends to our shareholders in the amount of \$83.5 million, \$57.7 million and \$23.3 million, respectively. We have paid the following dividends per share in respect of the periods set forth below:

| Date Paid          | Dividends per Share |
|--------------------|---------------------|
| March 15, 2022     | \$0.10              |
| June 15, 2022      | \$0.10              |
| September 15, 2022 | \$0.10              |
| December 15, 2022  | \$0.10              |
| March 31, 2023     | \$0.20              |
| June 30, 2023      | \$0.25              |
| September 15, 2023 | \$0.25              |
| December 15, 2023  | \$0.35              |
| March 27, 2024     | \$0.40              |
| June 28, 2024      | \$0.40              |
| September 13, 2024 | \$0.40              |
| December 13, 2024  | \$0.40              |

### **B. Significant Changes**

There have been no significant changes since the date of the annual consolidated financial statements included in this report, other than as described in Note 23 - Subsequent Events to our consolidated financial statements included herein.

## **ITEM 9. OFFER AND THE LISTING**

### **A. Offer and Listing Details**

Please see “Item 9. Offer and Listing - C. Markets.”

### **B. Plan of Distribution**

Not applicable.

### **C. Markets**

Since our initial public offering, our shares of common stock have traded on the NYSE under the symbol “STNG.”

### **D. Selling Shareholders**

Not applicable.

### **E. Dilution**

Not applicable.

### **F. Expenses of the Issue**

Not applicable.

## **ITEM 10. ADDITIONAL INFORMATION**

### **A. Share Capital**

Not applicable.

### **B. Memorandum and Articles of Association**

Our amended and restated articles of incorporation have been filed as Exhibit 3.1 to Amendment No. 2 to our Registration Statement on Form F-1 (Registration No. 333-164940), filed with the SEC on March 18, 2010. Our amended and restated bylaws are filed as Exhibit 1.2 to our Annual Report on Form 20-F filed with the SEC on June 29, 2010. In June 2014, after receiving shareholder approval, we amended our amended and restated articles of incorporation to increase our authorized common stock to 400,000,000 from 250,000,000. This amendment to our amended and restated articles of incorporation is filed as Exhibit 3.1 to our Annual Report on Form 20-F filed with the SEC on March 31, 2015. In June 2018, after receiving shareholder approval, we amended our amended and restated articles of incorporation to increase our authorized common stock to 750,000,000 from 400,000,000. This amendment to our amended and restated articles of incorporation is filed as Exhibit 3.1 to the Form 6-K filed with the SEC on June 1, 2018. The share numbers in this paragraph have not been retroactively adjusted to reflect the below reverse stock split.

On January 18, 2019, we effected a one-for-ten reverse stock split. Our shareholders approved the reverse stock split including a change in authorized common shares at the special meeting of shareholders held on January 15, 2019. Pursuant to this reverse stock split, the total number of authorized common shares was reduced to 150,000,000 shares and common shares outstanding were reduced from 513,975,324 shares to 51,397,470 shares (which reflects adjustments for fractional share settlements). The par value was not adjusted as a result of the reverse stock split. The amended and restated articles of incorporation to effect the reverse stock split and change in authorized common shares from 750,000,000 to 150,000,000 is included as Exhibit 3.1 to the Form 6-K filed with the SEC on January 18, 2019. The information contained in these exhibits is incorporated by reference herein.

Below is a summary of the description of our capital stock, including the rights, preferences and restrictions attaching to each class of stock. Because the following is a summary, it does not contain all information that you may find useful. For more complete information, you should read our amended and restated articles of incorporation, as amended (the "Articles of Incorporation") and amended and restated bylaws (the "Bylaws"), which are incorporated by reference herein.

### **Purpose**

Our purpose, as stated in our Articles of Incorporation, is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the BCA. Our Articles of Incorporation and Bylaws do not impose any limitations on the ownership rights of our shareholders.

## **Authorized capitalization**

Under our Articles of Incorporation, we have authorized 175,000,000 registered shares, consisting of 150,000,000 common shares, par value \$0.01 per share, of which 49,916,542 shares were issued and outstanding as of March 20, 2025 and 25,000,000 preferred shares, par value \$0.01 per share, of which no shares are issued and outstanding.

## **Description of Common Shares**

Each outstanding common share entitles the holder to one vote on all matters submitted to a vote of shareholders. Subject to preferences that may be applicable to any outstanding preferred shares, holders of our common shares are entitled to receive ratably all dividends, if any, declared by our Board of Directors out of funds legally available for dividends. Upon our dissolution or liquidation or the sale of all or substantially all of our assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of our common shares are entitled to receive pro rata our remaining assets available for distribution. Holders of our common shares do not have conversion, redemption or pre-emptive rights to subscribe to any of our securities. The rights, preferences and privileges of holders of our common shares are subject to the rights of the holders of any preferred shares, which we may issue in the future.

## **Description of Preferred Shares**

Our Articles of Incorporation authorize our Board of Directors to establish one or more series of preferred stock and to determine, with respect to any series of preferred stock, the terms and rights of that series, including the designation of the series, the number of shares of the series, the preferences and relative, participating, option or other special rights, if any, and any qualifications, limitations or restrictions of such series, and the voting rights, if any, of the holders of the series.

## **Directors**

Our directors are elected by a plurality of the votes cast by shareholders entitled to vote. There is no provision for cumulative voting.

Our Articles of Incorporation require our Board of Directors to consist of at least one member. Our Board of Directors consists of eight members. Our Bylaws may be amended by the vote of a majority of our entire Board of Directors.

Directors are elected annually on a staggered basis, and each shall serve for a three-year term and until his or her successor shall have been duly elected and qualified, except in the event of his or her death, resignation, removal, or the earlier termination of his or her term of office. Our Board of Directors, as advised by our Compensation Committee, has the authority to fix the amounts which shall be payable to the members of the Board of Directors for attendance at any meeting or for services rendered to us.

Under our Bylaws, no contract or transaction between us and one or more of our Directors or officers, or any other corporation, partnership, association or other organization in which one or more of our Directors or officers are directors or officers, or have a financial interest, shall be void solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, or, if the votes of the disinterested Directors are insufficient to constitute an act of the Board of Directors as defined in Section 55 of the BCA, by unanimous vote of the disinterested Directors; or (ii) the material facts as to his or her relationship or interest and as to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the shareholders. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

## **Shareholder Meetings**

Under our Bylaws, annual meetings of shareholders will be held at a time and place selected by our Board of Directors. The meetings may be held in or outside of the Republic of the Marshall Islands. Special meetings may be called at any time by a majority of our Board of Directors, the chairman of our Board of Directors or an officer of the Company who is also a director. Our Board of Directors may set a record date between 15 and 60 days before the date of any meeting to determine the shareholders that will be eligible to receive notice and vote at the meeting. One or more shareholders representing at least one-third of the total voting rights of our total issued and outstanding shares present in person or by proxy at a shareholder meeting shall constitute a quorum for the purposes of the meeting.

## **Dissenters' Rights of Appraisal and Payment**



Under the BCA, our shareholders have the right to dissent from various corporate actions and receive payment of the fair market value of their shares. In the event of any further amendment of our Articles of Incorporation, a shareholder also has the right to dissent and receive payment for his or her shares if the amendment alters certain rights in respect of those shares. The dissenting shareholder must follow the procedures set forth in the BCA to receive payment. In the event that we and any dissenting shareholder fail to agree on a price for the shares, the BCA procedures involve, among other things, the institution of proceedings in the high court of the Republic of the Marshall Islands or in any appropriate court in any jurisdiction in which our shares are primarily traded on a local or national securities exchange.

#### **Shareholders' Derivative Actions**

Under the BCA, any of our shareholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the shareholder bringing the action is a holder of common shares both at the time the derivative action is commenced and at the time of the transaction to which the action relates.

#### **Limitations on Liability and Indemnification of Officers and Directors**

The BCA authorizes corporations to limit or eliminate the personal liability of directors to corporations and their shareholders for monetary damages for certain breaches of directors' fiduciary duties. Our Bylaws include a provision that eliminates the personal liability of directors for actions taken as a director to the fullest extent permitted by law.

Our Bylaws provide that we must indemnify our directors and officers to the fullest extent authorized by law. We are also expressly authorized to advance certain expenses (including attorney's fees and disbursements and court costs) to our directors and officers and carry directors' and officers' insurance providing indemnification for our directors, officers and certain employees for some liabilities. We believe that these indemnification provisions and this insurance are useful to attract and retain qualified directors and executive officers.

The limitation of liability and indemnification provisions in our Bylaws may discourage shareholders from bringing a lawsuit against directors for breach of their fiduciary duties. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our shareholders. In addition, shareholders' investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been informed that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

There is currently no pending material litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought.

#### **Anti-Takeover Effect of Certain Provisions of our Amended and Restated Articles of Incorporation and Amended and Restated Bylaws**

Several provisions of our Articles of Incorporation and Bylaws, which are summarized below, may have anti-takeover effects. These provisions are intended to avoid costly takeover battles, lessen our vulnerability to a hostile change of control and enhance the ability of our Board of Directors to maximize shareholder value in connection with any unsolicited offer to acquire us. However, these anti-takeover provisions, which are summarized below, could also discourage, delay or prevent (i) the merger or acquisition of us by means of a tender offer, a proxy contest or otherwise that a shareholder may consider in its best interest and (ii) the removal of incumbent officers and directors.

#### **Blank Check Preferred Stock**

Under the terms of our Articles of Incorporation, our Board of Directors has authority, without any further vote or action by our shareholders, to issue up to 25 million shares of blank check preferred stock. Our Board of Directors may issue preferred shares on terms calculated to discourage, delay or prevent a change of control of us or the removal of our management.

#### **Election and Removal of Directors**

Our Articles of Incorporation prohibit cumulative voting in the election of directors. Our Bylaws require parties other than the Board of Directors to give advance written notice of nominations for the election of directors. Our Articles of Incorporation also provide that our directors may be removed for cause upon the affirmative vote of not less than two-thirds of the outstanding shares of our capital stock entitled to vote for those directors. These provisions may discourage, delay or prevent the removal of incumbent officers and directors.

#### **Limited Actions by Shareholders**



Our Articles of Incorporation and our Bylaws provide that any action required or permitted to be taken by our shareholders must be effected at an annual or special meeting of shareholders or by the unanimous written consent of our shareholders. Our Bylaws provide that, unless otherwise prescribed by law, only a majority of our Board of Directors, the chairman of our Board of Directors or an officer of the Company who is also a director may call special meetings of our shareholders and the business transacted at the special meeting is limited to the purposes stated in the notice. Accordingly, a shareholder may be prevented from calling a special meeting for shareholder consideration of a proposal over the opposition of our Board of Directors and shareholder consideration of a proposal may be delayed until the next annual meeting.

#### **Advance notice requirements for shareholder proposals and director nominations**

Our Bylaws provide that shareholders seeking to nominate candidates for election as directors or to bring business before an annual meeting of shareholders must provide timely notice of their proposal in writing to the corporate secretary. Generally, to be timely, a shareholder's notice must be received at our principal executive offices not less than 150 days nor more than 180 days prior to the one-year anniversary of the immediately preceding annual meeting of shareholders. Our Bylaws also specify requirements as to the form and content of a shareholder's notice. These provisions may impede shareholders' ability to bring matters before an annual meeting of shareholders or make nominations for directors at an annual meeting of shareholders.

#### **Classified Board of Directors**

As described above, our Articles of Incorporation provide for the division of our Board of Directors into three classes of directors, with each class as nearly equal in number as possible, serving staggered three-year terms. Accordingly, approximately one-third of our Board of Directors will be elected each year. This classified board provision could discourage a third party from making a tender offer for our shares or attempting to obtain control of us. It could also delay shareholders who do not agree with the policies of our Board of Directors from removing a majority of our Board of Directors for two years.

#### **Business Combinations**

Although the BCA does not contain specific provisions regarding "business combinations" between companies organized under the laws of the Marshall Islands and "interested shareholders," we have included these provisions in our Articles of Incorporation. Specifically, our Articles of Incorporation prohibit us from engaging in a "business combination" with certain persons for three years following the date the person becomes an interested shareholder. Interested shareholders generally include:

- any person who is the beneficial owner of 15% or more of our outstanding voting stock; or
- any person who is our affiliate or associate and who held 15% or more of our outstanding voting stock at any time within three years before the date on which the person's status as an interested shareholder is determined, and the affiliates and associates of such person.

Subject to certain exceptions, a business combination includes, among other things:

- certain mergers or consolidations of us or any direct or indirect majority-owned subsidiary of ours;
- any sale, lease, exchange, mortgage, pledge, transfer or other disposition of our assets or of any subsidiary of ours having an aggregate fair market value equal to 10% or more of either the aggregate fair market value of all of our assets, determined on a combined basis, or the aggregate value of all of our outstanding stock;
- certain transactions that result in the issuance or transfer by us of any stock of ours to the interested shareholder;
- any transaction involving us or any of our subsidiaries that has the effect of increasing the proportionate share of any class or series of stock, or securities convertible into any class or series of stock, of ours or any such subsidiary that is owned directly or indirectly by the interested shareholder or any affiliate or associate of the interested shareholder; and
- any receipt by the interested shareholder of the benefit directly or indirectly (except proportionately as a shareholder) of any loans, advances, guarantees, pledges or other financial benefits provided by or through us.

These provisions of our Articles of Incorporation do not apply to a business combination if:

- before a person became an interested shareholder, our Board of Directors approved either the business combination or the transaction in which the shareholder became an interested shareholder;
- upon consummation of the transaction which resulted in the shareholder becoming an interested shareholder, the interested shareholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, other than certain excluded shares;

- at or following the transaction in which the person became an interested shareholder, the business combination is approved by our Board of Directors and authorized at an annual or special meeting of shareholders, and not by written consent, by the affirmative vote of the holders of at least two-thirds of our outstanding voting stock that is not owned by the interested shareholder;
- the shareholder was or became an interested shareholder prior to the closing of our initial public offering in 2010;
- a shareholder became an interested shareholder inadvertently and (i) as soon as practicable divested itself of ownership of sufficient shares so that the shareholder ceased to be an interested shareholder; and (ii) would not, at any time within the three-year period immediately prior to a business combination between us and such shareholder, have been an interested shareholder but for the inadvertent acquisition of ownership; or
- the business combination is proposed prior to the consummation or abandonment of and subsequent to the earlier of the public announcement or the notice required under our Articles of Incorporation which (i) constitutes one of the transactions described in the following sentence; (ii) is with or by a person who either was not an interested shareholder during the previous three years or who became an interested shareholder with the approval of the board; and (iii) is approved or not opposed by a majority of the members of the Board of Directors then in office (but not less than one) who were directors prior to any person becoming an interested shareholder during the previous three years or were recommended for election or elected to succeed such directors by a majority of such directors. The proposed transactions referred to in the preceding sentence are limited to:
  - (i) a merger or consolidation of us (except for a merger in respect of which, pursuant to the BCA, no vote of our shareholders is required);
  - (ii) a sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), whether as part of a dissolution or otherwise, of assets of us or of any direct or indirect majority-owned subsidiary of ours (other than to any direct or indirect wholly-owned subsidiary or to us) having an aggregate fair market value equal to 50% or more of either the aggregate fair market value of all of our assets determined on a consolidated basis or the aggregate fair market value of all the outstanding shares; or
  - (iii) a proposed tender or exchange offer for 50% or more of our outstanding voting stock.

#### **Registrar and Transfer Agent**

The registrar and transfer agent for our common shares is Computershare Trust Company, N.A.

#### **Listing**

Our common shares are listed on the NYSE under the symbol “STNG.”

#### **C. Material Contracts**

We refer you “Item 6. Directors, Senior Management and Employees-B. Compensation-2013 Equity Incentive Plan” and “Item 7. Major Shareholders and Related Party Transactions-B. Related Party Transactions” for a discussion of the contracts that we consider to be both material and outside the ordinary course of business during the two-year period immediately preceding the date of this annual report. Certain of these material agreements that are to be performed in whole or in part at or after the date of this annual report are attached as exhibits to this annual report.

Other than as set forth above, there were no material contracts, other than contracts entered into in the ordinary course of business, to which we were a party during the two-year period immediately preceding the date of this annual report.

#### **D. Exchange Controls**

Under Marshall Islands law, there are currently no restrictions on the export or import of capital, including foreign exchange controls or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our common shares.

## E. Taxation

### United States Federal Income Tax Considerations

In the opinion of Seward & Kissel LLP, the following are the material United States federal income tax consequences to us of our activities and to United States Holders and Non-United States Holders, each as defined below, of the ownership of common shares. The following discussion of United States federal income tax matters is based on the Code, judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the United States Department of the Treasury, or the Treasury Regulations, all of which are subject to change, possibly with retroactive effect. The discussion below is based, in part, on the description of our business in this Report and assumes that we conduct our business as described herein. References in the following discussion to the “Company,” “we,” “our” and “us” are to Scorpio Tankers Inc. and its subsidiaries on a consolidated basis.

#### *United States Federal Income Taxation of Operating Income: In General*

We earn and anticipate that we will continue to earn substantially all our income from the hiring or leasing of vessels for use on a time charter basis, from participation in a pool or from the performance of services directly related to those uses, all of which we refer to as Shipping Income.

Unless exempt from United States federal income taxation under the rules of Section 883 of the Code, or Section 883, as discussed below, a foreign corporation such as us will be subject to United States federal income taxation on its Shipping Income that is treated as derived from sources within the United States, which we refer to as “United States Source Shipping Income.” For United States federal income tax purposes, “United States Source Shipping Income” includes 50% of shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States.

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

Shipping Income attributable to transportation exclusively between United States ports is considered to be 100% derived from United States sources. However, we are not permitted by United States law to engage in the transportation of cargoes that produces 100% United States Source Shipping Income.

Unless exempt from tax under Section 883, our gross United States Source Shipping Income would be subject to a 4% tax imposed without allowance for deductions, as described more fully below.

#### *Exemption of Operating Income from United States Federal Income Taxation*

Under Section 883 and the Treasury Regulations thereunder, a foreign corporation will be exempt from United States federal income taxation on its United States Source Shipping Income if:

(1) it is organized in a “qualified foreign country,” which is one that grants an “equivalent exemption” from tax to corporations organized in the United States in respect of each category of shipping income for which exemption is being claimed under Section 883; and

(2) one of the following tests is met:

(A) more than 50% of the value of its shares is beneficially owned, directly or indirectly, by “qualified shareholders,” which as defined includes individuals who are “residents” of a qualified foreign country, which we refer to as the “50% Ownership Test”; or

(B) its shares are “primarily and regularly traded on an established securities market” in a qualified foreign country or in the United States, to which we refer as the “Publicly-Traded Test”.

The Republic of the Marshall Islands, the jurisdiction where we and our ship-owning subsidiaries are incorporated, has been officially recognized by the IRS as a qualified foreign country that grants the requisite “equivalent exemption” from tax in respect of each category of shipping income we earn and currently expect to earn in the future. Therefore, we will be exempt from United States federal income taxation with respect to our United States Source Shipping Income if we satisfy either the 50% Ownership Test or the Publicly-Traded Test.

For our 2024 taxable tax year, we intend to take the position that we satisfy the Publicly-Traded Test and we anticipate that we will continue to satisfy the Publicly-Traded Test for future taxable years. However, as discussed below, this is a factual determination made on an annual basis. We do not currently anticipate a circumstance under which we would be able to satisfy the 50% Ownership Test.

### ***Publicly-Traded Test***

The Treasury Regulations under Section 883 provide, in pertinent part, that shares of a foreign corporation will be considered to be “primarily traded” on an established securities market in a country if the number of shares of each class of stock that are traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that are traded during that year on established securities markets in any other single country. Our common shares, which constitute our sole class of issued and outstanding stock, are “primarily traded” on the NYSE.

Under the Treasury Regulations, our common shares will be considered to be “regularly traded” on an established securities market if one or more classes of our stock representing more than 50% of our outstanding stock, by both total combined voting power of all classes of stock entitled to vote and total value, are listed on such market, to which we refer as the “Listing Threshold.” Since our common shares are listed on the NYSE, we expect to satisfy the Listing Threshold.

It is further required that with respect to each class of stock relied upon to meet the Listing Threshold, (i) such class of stock is traded on the market, other than in minimal quantities, on at least 60 days during the taxable year or one-sixth of the days in a short taxable year, or the “Trading Frequency Test”; and (ii) the aggregate number of shares of such class of stock traded on such market during the taxable year is at least 10% of the average number of shares of such class of stock outstanding during such year or as appropriately adjusted in the case of a short taxable year, or the “Trading Volume Test.” We currently satisfy and anticipate that we will continue to satisfy the Trading Frequency Test and Trading Volume Test. Even if this were not the case, the Treasury Regulations provide that the Trading Frequency Test and Trading Volume Test will be deemed satisfied if, as is the case with our common shares, such class of stock is traded on an established securities market in the United States and such class of stock is regularly quoted by dealers making a market in such stock.

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

For purposes of being able to determine the persons who actually or constructively own 5% or more of the vote and value of our common shares, or “5% Shareholders,” the Treasury Regulations permit us to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the SEC as owning 5% or more of our common shares. The Treasury Regulations further provide that an investment company which is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% Shareholder for such purposes.

In the event the 5% Override Rule is triggered, the Treasury Regulations provide that the 5% Override Rule will nevertheless not apply if we can establish that within the group of 5% Shareholders, there are sufficient qualified shareholders for purposes of Section 883 to preclude non-qualified shareholders in such group from owning 50% or more of our common shares for more than half the number of days during the taxable year. In order to benefit from this exception to the 5% Override Rule, we must satisfy certain substantiation requirements in regard to the identity of our 5% Shareholders.

We believe that we currently satisfy the Publicly-Traded Test and intend to take this position on our United States federal income tax return for the 2024 taxable year. However, there are factual circumstances beyond our control that could cause us to lose the benefit of the Section 883 exemption. For example, if we trigger the 5% Override Rule for any future taxable year, there is no assurance that we will have sufficient qualified 5% Shareholders to preclude nonqualified 5% Shareholders from owning 50% or more of our common shares for more than half the number of days during such taxable year, or that we will be able to satisfy the substantiation requirements in regards to our 5% Shareholders.

### ***United States Federal Income Taxation in Absence of Section 883 Exemption***

If the benefits of Section 883 are unavailable, our United States source shipping income would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions, which we refer to as the “4% Gross Basis Tax Regime,” to the extent that such income is not considered to be “effectively connected” with the conduct of a United States trade or business, as described below. Since under the sourcing rules described above, no more than 50% of our shipping income would be treated as being United States source shipping income, the maximum effective rate of United States federal income tax on our shipping income would never exceed 2% under the 4% Gross Basis Tax Regime.

To the extent our United States source shipping income is considered to be “effectively connected” with the conduct of a United States trade or business, as described below, any such “effectively connected” United States source shipping income, net of applicable deductions, would be subject to United States federal income tax, currently imposed at a rate of 21%. In addition, we would generally be subject to the 30% “branch profits” tax on earnings effectively connected with the conduct of such trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of our United States trade or business.

Our United States Source Shipping Income would be considered “effectively connected” with the conduct of a United States trade or business only if:

- we have, or are considered to have, a fixed place of business in the United States involved in the earning of United States Source Shipping Income; and
- substantially all of our United States Source Shipping Income is attributable to regularly scheduled transportation, such as the operation of a vessel that follows a published schedule with repeated sailings at regular intervals between the same points for voyages that begin or end in the United States.

We do not currently have, intend to have, or permit circumstances that would result in having, any vessel sailing to or from the United States on a regularly scheduled basis. Based on the foregoing and on the expected mode of our shipping operations and other activities, it is anticipated that none of our United States source shipping income will be “effectively connected” with the conduct of a United States trade or business.

#### ***United States Federal Income Taxation of Gain on Sale of Vessels***

If we qualify for exemption from tax under Section 883 in respect of the shipping income derived from the international operation of our vessels, then a gain from the sale of any such vessel should likewise be exempt from United States federal income tax under Section 883. If, however, our shipping income from such vessels does not for whatever reason qualify for exemption under Section 883, then any gain on the sale of a vessel will be subject to United States federal income tax if such sale occurs in the United States. To the extent possible, we intend to structure the sales of our vessels so that the gain therefrom is not subject to United States federal income tax. However, there is no assurance we will be able to do so.

#### ***United States Federal Income Taxation of United States Holders***

The following is a discussion of the material United States federal income tax considerations relevant to an investment decision by a United States Holder, as defined below, with respect to our common shares. This discussion does not purport to deal with the tax consequences of owning common shares to all categories of investors, some of which may be subject to special rules. This discussion only addresses considerations relevant to those United States Holders who hold the common shares as capital assets, that is, generally for investment purposes. You are encouraged to consult your own tax advisors concerning the overall tax consequences arising in your own particular situation under United States federal, state, local or foreign law of the ownership of common shares.

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

If a partnership holds our common shares, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding common shares, you are encouraged to consult your tax advisor.

### ***Distributions***

Subject to the discussion of passive foreign investment companies below, any distributions made by us with respect to our common shares to a United States Holder will generally constitute dividends to the extent of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Distributions in excess of such earnings and profits will be treated first as a nontaxable return of capital to the extent of the United States Holder's tax basis in his common shares on a dollar-for-dollar basis and thereafter as capital gain. Because we are not a United States corporation, United States Holders that are corporations will generally not be entitled to claim a dividends received deduction with respect to any distributions they receive from us. Dividends paid with respect to our common shares will generally be treated as "passive category income" for purposes of computing allowable foreign tax credits for United States foreign tax credit purposes.

Dividends paid on our common shares to a United States Holder who is an individual, trust or estate, or a United States Non-Corporate Holder, will generally be treated as "qualified dividend income" that is taxable to such United States Non-Corporate Holder at preferential tax rates provided that (1) the common shares are readily tradable on an established securities market in the United States (such as the NYSE, on which our common shares are traded); (2) we are not a passive foreign investment company for the taxable year during which the dividend is paid or the immediately preceding taxable year (which, as discussed below, we believe we have not been, we believe we are not and do not anticipate being in the future); (3) the United States Non-Corporate Holder has owned the common shares for more than 60 days in the 121-day period beginning 60 days before the date on which the common shares become ex-dividend; and (4) the United States Non-Corporate Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property. Any distributions out of earnings and profits we pay which are not eligible for these preferential rates will be taxed as ordinary income to a United States Non-Corporate Holder.

Special rules may apply to any "extraordinary dividend"—generally, a dividend in an amount which is equal to or in excess of 10% of a shareholder's adjusted tax basis (or fair market value in certain circumstances) or dividends received within a one-year period that, in the aggregate, equal or exceed 20% of a shareholder's adjusted tax basis (or fair market value upon the shareholder's election) in his common shares—paid by us. If we pay an "extraordinary dividend" on our common shares that is treated as "qualified dividend income," then any loss derived by a United States Non-Corporate Holder from the sale or exchange of such common shares will be treated as long-term capital loss to the extent of such dividend.

### ***Sale, Exchange or Other Disposition of Common Shares***

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

### ***Passive Foreign Investment Company Status and Significant Tax Consequences***

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

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

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

Based on our current operations and future projections, we do not believe that we have been, are, nor do we expect to become, a PFIC with respect to any taxable year. Although there is no legal authority directly on point, our belief is based principally on the position that, for purposes of determining whether we are a PFIC, the gross income we derive or are deemed to derive from the time chartering and voyage chartering activities of our wholly-owned subsidiaries should constitute services income, rather than rental income. Accordingly, such income should not constitute passive income, and the assets that we own and operate in connection with the production of such income, in particular, the vessels, should not constitute assets that produce or are held for the production of passive income for purposes of determining whether we are a PFIC. Therefore, based on our current operations and future projections, we should not be treated as a PFIC with respect to any taxable year. There is substantial legal authority supporting this position, consisting of case law and IRS pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, there is also authority that characterizes time charter income as rental income rather than services income for other tax purposes. It should be noted that in the absence of any legal authority specifically relating to the statutory provisions governing PFICs, the IRS or a court could disagree with our position. Furthermore, although we intend to conduct our affairs in a manner to avoid being classified as a PFIC with respect to any taxable year, we cannot assure you that the nature of our operations will not change in the future.

As discussed more fully below, if we were to be treated as a PFIC for any taxable year, a United States Holder would be subject to different United States federal income taxation rules depending on whether the United States Holder makes an election to treat us as a “Qualified Electing Fund,” which election we refer to as a “QEF election.” As an alternative to making a QEF election, a United States Holder should be able to make a “mark-to-market” election with respect to our common shares, as discussed below. In addition, if we were to be treated as a PFIC for any taxable year, a United States Holder will generally be required to file an annual report with the IRS for that year with respect to such Holder’s common shares.

#### ***Taxation of United States Holders Making a Timely QEF Election***

If a United States Holder makes a timely QEF election, which United States Holder we refer to as an Electing Holder, the Electing Holder must report for United States federal income tax purposes his pro rata share of our ordinary earnings and net capital gain, if any, for each of our taxable years during which we are a PFIC that ends with or within the taxable year of the Electing Holder, regardless of whether distributions were received from us by the Electing Holder. No portion of any such inclusions of ordinary earnings will be treated as “qualified dividend income.” Net capital gain inclusions of United States Non-Corporate Holders would be eligible for preferential capital gain tax rates. The Electing Holder’s adjusted tax basis in the common shares will be increased to reflect taxed but undistributed earnings and profits. Distributions of earnings and profits that had been previously taxed will result in a corresponding reduction in the adjusted tax basis in the common shares and will not be taxed again once distributed. An Electing Holder would not, however, be entitled to a deduction for its pro rata share of any losses that we incur with respect to any taxable year. An Electing Holder would generally recognize capital gain or loss on the sale, exchange or other disposition of our common shares. A United States Holder would make a timely QEF election for our shares by filing one copy of IRS Form 8621 with his United States federal income tax return for the first year in which he held such shares when we were a PFIC. If we were to be treated as a PFIC for any taxable year, we would provide each United States Holder with all necessary information in order to make the QEF election described above.

#### ***Taxation of United States Holders Making a “Mark-to-Market” Election***

Alternatively, if we were to be treated as a PFIC for any taxable year and, as we anticipate will be the case, our common shares are treated as “marketable stock,” a United States Holder would be allowed to make a “mark-to-market” election with respect to our common shares, provided the United States Holder completes and files IRS Form 8621 in accordance with the relevant instructions and related Treasury Regulations. If that election is made, the United States Holder generally would include as ordinary income in each taxable year the excess, if any, of the fair market value of the common shares at the end of the taxable year over such Holder’s adjusted tax basis in the common shares. The United States Holder would also be permitted an ordinary loss in respect of the excess, if any, of the United States Holder’s adjusted tax basis in the common shares over its fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A United States Holder’s tax basis in his common shares would be adjusted to reflect any such income or loss amount. Gain realized on the sale, exchange or other disposition of our common shares would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common shares would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by the United States Holder.



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

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

- the excess distribution or gain would be allocated ratably over the Non-Electing Holder’s aggregate holding period for the common shares;
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a PFIC, would be taxed as ordinary income and would not be “qualified dividend income”; and
- the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed tax deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

### ***United States Federal Income Taxation of Non-United States Holders***

A beneficial owner of common shares (other than a partnership) that is not a United States Holder is referred to herein as a Non-United States Holder.

If a partnership holds common shares, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding common shares, you are encouraged to consult your tax advisor.

#### ***Dividends on Common Stock***

A Non-United States Holder generally will not be subject to United States federal income tax or withholding tax on dividends received from us with respect to his common shares, unless that income is effectively connected with the Non-United States Holder’s conduct of a trade or business in the United States. If the Non-United States Holder is entitled to the benefits of a United States income tax treaty with respect to those dividends, that income is subject to United States federal income tax only if it is attributable to a permanent establishment maintained by the Non-United States Holder in the United States.

#### ***Sale, Exchange or Other Disposition of Common Shares***

Non-United States Holders generally will not be subject to United States federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common shares, unless:

- the gain is effectively connected with the Non-United States Holder’s conduct of a trade or business in the United States (and, if the Non-United States Holder is entitled to the benefits of a United States income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by the Non-United States Holder in the United States); or
- the Non-United States Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

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

#### ***Backup Withholding and Information Reporting***

In general, dividend payments, or other taxable distributions, made within the United States to you will be subject to information reporting requirements if you are a non-corporate United States Holder. Such payments or distributions may also be subject to backup withholding if you are a non-corporate United States Holder and you:

- fail to provide an accurate taxpayer identification number;
- are notified by the IRS that you have failed to report all interest or dividends required to be shown on your United States federal income tax returns; or

- in certain circumstances, fail to comply with applicable certification requirements.

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

If you are a Non-United States Holder and you sell your common shares to or through a United States office of a broker, the payment of the proceeds is subject to both United States backup withholding and information reporting unless you certify that you are a non-United States person, under penalties of perjury, or you otherwise establish an exemption. If you sell your common shares through a non-United States office of a non-United States broker and the sales proceeds are paid to you outside the United States, then information reporting and backup withholding generally will not apply to that payment. However, United States information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made to you outside the United States, if you sell your common shares through a non-United States office of a broker that is a United States person or has some other contacts with the United States. Such information reporting requirements will not apply, however, if the broker has documentary evidence in its records that you are a non-United States person and certain other conditions are met, or you otherwise establish an exemption.

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

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

### **Changes in Global Tax Laws**

Long-standing international tax initiatives that determine each country’s jurisdiction to tax cross-border international trade and profits are evolving as a result of, among other things, initiatives such as the Anti-Tax Avoidance Directives, as well as the Base Erosion and Profit Shifting reporting requirements, mandated and/or recommended by the EU, G8, G20 and Organization for Economic Cooperation and Development, including the imposition of a minimum global effective tax rate for multinational businesses regardless of the jurisdiction of operation and where profits are generated (Pillar Two). As these and other tax laws and related regulations change (including changes in the interpretation, approach and guidance of tax authorities), our financial results could be materially impacted. Given the unpredictability of these possible changes and their potential interdependency, it is difficult to assess whether the overall effect of such potential tax changes on our earnings and cash flow, but such changes could adversely affect our financial results.

On December 12, 2022, the European Union member states agreed to implement the OECD’s Pillar Two global corporate minimum tax rate of 15% on companies with revenues of at least €750 million effective from 2024. Various countries have either adopted implementing legislation or are in the process of drafting such legislation. Any new tax law in a jurisdiction where we conduct business or pay tax could have a negative effect on our company.

We are incorporated in the Marshall Islands, and also have subsidiaries or local branches in Monaco, the United States, and Singapore. As of the date of this report, Singapore is the only jurisdiction in which we have a presence that has announced its intention to adopt components of the Pillar Two tax rules into legislation for financial years commencing on or after January 1, 2025, namely the Income Inclusion Rule (IIR) and the Domestic Top-up Tax (DTT). We do not expect that the adoption of this legislation will subject us to material income taxes in this or any other jurisdiction in which we operate.

### **F. Dividends and Paying Agents**

Not applicable.

### **G. Statement by Experts**

Not applicable.

## H. Documents on Display

We file reports and other information with the SEC. These materials, including this annual report and the accompanying exhibits are available from <http://www.sec.gov>.

Shareholders may also visit the Investor Relations section of our website at [www.scorpiotankers.com](http://www.scorpiotankers.com) or request a copy of our filings at no cost, by writing or telephoning us at the following address: Scorpio Tankers Inc., L'Exotique, 99 Boulevard du Jardin Exotique, Monaco 98000, +377-9798-5716. The information included on or accessible through our website is not incorporated by reference into this annual report.

## I. Subsidiary Information

Not applicable.

## J. Annual Report to Security Holders

We intend to submit any annual report provided to security holders in electronic format as an exhibit to a current report on Form 6-K.

## ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Interest Rate Risk

We are exposed to the impact of interest rate changes primarily through our unhedged variable-rate borrowings. Significant increases in interest rates could adversely affect our operating margins, results of operations and our ability to service our debt. From time to time, we will use interest rate swaps to reduce our exposure to market risk from changes in interest rates. The principal objective of these contracts is to minimize the risks and costs associated with our variable-rate debt and are not for speculative or trading purposes.

Based on the floating rate debt at December 31, 2024 and 2023, a one-percentage point increase in the floating interest rate would increase interest expense by \$8.1 million and \$15.3 million per year, respectively. The following table presents the due dates for the principal payments on our fixed and floating rate debt:

| <i>In thousands of U.S. dollars</i>                 | As of December 31, |                   |                   |                  |
|-----------------------------------------------------|--------------------|-------------------|-------------------|------------------|
|                                                     | 2025               | 2026 - 2027       | 2028- 2029        | Thereafter       |
| Principal payments floating rate debt (unhedged)    | \$ 62,404          | \$ 220,206        | \$ 501,988        | \$ 22,950        |
| Principal payments fixed rate debt                  | 70,571             | —                 | —                 | —                |
| <b>Total principal payments on outstanding debt</b> | <b>\$ 132,975</b>  | <b>\$ 220,206</b> | <b>\$ 501,988</b> | <b>\$ 22,950</b> |

### Spot Market Rate Risk

The cyclical nature of the tanker industry causes significant increases or decreases in the revenue that we earn from our vessels, particularly those vessels that operate in the spot market or participate in pools that are concentrated in the spot market such as the Scorpio Pools. Additionally, we have the ability to remove our vessels from the pools on relatively short notice if attractive time charter opportunities arise. A \$1,000 per day increase or decrease in spot rates for all of our vessel classes would have increased or decreased our operating income by \$32.0 million and \$35.3 million for the years ended December 31, 2024 and 2023, respectively.

### Foreign Exchange Rate Risk

Our primary economic environment is the international shipping market. This market utilizes the US dollar as its functional currency. Consequently, virtually all of our revenues and the majority of our operating expenses are in US dollars. However, we incur some of our combined expenses in other currencies, particularly the Euro. The amount and frequency of some of these expenses (such as vessel repairs, supplies and stores) may fluctuate from period to period. Depreciation in the value of the US dollar relative to other currencies will increase the US dollar cost of us paying such expenses. The portion of our business conducted in other currencies could increase in the future, which could expand our exposure to losses arising from currency fluctuations.

There is a risk that currency fluctuations will have a negative effect on our cash flows. We have not entered into any hedging contracts to protect against currency fluctuations. However, we have some ability to shift the purchase of goods and services from one country to another and, thus, from one currency to another, on relatively short notice. We may seek to hedge this currency fluctuation risk in the future.

### **Bunker Price Risk**

Our operating results are affected by movement in the price of fuel oil consumed by the vessels – known in the industry as bunkers. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by OPEC and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. Further, fuel may become much more expensive in the future, which may reduce our profitability. We do not hedge our exposure to bunker price risk.

### **Inflation**

We do not expect inflation to be a significant risk to direct expenses in the current and foreseeable economic environment.

See Note 22 to our Consolidated Financial Statements included herein for additional information.

### **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

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

None.

### ITEM 15. CONTROLS AND PROCEDURES

#### A. Disclosure Controls and Procedures

We carried out an evaluation under the supervision, and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2024. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2024 to provide reasonable assurance that (1) information required to be disclosed by us in the reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

#### B. Management's Annual Report on Internal Control Over Financial Reporting

In accordance with Rule 13a-15(f) and 15d-15(f) of the Exchange Act, the management of the Company is responsible for the establishment and maintenance of adequate internal controls over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements. Management has performed an assessment of the effectiveness of the Company's internal controls over financial reporting as of December 31, 2024 based on the provisions of *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Based on our assessment, management determined that the Company's internal controls over financial reporting were effective as of December 31, 2024 based on the criteria in *Internal Control—Integrated Framework* (2013) issued by COSO.

The effectiveness of the Company's internal control over financial reporting, as of December 31, 2024, has been audited by PricewaterhouseCoopers Audit, an independent registered public accounting firm, as stated in their attestation report which appears herein.

#### C. Attestation Report of the Registered Public Accounting Firm

The effectiveness of the Company's internal control over financial reporting, as of December 31, 2024, has been audited by PricewaterhouseCoopers Audit, an independent registered public accounting firm, as stated in their attestation report which appears herein.

#### D. Changes in Internal Control Over Financial Reporting

There were no changes in internal control over financial reporting (as defined by Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### ITEM 16. [RESERVED]

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that Mrs. Berit Ledel Henriksen, who serves on the Audit Committee, qualifies as an "audit committee financial expert" and that she is "independent" in accordance with NYSE and SEC rules.

## **ITEM 16B. CODE OF ETHICS**

We have adopted a Code of Conduct and Ethics applicable to the Company's officers, directors, employees and agents, which complies with applicable guidelines issued by the SEC. Our Code of Conduct and Ethics as in effect on the date hereof, has been filed as an exhibit to this annual report and is also available on our website at [www.scorpiotankers.com](http://www.scorpiotankers.com). The information included on or accessible through our website is not incorporated by reference into this annual report.

## **ITEM 16C. PRINCIPAL ACCOUNTING FEES AND SERVICES**

### **(a) Audit Fees**

Our principal accountant for fiscal years ended December 31, 2024 and 2023 was PricewaterhouseCoopers Audit and the audit fee for those periods was \$815,600 and \$973,500, respectively.

Our principal accountant, PricewaterhouseCoopers Audit, or its affiliates, provided additional services related to the reviews of our interim financial results. The aggregate fees for these services were \$64,200 and \$37,000 for the years ended December 31, 2024 and 2023, respectively.

### **(b) Audit-Related Fees**

None.

### **(c) Tax Fees**

None.

### **(d) All Other Fees**

None.

### **(e) Audit Committee's Pre-Approval Policies and Procedures**

Our Audit Committee pre-approves all audit, audit-related and non-audit services not prohibited by law to be performed by our independent auditors and associated fees prior to the engagement of the independent auditor with respect to such services.

### **(f) Audit Work Performed by Other Than Principal Accountant if Greater Than 50%**

Not applicable.

## **ITEM 16D. EXEMPTIONS FROM LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

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

| Month        | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of publicly announced program | Maximum amount that may yet be expected on share repurchases under program |
|--------------|----------------------------------|------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------|
| June         | 686,654                          | \$ 78.24                     | 686,654                                                                | \$ 196,273,178                                                             |
| July         | 778,799                          | \$ 77.98                     | 778,799                                                                | \$ 394,810,840                                                             |
| August       | 1,854,370                        | \$ 73.32                     | 1,854,370                                                              | \$ 258,847,278                                                             |
| September    | 678,241                          | \$ 68.26                     | 678,241                                                                | \$ 212,549,453                                                             |
| October      | 235,699                          | \$ 61.60                     | 235,699                                                                | \$ 198,030,161                                                             |
| November     | 419,426                          | \$ 58.07                     | 419,426                                                                | \$ 173,673,029                                                             |
| <b>Total</b> | <b>4,653,189</b>                 | <b>\$ 72.12</b>              | <b>4,653,189</b>                                                       |                                                                            |

### 2023 Securities Repurchase Program

On February 15, 2023, our Board of Directors authorized a new securities repurchase program to purchase up to an aggregate of \$250 million of securities which, in addition to our common shares, consisted of our Unsecured Senior Notes Due 2025 (NYSE: SBBA) at the date of authorization.

During the year ended December 31, 2023, we repurchased an aggregate of 8,069,020 common shares at an average price of \$48.90 per share under the 2023 Securities Repurchase Program.

On each of May 1, 2023, May 31, 2023, and November 9, 2023, the Board of Directors authorized resetting the amount available to repurchase the Company's securities and unsecured senior notes under the 2023 Securities Repurchase Program up to an aggregate of \$250 million.

On July 29, 2024, our Board of Directors replenished and increased the 2023 Securities Repurchase Program to purchase up to an aggregate of \$400 million of the Company's securities which, in addition to common shares also consist of our unsecured senior notes.

During the year ended December 31, 2024, we repurchased an aggregate of 4,653,189 of our common shares in the open market at an average price of \$72.12 per share.

We had \$173.7 million remaining under our 2023 Securities Repurchase Program as of December 31, 2024. We expect to repurchase any securities in the open market, at times and prices that are considered to be appropriate, but we are not obligated under the terms of the program to repurchase any securities.

There were 26,042,709 and 21,389,520 common shares held in treasury at December 31, 2024 and 2023, respectively.

## ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

## ITEM 16G. CORPORATE GOVERNANCE

Pursuant to an exception for foreign private issuers, we, as a Marshall Islands company, are not required to comply with many of the corporate governance practices followed by U.S. companies under the NYSE listing standards and are allowed to follow home country practice in lieu of such requirements. Accordingly, we are exempt from many of Nasdaq New York's corporate governance practices other than the requirements regarding maintaining an audit committee in compliance with Rule 10A-3 of the Exchange Act, adopting a policy for recovery of erroneously awarded compensation, providing yearly and interim corporate governance affirmations and notification of material non-compliance with NYSE corporate governance practices. In connection with the listing of our securities, we have certified to the NYSE that our corporate governance practices are in compliance with, and are not prohibited by, Marshall Islands law. We believe that our established practices in the area of corporate governance are in line with the spirit of the NYSE standards and provide adequate protection to our shareholders. In this respect, we have voluntarily adopted certain NYSE required practices, such as (i) having a majority of independent directors, (ii) establishing audit, compensation and nominating committees and (iii) adopting a Code of Ethics.

Set forth below is a list of the significant differences between our current or potential corporate governance practices and NYSE listing standards applicable to listed U.S. companies.

*Independence of Directors.* NYSE listing standards require that a listed U.S. company's board of directors be comprised of a majority of independent directors. Our Board of Directors currently consists of eight directors, five of which are considered "independent" under NYSE rules. However, under Marshall Islands law and our Bylaws, we are not required to



maintain a majority independent board, and we may choose to deviate from this requirement in the future as long as we disclose such difference in our annual report.

*Audit Committee.* NYSE listing standards require that a listed U.S. company maintain an audit committee comprised of three entirely independent directors under Rule 10A-3 promulgated under the Exchange Act. As a foreign private issuer we are not exempt from maintaining an audit committee, however under Marshall Islands law and our Bylaws we are not prohibited from maintaining an audit committee of less than three people. Our audit committee is currently comprised of three independent directors for purposes of Rule 10A-3, but we may choose to deviate from this requirement in the future as long as we disclose such difference in our annual report.

*Nominating and Corporate Governance Committee and Compensation Committee.* NYSE listing standards require that a listed U.S. company maintain a nominating and corporate governance committee and compensation committee comprised entirely of independent directors, with written charters that address such committees responsibilities and duties as set forth in the NYSE listing rules. We have established a nominating committee and compensation committee, both of which are comprised of independent directors. However, under Marshall Islands law and our Bylaws, we are not required to maintain such committees and we may choose to deviate from this requirement in the future as long as we disclose such difference in our annual report.

*Executive Sessions.* NYSE listing standards require that a listed U.S. company's non-management directors hold regularly scheduled executive sessions without management and that all independent directors meet separately in executive session at least annually. While Marshall Islands law and our Bylaws do not impose such requirements, during 2024 and through the date of this annual report, our non-management directors met in executive session three times. The frequency of these executive sessions may vary in the future.

*Shareholder Approval of Equity Incentive Plans.* NYSE listing standards require that a listed U.S. company must provide its shareholder the opportunity to vote on all equity compensation plans and material revisions thereto. Under Marshall Islands law and our Bylaws, we are not required to solicit any such vote on the adoption of or amendment to an equity compensation plan established by our Board of Directors. In the past we have not solicited any vote with respect to our equity incentive plans, including our 2013 Equity Incentive Plan, and we may continue this practice in the future.

*Code of Business Conduct and Ethics.* NYSE listing standards require listed U.S. companies to adopt and disclose corporate governance guidelines covering areas such as director qualifications, responsibilities, access to management and independent advisers, compensation, orientation, continuing education, management succession, and annual performance evaluations. We are not required to adopt such guidelines under Marshall Islands law and we have not adopted such guidelines.

#### **ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

#### **ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

#### **ITEM 16J. INSIDER TRADING POLICIES**

Our Board of Directors has adopted an insider trading policy governing the purchase, sale and other dispositions of our securities by our directors, executive officers and employees.

Our insider trading policy is filed as exhibit 11.4 to this annual report.

#### **ITEM 16K. CYBERSECURITY**

##### ***Risk Management and Strategy***

The Company, through SSH as its administrator, maintains a cybersecurity team with dedicated personnel and resources to prevent, detect, and respond to cyberattacks. Our focus is to reduce the risk of occurrences of attacks by utilizing available technologies to establish and maintain detection capabilities for new and emerging threats and to contain threats in the event of a successful cyberattack. These cybersecurity services are provided to us under the Amended Administrative Services Agreement with SSH, pursuant to which SSH acts as administrator of information technology services, which maintains an information technology department (the "IT Department") of over 40 employees that carry out cybersecurity policies and procedures for the Company.

The IT Department's cybersecurity team regularly reviews, amends or adopts policies and processes to identify and contain cybersecurity threats, including but not limited to the following areas:

- Information technology and proper usage of resources
- Patch Management

- Network Security
- Application Security
- Systems Security
- Cryptography

The governance procedures of the IT Department are built in accordance with known standards and frameworks, such as ISO, NIST, and OWASP, among others.

Our public attack surface and internet-based services are monitored regularly, which is reinforced by regular invasive tests and attack simulations. Further, SSH performs manual and automated internal audits and engages and oversees external third party consultants to perform audits of its cybersecurity activities (e.g. vulnerability exercises, configuration audits). The objective of these efforts is to promote effective compliance with our governance policies and to detect deviations in cybersecurity policies as early as possible to allow timely remediation.

The Company, through SSH as its administrator, has built a cybersecurity operation center for the IT Department supported by dedicated tools and personnel for the purpose of detecting and responding to cybersecurity threats and attacks and implementing incident responses. The IT Department evaluates the cybersecurity policies and strategies of third parties to protect the Company's interests. A vendor assessment process is also used to ensure a vendor's digital footprint matches our requirements.

#### ***Governance and Communication to the Board***

Our Chief Information Officer, supported by the Information Security Officer, (both of whom are employees of SSH), are responsible for the oversight of the Company's cybersecurity strategy. The Chief Information Officer reports to our Vice President, who has the overall risk ownership and accountability to control such risks. Our Vice President formulates cybersecurity strategies and drives initiatives, and together with the Chief Information Officer, sets targets, develops policies and procedures to mitigate the cybersecurity risks, and execute our cybersecurity efforts.

Furthermore, the IT Department collects key performance indicators ("KPIs") which are reported to the Company's Vice President and Chief Operating Officer on a monthly basis. These KPIs include the public attack surface score and the infrastructure vulnerability index.

The cybersecurity team is part of Scorpio's Cyber-Security Committee, which is made up of Scorpio's ship management security officers and selected representatives from all corporate departments within Scorpio. The Cybersecurity Committee meets monthly to discuss main threats to information technology (including those systems related to our vessels), coordinates vessel drills and aligns on the various cybersecurity initiatives conducted through the year.

The Chief Information Officer and Chief Operating Officer provide reports to the Company's Audit Committee, which ultimately oversees cybersecurity risks and initiatives, on at least a quarterly basis. These reports summarize any material cybersecurity incidents, updates on the Company's cybersecurity strategy, and any recent actions taken.

#### ***Management's Cyber Security Experience***

Our Chief Information Officer has more than 20 years of experience in IT management and has held the role of Chief Information Officer with Scorpio for 8 years with enterprise responsibility for information security. Our Information Security Officer has extensive experience of more than 8 years in Information Security and cybersecurity and has the following certifications:

- ISACA CISM Certified Security Information Manager
- ISC2 CISSP Certified Information Systems Security Professional
- EC-Council CCISO Certified Chief Security Information Officer
- PECB ISO27001 Lead Implementer and Lead Auditor
- EC-Council (CEH) Certified Ethical Hacker, (CIH) Certified Incident Handler, (CHFI) Computer Hacking Forensics Investigator, (CSA) Certified SOC Analyst

Our Chief Operating Officer has extensive experience in senior positions in the shipping industry for over 30 years and from overseeing the Company's information technology and enterprise risk management for more than 14 years. As Chief Operating Officer and a member of the Board of Directors, he has had the overall managerial responsibility for the Company's information security, and he has been closely involved in designing our risk management policies and procedures.

#### ***Cybersecurity Threats***

For the year ended December 31, 2024 and through the date of this annual report, we are not aware of any material risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect the Company, including our business strategy, results of operations or financial condition. Please also see Item 3. Key Information—D. Risk Factors—*“Breakdowns in our information technology, including as a result of cyberattacks, may negatively impact our business, including our ability to service customers, and may have a material adverse effect on our future performance, results of operations, cash flows and financial position.”*

## **PART III**

### **ITEM 17. FINANCIAL STATEMENTS**

See “Item 18. Financial Statements.”

### **ITEM 18. FINANCIAL STATEMENTS**

The financial information required by this Item is set forth beginning on page F-1 and is filed as part of this annual report.

## ITEM 19. EXHIBITS

| Exhibit Number | Description                                                                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1            | <a href="#">Amended and Restated Articles of Incorporation of the Company (1)</a>                                                                                                                             |
| 1.2            | <a href="#">Amended and Restated Bylaws of the Company (3)</a>                                                                                                                                                |
| 1.3            | <a href="#">Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company (8)</a>                                                                                                |
| 1.4            | <a href="#">Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company (11)</a>                                                                                               |
| 2.1            | <a href="#">Form of Stock Certificate (11)</a>                                                                                                                                                                |
| 2.2            | <a href="#">Form of Senior Debt Securities Indenture (4)</a>                                                                                                                                                  |
| 2.3            | <a href="#">Form of Subordinated Debt Securities Indenture (4)</a>                                                                                                                                            |
| 2.4            | <a href="#">Base Indenture, dated May 12, 2014, by and between the Company and Deutsche Bank Trust Company (7)</a>                                                                                            |
| 2.5            | <a href="#">Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act (13)</a>                                                                                               |
| 2.6            | <a href="#">Fourth Supplemental Indenture, dated May 29 2020, by and between the Company and Deutsche Bank Trust Company Americas, as trustee, relating to the Company's 7.00% Senior Notes due 2025 (12)</a> |
| 2.7            | <a href="#">Bond Terms for Scorpio Tankers Inc. 7.5% Senior Unsecured USD 300 Million Bonds 2025/2030</a>                                                                                                     |
| 4.1            | <a href="#">2013 Amended and Restated Equity Incentive Plan (6)</a>                                                                                                                                           |
| 4.2            | <a href="#">Administrative Services Agreement between the Company and Liberty Holding Company Ltd. (2)</a>                                                                                                    |
| 4.2(a)         | <a href="#">Deed of Amendment between the Company, SSH, SCM and SSM dated September 29, 2016 (9)</a>                                                                                                          |
| 4.3            | <a href="#">Master Agreement between the Company, SSM and SCM dated January 24, 2013 (5)</a>                                                                                                                  |
| 4.3(a)         | <a href="#">Amended and Restated Master Agreement between the Company, SSM and SCM dated November 15, 2016 (9)</a>                                                                                            |
| 4.3(b)         | <a href="#">Amended and Restated Master Agreement between the Company, SSM and SCM dated February 21, 2018 (10)</a>                                                                                           |
| 4.3(c)         | <a href="#">Amended and Restated Master Agreement between the Company, SSM and SCM dated March 21, 2024 (14)</a>                                                                                              |
| 8.1            | <a href="#">Subsidiaries of the Company</a>                                                                                                                                                                   |
| 10.1           | <a href="#">Professional Services Agreement between the Company and Geoserve Energy Transport DMCC, dated March 11, 2024 (14)</a>                                                                             |
| 11.1           | <a href="#">Code of Conduct and Ethics (10)</a>                                                                                                                                                               |
| 11.2           | <a href="#">Whistleblower Policy (6)</a>                                                                                                                                                                      |
| 11.3           | <a href="#">Whistleblower Policy - Environmental (6)</a>                                                                                                                                                      |
| 11.4           | <a href="#">Insider Trading Policy</a>                                                                                                                                                                        |
| 12.1           | <a href="#">Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer</a>                                                                                                                         |
| 12.2           | <a href="#">Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer</a>                                                                                                                         |
| 13.1           | <a href="#">Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>                                         |
| 13.2           | <a href="#">Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>                                         |
| 15.1           | <a href="#">Consent of Independent Registered Public Accounting Firm</a>                                                                                                                                      |
| 15.2           | <a href="#">Consent of McQuilling Services, LLC</a>                                                                                                                                                           |
| 15.3           | <a href="#">Consent of Seward &amp; Kissel LLP</a>                                                                                                                                                            |
| 97.1           | <a href="#">Policy Regarding the Recovery of Erroneously Awarded Compensation (14)</a>                                                                                                                        |
| 101            | Inline Interactive Data Files                                                                                                                                                                                 |
| 104            | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)                                                                                                                      |

- (1) Filed as an Exhibit to the Company's Amended Registration Statement on Form F-1/A (Amendment No. 1) (File No. 333-164940) on March 10, 2010, and incorporated by reference herein.
- (2) Filed as an Exhibit to the Company's Amended Registration Statement on Form F-1/A (Amendment No. 2) (File No. 333-164940) on March 18, 2010, and incorporated by reference herein.
- (3) Filed as an Exhibit to the Company's Annual Report filed on Form 20-F on June 29, 2010, and incorporated by reference herein.

- (4) Filed as an Exhibit to the Company's Registration Statement on Form F-3 (File No. 333-173929) on May 4, 2011, and incorporated by reference herein.
- (5) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 29, 2013, and incorporated by reference herein.
- (6) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 31, 2014, and incorporated by reference herein.
- (7) Filed as an Exhibit to the Company's Report on Form 6-K on May 13, 2014, and incorporated by reference herein.
- (8) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 31, 2015, and incorporated by reference herein.
- (9) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 16, 2017, and incorporated by reference herein.
- (10) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 23, 2018, and incorporated by reference herein.
- (11) Filed as an Exhibit to the Company's Report on Form 6-K on January 18, 2019, and incorporated by reference herein.
- (12) Filed as an Exhibit to the Company's Report on Form 6-K on May 29, 2020, and incorporated by reference herein.
- (13) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 31, 2021, and incorporated by reference herein.
- (14) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 22, 2024, and incorporated by reference herein.

## SIGNATURES

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

Dated: March 21, 2025

**Scorpio Tankers Inc.**  
(Registrant)

/s/ Emanuele Lauro  
Emanuele Lauro  
Chief Executive Officer



**SCORPIO TANKERS INC. AND SUBSIDIARIES**  
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## **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of Scorpio Tankers Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Scorpio Tankers Inc. and its subsidiaries (the “Company”) as of December 31, 2024 and 2023, and the related consolidated statements of operations, of changes in shareholders’ equity, and of cash flows for each of the three years in the period ended December 31, 2024, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

### ***Basis for Opinions***

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

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

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

### ***Definition and Limitations of Internal Control over Financial Reporting***

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

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

### ***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Identification of vessels and related drydock costs that might be impaired*

As described in Note 6 to the consolidated financial statements, as of December 31, 2024, the net book value of vessels and drydock costs was \$3,191 million. As further described in Notes 1 and 8, management reviews the carrying amount of vessels and related drydock costs at each balance sheet date to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication of impairment exists, the recoverable amount of the vessels and related drydock costs is estimated in order to determine the extent of the impairment loss (if any). As part of this evaluation, management considered both internal and external indicators of potential impairment, in accordance with IAS 36, Impairment of assets, including, for instance, changes in the technological, market, economic, or legal environments in which the Company operates, changes in forecasted charter rates, and movements in external broker valuations. Management also assessed whether any evidence suggests potential obsolescence of or physical damage to their vessels, whether the Company has any plans to dispose of a vessel before the end of its estimated useful life, and whether any evidence suggests that the economic performance of a vessel was, or may become, worse than expected. Management determined that there were no indications of impairment on any of the vessels as of December 31, 2024.

The principal considerations for our determination that performing procedures relating to identification of vessels and related drydock costs that might be impaired is a critical audit matter are (i) the significant judgment by management in evaluating whether any indication of impairment exists; and (ii) a high degree of auditor judgment and effort in performing procedures and evaluating audit evidence related to management's identification of indicators of impairment.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's identification of indicators of impairment. These procedures also included, among others, evaluating management's assessment if any indication of impairment exists considering external and internal sources of information, including, among others: i) identifying any indications of decline in the vessels' values by obtaining and reviewing external broker valuations for the Company's vessels and assessing the reasonableness of these valuations by independently evaluating newbuilding prices as well as recent purchase and sale activity (including those of the Company) for second-hand vessels with similar characteristics, such as type and size; ii) evaluating if any significant adverse changes have taken place in the economic environment that the Company operates or in its markets. This consisted of reviewing the estimated daily charter rates projected by management with third party analysts' reports for tanker vessels with similar characteristics; iii) evaluating the evolution of interest rates during the period by reviewing recent financing activities by the Company and current trends in market interest rates; and iv) assessing the reasonableness of the vessels' performance by reviewing recent and projected utilization rates of the Company. We also assessed the adequacy of the disclosures on vessels indicators of impairment in Notes 1 and 8 in the consolidated financial statements.

/s/ PricewaterhouseCoopers Audit

Neuilly-sur-Seine, France  
March 21, 2025

We have served as the Company's auditor since 2013.

**Scorpio Tankers Inc. and Subsidiaries**
**Consolidated Balance Sheets**  
**December 31, 2024 and 2023**

| In thousands of U.S. dollars                                                                                                                                                                       | Notes     | As of             |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------------|-------------------|
|                                                                                                                                                                                                    |           | December 31, 2024 | December 31, 2023 |
| <b>Assets</b>                                                                                                                                                                                      |           |                   |                   |
| <b>Current assets</b>                                                                                                                                                                              |           |                   |                   |
| Cash and cash equivalents                                                                                                                                                                          | <u>2</u>  | \$ 332,580        | \$ 355,551        |
| Financial assets measured at fair value through profit or loss                                                                                                                                     | <u>3</u>  | 74,157            | —                 |
| Accounts receivable                                                                                                                                                                                | <u>5</u>  | 150,183           | 203,500           |
| Prepaid expenses and other current assets                                                                                                                                                          | <u>4</u>  | 9,230             | 10,213            |
| Inventories                                                                                                                                                                                        |           | 10,173            | 7,816             |
| <b>Total current assets</b>                                                                                                                                                                        |           | 576,323           | 577,080           |
| <b>Non-current assets</b>                                                                                                                                                                          |           |                   |                   |
| Vessels and drydock                                                                                                                                                                                | <u>6</u>  | 3,190,820         | 3,577,935         |
| Other assets                                                                                                                                                                                       | <u>9</u>  | 58,312            | 65,440            |
| Goodwill                                                                                                                                                                                           | <u>8</u>  | 8,197             | 8,197             |
| <b>Total non-current assets</b>                                                                                                                                                                    |           | 3,257,329         | 3,651,572         |
| <b>Total assets</b>                                                                                                                                                                                |           | \$ 3,833,652      | \$ 4,228,652      |
| <b>Current liabilities</b>                                                                                                                                                                         |           |                   |                   |
| Current portion of long-term bank debt                                                                                                                                                             | <u>12</u> | 122,797           | 220,965           |
| Sale and leaseback liability                                                                                                                                                                       | <u>12</u> | 8,592             | 206,757           |
| Accounts payable                                                                                                                                                                                   | <u>10</u> | 32,213            | 10,004            |
| Accrued expenses and other current liabilities                                                                                                                                                     | <u>11</u> | 73,591            | 72,678            |
| <b>Total current liabilities</b>                                                                                                                                                                   |           | 237,193           | 510,404           |
| <b>Non-current liabilities</b>                                                                                                                                                                     |           |                   |                   |
| Long-term bank debt and bonds                                                                                                                                                                      | <u>12</u> | 665,887           | 939,188           |
| Sale and leaseback liability                                                                                                                                                                       | <u>12</u> | 64,691            | 221,380           |
| Other long-term liabilities                                                                                                                                                                        |           | —                 | 3,974             |
| <b>Total non-current liabilities</b>                                                                                                                                                               |           | 730,578           | 1,164,542         |
| <b>Total liabilities</b>                                                                                                                                                                           |           | 967,771           | 1,674,946         |
| <b>Shareholders' equity</b>                                                                                                                                                                        |           |                   |                   |
| Issued, authorized and fully paid-in share capital:                                                                                                                                                |           |                   |                   |
| Common stock, \$0.01 par value per share; 150,000,000 and 150,000,000 shares authorized; 49,923,042 and 53,107,765 outstanding shares as of December 31, 2024 and December 31, 2023, respectively. | <u>14</u> | 760               | 745               |
| Additional paid-in capital                                                                                                                                                                         | <u>14</u> | 3,159,548         | 3,097,054         |
| Treasury shares                                                                                                                                                                                    | <u>14</u> | (1,466,818)       | (1,131,225)       |
| Retained earnings                                                                                                                                                                                  | <u>14</u> | 1,172,391         | 587,132           |
| <b>Total shareholders' equity</b>                                                                                                                                                                  |           | 2,865,881         | 2,553,706         |
| <b>Total liabilities and shareholders' equity</b>                                                                                                                                                  |           | \$ 3,833,652      | \$ 4,228,652      |

The accompanying notes are an integral part of these consolidated financial statements.

**Scorpio Tankers Inc. and Subsidiaries**
**Consolidated Statements of Operations**
**For the years ended December 31, 2024, 2023, and 2022**

|                                                                                                       |                    | For the year ended December 31, |              |              |
|-------------------------------------------------------------------------------------------------------|--------------------|---------------------------------|--------------|--------------|
| <i>In thousands of U.S. dollars except per share and share data</i>                                   | Notes              | 2024                            | 2023         | 2022         |
| <b>Revenue</b>                                                                                        |                    |                                 |              |              |
| Vessel revenue                                                                                        | <a href="#">16</a> | \$ 1,243,951                    | \$ 1,341,222 | \$ 1,562,873 |
| <b>Operating expenses</b>                                                                             |                    |                                 |              |              |
| Vessel operating costs                                                                                | <a href="#">17</a> | (319,147)                       | (315,582)    | (323,725)    |
| Voyage expenses                                                                                       | <a href="#">16</a> | (30,371)                        | (13,243)     | (92,698)     |
| Depreciation - vessels and drydock                                                                    | <a href="#">6</a>  | (185,319)                       | (178,259)    | (168,008)    |
| Depreciation - right of use assets for vessels                                                        | <a href="#">7</a>  | —                               | (24,244)     | (38,827)     |
| Reversal of previously recorded impairment                                                            | <a href="#">8</a>  | —                               | —            | 12,708       |
| Write-off of deposits on scrubbers                                                                    | <a href="#">6</a>  | —                               | (10,508)     | —            |
| General and administrative expenses                                                                   | <a href="#">18</a> | (121,048)                       | (106,255)    | (88,131)     |
| Net gain / (loss) on sales of vessels                                                                 | <a href="#">6</a>  | 176,537                         | 12,019       | (66,486)     |
| Total operating expenses                                                                              |                    | (479,348)                       | (636,072)    | (765,167)    |
| <b>Operating income</b>                                                                               |                    | 764,603                         | 705,150      | 797,706      |
| <b>Other (expense) and income, net</b>                                                                |                    |                                 |              |              |
| Financial expenses                                                                                    | <a href="#">19</a> | (109,539)                       | (183,231)    | (169,795)    |
| Financial income                                                                                      |                    | 15,947                          | 19,112       | 6,884        |
| Share of income from dual fuel tanker joint venture                                                   |                    | 7,664                           | 5,950        | 679          |
| Dividend income and fair value loss on financial assets measured at fair value through profit or loss | <a href="#">3</a>  | (11,176)                        | —            | —            |
| Gain on repurchase of convertible notes                                                               |                    | —                               | —            | 481          |
| Other income and (expenses), net                                                                      |                    | 1,275                           | (83)         | 1,296        |
| Total other expense, net                                                                              |                    | (95,829)                        | (158,252)    | (160,455)    |
| <b>Net income</b>                                                                                     |                    | \$ 668,774                      | \$ 546,898   | \$ 637,251   |
| Attributable to:                                                                                      |                    |                                 |              |              |
| Equity holders of the parent                                                                          |                    | \$ 668,774                      | \$ 546,898   | \$ 637,251   |
| <b>Earnings per share</b>                                                                             |                    |                                 |              |              |
| Basic                                                                                                 | <a href="#">21</a> | \$ 13.78                        | \$ 10.44     | \$ 11.49     |
| Diluted                                                                                               | <a href="#">21</a> | \$ 13.15                        | \$ 10.03     | \$ 10.34     |
| Basic weighted average shares outstanding                                                             | <a href="#">21</a> | 48,544,137                      | 52,369,269   | 55,455,277   |
| Diluted weighted average shares outstanding                                                           | <a href="#">21</a> | 50,874,322                      | 54,527,747   | 63,511,276   |

There are no items of other comprehensive income or loss.

The accompanying notes are an integral part of these consolidated financial statements.

**Scorpio Tankers Inc. and Subsidiaries**
**Consolidated Statements of Changes in Shareholders' Equity**  
**For the years ended December 31, 2024, 2023, and 2022**

| <i>In thousands of U.S. dollars except share data</i>     | <b>Number of shares<br/>outstanding</b> | <b>Share capital</b> | <b>Additional paid-<br/>in capital</b> | <b>Treasury shares</b> | <b>(Accumulated<br/>deficit) / retained<br/>earnings</b> | <b>Total</b>        |
|-----------------------------------------------------------|-----------------------------------------|----------------------|----------------------------------------|------------------------|----------------------------------------------------------|---------------------|
| <b>Balance as of December 31, 2021</b>                    | 58,369,516                              | \$ 659               | \$ 2,855,798                           | \$ (480,172)           | \$ (539,357)                                             | \$ 1,836,928        |
| Net income for the period                                 | —                                       | —                    | —                                      | —                      | 637,251                                                  | 637,251             |
| Repurchase of Convertible Notes due 2025                  | —                                       | —                    | (1,966)                                | —                      | —                                                        | (1,966)             |
| Issuance of restricted stock, net of forfeitures          | 1,045,497                               | 10                   | (11)                                   | —                      | —                                                        | (1)                 |
| Conversion of Convertible Notes due 2025 to common shares | 5,757,698                               | 58                   | 198,827                                | —                      | —                                                        | 198,885             |
| Equity settled share based compensation expense           | —                                       | —                    | 20,397                                 | —                      | —                                                        | 20,397              |
| Purchase of treasury shares                               | (3,909,873)                             | —                    | —                                      | (161,373)              | —                                                        | (161,373)           |
| Dividends paid, \$0.40 per share <sup>(1)</sup>           | —                                       | —                    | (23,313)                               | —                      | —                                                        | (23,313)            |
| <b>Balance as of December 31, 2022</b>                    | <u>61,262,838</u>                       | <u>\$ 727</u>        | <u>\$ 3,049,732</u>                    | <u>\$ (641,545)</u>    | <u>\$ 97,894</u>                                         | <u>\$ 2,506,808</u> |
| Net income for the period                                 | —                                       | —                    | —                                      | —                      | 546,898                                                  | 546,898             |
| Issuance of restricted stock, net of forfeitures          | 1,805,250                               | 18                   | (18)                                   | —                      | —                                                        | —                   |
| Equity settled share based compensation expense           | —                                       | —                    | 47,340                                 | —                      | —                                                        | 47,340              |
| Purchase of treasury shares                               | (9,960,323)                             | —                    | —                                      | (489,680)              | —                                                        | (489,680)           |
| Dividends paid, \$1.05 per share <sup>(1)</sup>           | —                                       | —                    | —                                      | —                      | (57,660)                                                 | (57,660)            |
| <b>Balance as of December 31, 2023</b>                    | <u>53,107,765</u>                       | <u>\$ 745</u>        | <u>\$ 3,097,054</u>                    | <u>\$ (1,131,225)</u>  | <u>\$ 587,132</u>                                        | <u>\$ 2,553,706</u> |
| Net income for the period                                 | —                                       | —                    | —                                      | —                      | 668,774                                                  | 668,774             |
| Issuance of restricted stock, net of forfeitures          | 1,468,466                               | 15                   | (15)                                   | —                      | —                                                        | —                   |
| Equity settled share based compensation expense           | —                                       | —                    | 62,509                                 | —                      | —                                                        | 62,509              |
| Purchase of Treasury Shares                               | (4,653,189)                             | —                    | —                                      | (335,593)              | —                                                        | (335,593)           |
| Dividends paid, \$1.60 per share <sup>(1)</sup>           | —                                       | —                    | —                                      | —                      | (83,515)                                                 | (83,515)            |
| <b>Balance as of December 31, 2024</b>                    | <u>49,923,042</u>                       | <u>\$ 760</u>        | <u>\$ 3,159,548</u>                    | <u>\$ (1,466,818)</u>  | <u>\$ 1,172,391</u>                                      | <u>\$ 2,865,881</u> |

<sup>(1)</sup> The Company's policy is to distribute dividends from available retained earnings first and then from additional paid in capital.

The accompanying notes are an integral part of these consolidated financial statements.

**Scorpio Tankers Inc. and Subsidiaries**
**Consolidated Statements of Cash Flows**
**For the years ended December 31, 2024, 2023, and 2022**

| In thousands of U.S. dollars                                                                                                        | Notes | For the year ended December 31, |                |                |
|-------------------------------------------------------------------------------------------------------------------------------------|-------|---------------------------------|----------------|----------------|
|                                                                                                                                     |       | 2024                            | 2023           | 2022           |
| <b>Operating activities</b>                                                                                                         |       |                                 |                |                |
| Net income                                                                                                                          |       | \$ 668,774                      | \$ 546,898     | \$ 637,251     |
| Depreciation - owned or sale and leaseback vessels                                                                                  | 6     | 185,319                         | 178,259        | 168,008        |
| Depreciation - right of use assets                                                                                                  | 7     | —                               | 24,244         | 38,827         |
| Equity settled share based compensation expense                                                                                     | 14    | 62,509                          | 47,340         | 20,397         |
| Reversal of previously recorded impairment                                                                                          | 8     | —                               | —              | (12,708)       |
| Amortization of deferred financing fees                                                                                             | 12    | 9,236                           | 7,292          | 6,385          |
| Non-cash debt extinguishment costs                                                                                                  | 12    | 3,460                           | 8,320          | 6,604          |
| Accretion of convertible notes                                                                                                      | 12    | —                               | —              | 12,718         |
| Net (gain) / loss on sales of vessels                                                                                               | 6     | (176,537)                       | (12,019)       | 66,486         |
| Write-off of deposits on scrubbers                                                                                                  | 6     | —                               | 10,508         | —              |
| Fair value loss on financial assets measured at fair value through profit or loss                                                   |       | 14,979                          | —              | —              |
| Accretion of fair value measurement on debt assumed in business combinations                                                        | 12    | 82                              | 1,128          | 2,106          |
| Gain on repurchase of convertible notes                                                                                             | 12    | —                               | —              | (481)          |
| Share of income from dual fuel tanker joint venture                                                                                 |       | (7,664)                         | (5,950)        | (679)          |
| Dividend from DHT Holdings, Inc.                                                                                                    |       | (3,803)                         | —              | —              |
|                                                                                                                                     |       | 756,355                         | 806,020        | 944,914        |
| Changes in assets and liabilities:                                                                                                  |       |                                 |                |                |
| (Increase) / decrease in inventories                                                                                                |       | (2,034)                         | 7,804          | (7,522)        |
| Decrease / (increase) in accounts receivable                                                                                        |       | 57,045                          | 73,201         | (238,631)      |
| Decrease / (increase) in prepaid expenses and other current assets                                                                  |       | 983                             | 7,944          | (10,205)       |
| Decrease in other assets                                                                                                            |       | 1,600                           | 2,884          | 19,492         |
| Increase / (decrease) in accounts payable                                                                                           |       | 15,722                          | (16,748)       | (4,482)        |
| (Decrease) / increase in accrued expenses and other current liabilities                                                             |       | (4,491)                         | (15,613)       | 65,767         |
|                                                                                                                                     |       | 68,825                          | 59,472         | (175,581)      |
| <b>Net cash inflow from operating activities</b>                                                                                    |       | <b>825,180</b>                  | <b>865,492</b> | <b>769,333</b> |
| <b>Investing activities</b>                                                                                                         |       |                                 |                |                |
| Net proceeds from disposal of vessels                                                                                               |       | 479,778                         | 64,878         | 607,693        |
| Investment in dual fuel tanker joint venture                                                                                        |       | (1,937)                         | —              | (1,750)        |
| Distributions from dual fuel tanker joint venture                                                                                   |       | 8,851                           | 1,822          | 493            |
| Drydock, scrubber, ballast water treatment system and other vessel related payments (owned, sale leaseback and bareboat-in vessels) |       | (93,367)                        | (23,089)       | (34,480)       |
| Investment in DHT Holdings, Inc.                                                                                                    |       | (89,137)                        | —              | —              |
| Dividend from DHT Holdings, Inc.                                                                                                    |       | 3,803                           | —              | —              |
| <b>Net cash inflow from investing activities</b>                                                                                    |       | <b>307,991</b>                  | <b>43,611</b>  | <b>571,956</b> |
| <b>Financing activities</b>                                                                                                         |       |                                 |                |                |
| Debt repayments                                                                                                                     |       | (835,680)                       | (1,224,529)    | (971,622)      |
| Issuance of debt                                                                                                                    |       | 99,000                          | 1,386,482      | 122,638        |
| Debt issuance costs                                                                                                                 |       | (354)                           | (29,691)       | (1,702)        |
| Principal repayments on IFRS 16 lease liabilities                                                                                   |       | —                               | (516,127)      | (79,502)       |
| Decrease in restricted cash                                                                                                         |       | —                               | 783            | 4,008          |
| Repurchase / repayment of convertible notes                                                                                         |       | —                               | —              | (83,968)       |

|                                                                                                                                                                              |                    |                   |                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------|--------------------|
| Dividends paid                                                                                                                                                               | (83,515)           | (57,660)          | (23,313)           |
| Repurchase of common stock                                                                                                                                                   | (335,593)          | (489,680)         | (161,373)          |
| <b>Net cash outflow from financing activities</b>                                                                                                                            | <b>(1,156,142)</b> | <b>(930,422)</b>  | <b>(1,194,834)</b> |
| <b>(Decrease) / increase in cash and cash equivalents</b>                                                                                                                    | <b>(22,971)</b>    | <b>(21,319)</b>   | <b>146,455</b>     |
| Cash and cash equivalents at January 1,                                                                                                                                      | 355,551            | 376,870           | 230,415            |
| <b>Cash and cash equivalents at December 31,</b>                                                                                                                             | <b>\$ 332,580</b>  | <b>\$ 355,551</b> | <b>\$ 376,870</b>  |
| <b>Supplemental information:</b>                                                                                                                                             |                    |                   |                    |
| Interest paid (which includes \$0.0 million, \$0.0 million and \$0.2 million of interest capitalized during the years ended December 31, 2024, 2023, and 2022, respectively) | \$ 96,882          | \$ 154,653        | \$ 134,921         |

We completed the following non-cash transaction during the year ended 2022. There were no such transactions during the years ended December 31, 2024 and 2023.

- In December 2022, all of the holders of our 3.00% Convertible Notes due 2025 (the "Convertible Notes Due 2025") converted their notes into an aggregate of 5,757,698 of our common shares. The principal balance of these notes was \$205.1 million upon conversion, which included the principal that had accreted since issuance.

The accompanying notes are an integral part of these consolidated financial statements.



## Notes to the consolidated financial statements

### 1. General information and significant accounting policies

#### Company

Scorpio Tankers Inc. and its subsidiaries (together “we”, “our” or the “Company”) are engaged in the seaborne transportation of crude oil and refined petroleum products in the international shipping markets. Scorpio Tankers Inc. was incorporated in the Republic of the Marshall Islands on July 1, 2009. On April 6, 2010, we closed on our initial public offering, and our common stock currently trades on the New York Stock Exchange under the symbol "STNG."

Our fleet as of December 31, 2024 consisted of 99 owned or sale and leaseback product tankers (14 Handymax, 47 MR and 38 LR2).

Our vessels are commercially managed by Scorpio Commercial Management S.A.M., or SCM, which is majority owned by the Lolli-Ghetti family of which Mr. Emanuele Lauro, our Chairman and Chief Executive Officer, and Mr. Filippo Lauro, our Vice President, are members. SCM's services include securing employment for our vessels in pools, in the spot market, and on time charters.

Our vessels are technically managed by Scorpio Ship Management S.A.M., or SSM, which is majority owned by the Lolli-Ghetti family. SSM facilitates vessel support such as crew, provisions, deck and engine stores, insurance, maintenance and repairs, and other services necessary to operate the vessels such as drydocks and vetting/inspection under a technical management agreement.

We also have an administrative services agreement with Scorpio Services Holding Limited, or SSH, which is majority owned by the Lolli-Ghetti family. The administrative services provided under this agreement primarily include accounting, legal compliance, financial, information technology services, and the provision of administrative staff and office space, which are contracted to subsidiaries of SSH. We pay our managers fees for these services and reimburse them for direct or indirect expenses that they incur in providing these services.

#### Basis of accounting

The consolidated financial statements incorporate the financial statements of Scorpio Tankers Inc. and its subsidiaries. The consolidated financial statements have been presented in United States dollars, or USD or \$, which is the functional currency of Scorpio Tankers Inc. and all its subsidiaries, and have been authorized for issue by the Board of Directors on March 20, 2025. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”).

All inter-company transactions, balances, income and expenses were eliminated on consolidation.

#### Going concern

The financial statements have been prepared in accordance with the going concern basis of accounting as described further in the “Liquidity risk” section of Note 22.

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. We manage liquidity risk by maintaining adequate reserves and borrowing facilities and by continuously monitoring forecast and actual cash flows. Liquidity risks can manifest themselves when economic conditions deteriorate or when we have significant maturities of our financial instruments.

Our revenues are earned via the seaborne transportation of crude oil and refined petroleum products in the international shipping markets. We have benefited from a cyclical uptrend in the product tanker market over the past three years. The cash flows generated during these years have enabled us to accumulate liquidity, repay debt and deleverage our balance sheet.

During the year ended December 31, 2024, we reduced the carrying amount of our outstanding debt and lease obligations by \$726.3 million. At December 31, 2024, we had \$332.6 million in cash and cash equivalents, \$288.2 million available under a revolving line of credit (see Notes 12 and 23) and 27 unencumbered vessels (see Note 23). The focus on deleveraging our balance sheet has resulted in a reduction in our forward debt service requirements of principal and interest thus positioning us to generate cash if market conditions weaken.

Additionally, and as described in Note 23, from December 31, 2024 through the date of this report, we have executed the 2025 \$500.0 Million Revolving Credit Facility (which is currently undrawn), placed \$200.0 million of new senior unsecured bonds in the Nordic bond market (the “Unsecured Senior Notes Due 2030”) and redeemed the \$70.6 million outstanding under the Unsecured Senior Notes Due 2025.

We do not have any other debt or lease financing arrangements that are scheduled to mature or expire within twelve months from the date of this report.

Based on internal forecasts and projections that take into account reasonably possible changes in our trading performance, we believe that we have adequate financial resources to continue in operation and meet our financial commitments (including, but not limited to, debt service and lease financing obligations) for a period of at least twelve months from the date of approval of these consolidated financial statements. Accordingly, we continue to adopt the going concern basis in preparing our financial statements.

### **Material Accounting Policies**

The following is a discussion of our material accounting policies that were in effect during the years ended December 31, 2024, 2023, and 2022.

#### **Revenue recognition**

Revenue earned by our vessels is comprised of pool revenue, time charter revenue and voyage revenue.

- (1) Pool revenue for each vessel is determined in accordance with the profit-sharing terms specified within each pool agreement. In particular, the pool manager aggregates the revenues and expenses of all of the pool participants and distributes the net earnings to participants based on:
  - the pool points attributed to each vessel (which are determined by vessel attributes such as cargo carrying capacity, fuel consumption, and construction characteristics); and
  - the number of days the vessel participated in the pool in the period.
- (2) Time charter agreements are when our vessels are chartered to customers for a fixed period of time at rates that are generally fixed, but may contain a variable component based on inflation, interest rates, or current market rates.
- (3) Voyage charter agreements are charter hires, where a contract is made in the spot market for the use of a vessel for a specific voyage at a specified charter rate.

Of these revenue streams, revenue generated in the spot market from voyage charter agreements is within the scope of IFRS 15 - *Revenue from Contracts with Customers*.

Revenue generated from pools and time charters is accounted for as revenue earned under operating leases and is therefore within the scope of IFRS 16 - *Leases*. We have determined that our existing pool and time charter-out arrangements meet the definition of leases under IFRS 16, with the Company as lessor, on the basis that the pool or charterer manages the vessels in order to enter into transportation contracts with their customers, and thereby enjoys the economic benefits derived from such arrangements. Furthermore, the pool or charterer can direct the use of a vessel (subject to certain limitations in the pool or charter agreement) throughout the period of use.

Moreover, under IFRS 16, we are also required to identify the lease and non-lease components of revenue and account for each component in accordance with the applicable accounting standard. In time charter-out or pool arrangements, we have determined that the lease component is the vessel and the non-lease component is the technical management services provided to operate the vessel. These components are accounted for as follows:

- All fixed lease revenue earned under these time charter-out arrangements is recognized on a straight-line basis over the term of the lease.
- Lease revenue earned under our pool arrangements is recognized as it is earned, since it is 100% variable.
- The non-lease component is accounted for as services revenue under IFRS 15 - *Revenue from Contracts with Customers*. This revenue is recognized “over time” as the customer (i.e. the pool or the charterer) is simultaneously receiving and consuming the benefits of the service.

The accounting for our different revenue streams pursuant to the above accounting standards is therefore summarized as follows:

#### *Pool revenue*

We recognize pool revenue based on quarterly reports from the pools which identifies the number of days the vessel participated in the pool, the total pool points for the period, the total pool revenue for the period, and the calculated share of pool revenue for the vessel.

#### *Spot market revenue*

For vessels operating in the spot market, we recognize revenue ‘over time’ as the customer (i.e. the charterer) is simultaneously receiving and consuming the benefits of the vessel. Under IFRS 15, the performance obligation has been identified as the transportation of cargo from one point to another. Therefore, in a spot market voyage under IFRS 15, revenue is recognized on a pro-rata basis commencing on the date that the cargo is loaded and concluding on the date of discharge.

#### *Time charter revenue*

Time charter revenue is recognized as services are performed based on the daily rates specified in the time charter contract.

#### **Voyage expenses**

Voyage expenses primarily include bunkers, port charges, canal tolls, cargo handling operations and brokerage commissions paid by us under voyage charters for vessels trading in the spot market. Under IFRS 15, voyage costs incurred in the fulfillment of a voyage charter are deferred and amortized over the course of the charter commencing on the date that the cargo is loaded and concluding on the date of discharge. Voyage costs are only deferred if they (i) relate directly to such charter, (ii) generate or enhance resources to be used in meeting obligations under the charter, and (iii) are expected to be recovered.

#### **Vessel operating costs**

Vessel operating costs, which include crewing, repairs and maintenance, insurance, stores, lubricating oil consumption, communication expenses, and technical management fees, are expensed as incurred for vessels that are owned, lease financed or bareboat chartered-in.

## Earnings / (Loss) per share

Basic earnings / (loss) per share is calculated by dividing net income / (loss) attributable to equity holders of the parent by the weighted average number of common shares outstanding. Diluted earnings / (loss) per share is calculated by adjusting the net income / (loss) attributable to equity holders of the parent and the weighted average number of common shares used for calculating basic income / (loss) per share for the effects of all potentially dilutive shares (including restricted stock awards). Such dilutive common shares are excluded when the effect would be to increase earnings per share or reduce a loss per share.

In the years ended December 31, 2024, 2023, and 2022, there were potentially dilutive items as a result of our 2013 Equity Incentive Plan (as defined in Note 14), and in the year ended December 31, 2022, there were potentially dilutive items as a result of our (i) Convertible Notes due 2022, and (ii) Convertible Notes due 2025 (both of which are described in Note 12).

We applied the if-converted method when determining diluted earnings / (loss) per share. This requires the assumption that all potential ordinary shares with respect to our Convertible Notes due 2022 and Convertible Notes due 2025 have been converted into ordinary shares at the beginning of the period or, if not in existence at the beginning of the period, the date of the issue of the financial instrument or the granting of the rights by which they are granted. Under this method, once potential ordinary shares are converted into ordinary shares during the period, the dividends, interest and other expense associated with those potential ordinary shares will no longer be incurred. The effect of conversion, therefore, is to increase income (or reduce losses) attributable to ordinary equity holders as well as the number of shares in issue. Conversion will not be assumed for purposes of computing diluted earnings per share if the effect would be anti-dilutive.

The impact of potentially dilutive items on the calculations of earnings / (loss) per share are set forth in Note 21.

## Leases

In a time or bareboat charter-in arrangement, we pay to lease a vessel for a fixed period of time at rates that are generally fixed, but may contain a variable component based on inflation, interest rates, profit sharing or current market rates. In a time charter-in arrangement, the vessel's owner is responsible for crewing and other vessel operating costs, whereas these costs are the responsibility of the charterer in a bareboat charter-in arrangement.

IFRS 16 - *Leases* amended the existing accounting standards to require lessees to recognize, on a discounted basis, the rights and obligations created by the commitment to lease assets on the balance sheet as right-of-use assets and corresponding lease liabilities, unless the term of the lease is 12 months or less. As of December 31, 2024, we did not have any bareboat chartered-in vessels which are being accounted for under IFRS 16, *Leases* as right of use assets and related lease liabilities. Under IFRS 16, there is no charterhire expense for these vessels as the right of use assets are depreciated on a straight-line basis (through depreciation expense) over the lease term, and the lease liability is amortized over that same period (with a portion of each payment allocated to principal and a portion allocated to interest expense).

## Foreign currencies

The individual financial statements of Scorpio Tankers Inc. and each of its subsidiaries are presented in the currency of the primary economic environment in which we operate (its functional currency), which in all cases is U.S. dollars. For the purpose of the consolidated financial statements, our results and financial position are also expressed in U.S. dollars.

In preparing the financial statements of Scorpio Tankers Inc. and each of its subsidiaries, transactions in currencies other than the U.S. dollar are recorded at the rate of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in other currencies are translated into the functional currency at rates ruling at that date. All resultant exchange differences have been recognized in the consolidated statements of operations. The amounts charged to the consolidated statements of operations during the years ended December 31, 2024, 2023, and 2022 were not significant.

## Segment reporting

During the years ended December 31, 2024, 2023, and 2022, we owned, lease financed, or chartered-in vessels spanning four different vessel classes, Handymax, MR, LR1 (2022 only, see Note 6) and LR2, all of which earned revenues in the seaborne transportation of crude oil and refined petroleum products in the international shipping markets. Vessel class is the aggregate level of information reported to our chief operating decision maker.

Segment results are evaluated based on reported net income or loss from each segment. The accounting policies applied to the reportable segments are the same as those used in the preparation of our consolidated financial statements.

It is not practical to report revenue or non-current assets on a geographical basis due to the global nature of the shipping market.

## **Vessels and drydock**

Our fleet is measured at cost, which includes the cost of work undertaken to enhance the capabilities of the vessels, less accumulated depreciation and impairment losses, if any.

Depreciation is calculated on a straight-line basis to the estimated residual value over the anticipated useful life of the vessel from the date of delivery. We estimate the useful lives of our vessels to be 25 years. Vessels under construction are not depreciated until such time as they are ready for use. The residual value is estimated as the lightweight tonnage of each vessel multiplied by a scrap value per ton. The scrap value per ton is estimated taking into consideration the historical four-year average scrap market rates available at the balance sheet date with changes accounted for in the period of change and in future periods.

The vessels are required to undergo planned drydocks for replacement of certain components, major repairs and maintenance of other components, which cannot be carried out while the vessels are operating, approximately every 30 months or 60 months depending on the nature of work and external requirements. These drydock costs are capitalized and depreciated on a straight-line basis over the estimated period until the next drydock. In deferred drydocking, we only include direct costs that are incurred as part of the drydocking to meet regulatory requirements, or are expenditures that add economic life to the vessel, increase the vessel's earnings capacity or improve the vessel's efficiency. Direct costs include shipyard costs as well as the costs of placing the vessel in the shipyard. Expenditures for normal maintenance and repairs, whether incurred as part of the drydocking or not, are expensed as incurred.

For an acquired or newly built vessel, a notional drydock component is allocated from the vessel's cost. The notional drydock cost is estimated by us, based on the expected costs related to the next drydock, which is based on experience and past history of similar vessels, and carried separately from the cost of the vessel. Subsequent drydocks are recorded at actual cost incurred. The drydock component is depreciated on a straight-line basis to the next estimated drydock. The estimated amortization period for a drydock is based on the estimated period between drydocks. When the drydock expenditure is incurred prior to the expiry of the period, the remaining balance is expensed.

During the years ended December 31, 2024, 2023 and 2022, we made investments in exhaust gas cleaning systems, or scrubbers, and/or ballast water treatment systems, or BWTS. The costs of these systems are primarily being depreciated over the estimated remaining useful life of each vessel, which is our estimate of the useful life of this equipment based on experience with such systems. Additionally, for a newly installed scrubber, a notional component is allocated from the scrubber's cost. The notional scrubber cost is estimated by us, based on the expected related costs that we will incur for this equipment at the next scheduled drydock date and relates to the replacement of certain components and maintenance of other components. This notional scrubber cost is carried separately from the cost of the scrubber. Subsequent costs will be recorded at actual cost incurred. The notional component of the scrubber is depreciated on a straight-line basis to the next estimated drydock date.

## **Impairment of goodwill**

Goodwill arising from historical acquisitions is not amortized and is tested annually (or more frequently, if impairment indicators arise) by comparing the aggregate carrying amount of the cash generating units within the reportable segment, plus the allocated goodwill, to their recoverable amounts.

If there are impairment triggering events, the recoverable amount of goodwill is measured by the value in use of the cash generating units within the reportable segment. In assessing value in use, the estimated future cash flows of the reportable segment 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 reportable segment for which the estimates of future cash flows have not been adjusted.

If the recoverable amount is determined to be less than the aggregate carrying amount of the assets in each respective operating segment, plus goodwill, then goodwill is reduced to the lower of the recoverable amount or zero. An impairment loss is recognized as an expense immediately.

## **Impairment of vessels and drydock, vessels under construction and right of use assets for vessels**

At each balance sheet date, we review the carrying amount of our vessels and drydock, vessels under construction (if applicable), and right of use assets for vessels to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the vessels and drydock, vessels under construction and right of use assets for vessels is estimated in order to determine the extent of the impairment loss (if any). We treat each vessel and the related drydock as a cash generating unit.

Recoverable amount is the higher of the fair value less cost to sell (determined by taking into consideration two valuations from independent ship brokers) and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. Where appropriate, our value in use calculations also incorporate probability weighted assessments of different scenarios (such as potential vessel sales).

If the recoverable amount of the cash generating unit is estimated to be less than its carrying amount, the carrying amount of the cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the cash generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the cash generating unit in the prior years. A reversal of impairment is recognized as income immediately.

### **Inventories**

Inventories consist of bunkers, lubricating oils and other items including stock provisions, and are stated at the lower of cost and net realizable value. Cost is determined using the first in first out method. Stores and spares are charged to vessel operating costs when purchased. Bunker consumption is recorded to voyage expenses (except when off-hire, where it is recorded as a vessel operating cost) and lubricating oil consumption is recorded to vessel operating costs.

### **Interests in joint ventures**

A joint venture is an arrangement where we have joint control and have rights to the net assets of the arrangement, rather than rights to the joint venture's assets and obligations for its liabilities. As described in Note 9, we have a minority interest in a joint venture consisting of a portfolio of methanol and product tankers. We account for our interest in this structure as a joint venture pursuant to IFRS 11 - *Joint arrangements*, and therefore account for our share of the net profit or loss of this arrangement using the equity method under IAS 28 - *Investments in Associates and Joint Ventures*. Under this guidance, the investment is initially measured at cost, and the carrying amount of the investment is adjusted in subsequent periods based on our share of profits or losses from the joint venture (adjusted for any fair value adjustments made upon initial recognition). Any distributions received from the joint venture reduce the carrying amount.

### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time (for example, the time period necessary to construct a vessel) to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the consolidated statement of operations in the period in which they are incurred.

### **Financial instruments**

IFRS 9, *Financial instruments*, sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. Financial assets and financial liabilities are recognized in our balance sheet when we become a party to the contractual provisions of the instrument.

#### ***Financial assets***

All financial assets are recognized and derecognized on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets "at fair value through profit or loss", or FVTPL, "at fair value through other comprehensive income" or at amortized cost on the basis of the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial asset.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

### *Financial assets at amortized cost*

Financial assets are measured at amortized cost if both of the following conditions are met:

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

### *Financial assets at fair value through other comprehensive income*

Financial assets are measured at fair value through other comprehensive income if both of the following conditions are met:

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

### *Financial assets at FVTPL*

Financial assets are classified as at FVTPL where the financial asset is held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that we manage together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any resultant gain or loss recognized in the statement of operations. The net gain or loss recognized in income or loss incorporates any dividend or interest earned on the financial asset. Fair value is determined in the manner described in Note 22.

### *Accounts receivable*

Amounts due from the Scorpio Pools (defined in Note 5) and other receivables that have fixed or determinable payments and are not quoted in an active market are classified as accounts receivable. Accounts receivable without a significant financing component are initially measured at their transaction price and subsequently measured at amortized cost, less any impairment (as discussed below). Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

### *Impairment of financial assets*

IFRS 9 introduced the expected credit loss ("ECL") model to determine and recognize impairments. ECLs are a probability-weighted estimate of credit losses and are measured as the present value of all cash shortfalls (i.e. the difference between cash flows due to the entity in accordance with the contract and cash flows that we expect to receive). ECLs are discounted at the effective interest rate of the financial asset.

Under the general model to ECLs under IFRS 9, loss allowances are measured in two different ways:

- *12-month ECLs*: 12-month ECLs are the expected credit losses that may result from default events on a financial instrument that are possible within the 12 months after the reporting date. 12-month ECLs are utilized when a financial asset has a low credit risk at the reporting date or has not had a significant increase in credit risk since initial recognition.
- *Lifetime ECLs*: these are ECLs that result from all possible default events over the expected life of a financial instrument. Lifetime ECLs are determined when an impaired financial asset has been purchased or originated or when there has been a significant increase in credit risk since initial recognition.

IFRS 9 also permits operational simplifications for trade receivables, contract assets and lease receivables because they are often held by entities that do not have sophisticated credit risk management systems (i.e. the 'simplified model'). These simplifications eliminate the need to calculate 12-month ECLs and to assess when a significant increase in credit risk has occurred. Under the simplified approach:

- For trade receivables or contract assets that do not contain a significant financing component, the loss allowance is required to be measured at initial recognition and throughout the life of the receivable at an amount equal to lifetime ECL.
- For finance lease receivables, operating lease receivables, or trade receivables or contract assets that do contain a significant financing component, IFRS 9 permits an entity to choose as its accounting policy to measure the loss allowance using the general model or the simplified model (i.e. at an amount equal to lifetime expected credit losses).

We measure loss allowances for all trade and lease receivables under the simplified model using the lifetime ECL approach. When estimating ECLs, we consider reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The application of the ECL requirements under IFRS 9 have not resulted in the recognition of an impairment charge under this impairment model. This determination was made on the basis that we have never experienced a material historical credit loss of amounts due to our vessels operating in the Scorpio Pools, on time charter or in the spot market. This determination also considers reasonable and supportable information about current conditions and forecast future economic conditions.

#### ***Cash and cash equivalents***

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly-liquid investments with original maturities of three months or less, that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. The carrying value of cash and cash equivalents approximates fair value due to the short-term nature of these instruments.

#### ***Financial liabilities***

Financial liabilities are classified as either financial liabilities at amortized cost or financial liabilities at FVTPL. There were no financial liabilities recorded at FVTPL during the years ended December 31, 2024 or December 31, 2023.

#### ***Financial liabilities at amortized cost***

Financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Financial liabilities are subsequently measured at amortized cost using the effective interest method.

#### ***Financial liabilities at FVTPL***

Financial liabilities not classified at amortized cost are classified as FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any resultant gain or loss recognized in the statement of operations. The net gain or loss recognized in the statement of operations incorporates any interest paid on the financial liability. Fair value is determined in the manner described in Note 22.

#### ***Effective interest method***

The effective interest method is a method of calculating the amortized cost of a financial asset and a financial liability. It allocates interest income and interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash flows (including all fees or points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) over the expected life of the financial asset and financial liability, or, where appropriate, a shorter period.

#### ***Lease Financing***

During the years ended December 31, 2024, 2023, and 2022, we were a party to sale and leaseback transactions in which certain of our vessels were sold to a third party and then leased back to us under bareboat chartered-in arrangements. In these transactions, the criteria necessary to recognize a sale of these vessels were not met under IFRS 15. Accordingly, these transactions have been accounted for as financing arrangements, with the liability under each arrangement recorded at amortized cost using the effective interest method and the corresponding vessels recorded at cost, less accumulated depreciation, on our consolidated balance sheet. All of these arrangements are further described in Note 12.



### ***Equity instruments***

An equity instrument is any contract that evidences a residual interest in our assets after deducting all of its liabilities. Equity instruments issued by us are recorded at the proceeds received, net of direct issue costs.

We had 49,923,042 and 53,107,765 registered shares authorized, issued and outstanding with a par value of \$0.01 per share at December 31, 2024 and December 31, 2023, respectively. These shares provide the holders with the same rights to dividends and voting rights.

### ***Provisions***

Provisions are recognized when we have a present obligation as a result of a past event, and it is probable that we will be required to settle that obligation. Provisions are measured at our best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to present value where the effect is material.

### ***Dividends***

A provision for dividends payable is recognized when the dividend has been declared in accordance with the terms of the shareholder agreement.

### ***Share based payments***

The restricted stock awards granted under our 2013 Equity Incentive Plan as described in Note 14 contain only service conditions and are classified as equity settled. Accordingly, the fair value of our restricted stock awards was calculated by multiplying the average of the high and low share price on the grant date and the number of restricted stock shares granted that are expected to vest. In accordance with IFRS 2 - *Share based payment*, the share price at the grant date serves as a proxy for the fair value of services to be provided by the individual under the plan.

Compensation expense related to the awards is recognized ratably over the vesting period, based on our estimate of the number of awards that will eventually vest. The vesting period is the period during which an individual is required to provide service in exchange for an award and is updated at each balance sheet date to reflect any revisions in estimates of the number of awards expected to vest as a result of the effect of service vesting conditions. The impact of the revision of the original estimate, if any, is recognized in the consolidated statements of operations such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to equity reserves.

### ***Critical accounting judgments and key sources of estimation uncertainty***

In the application of the accounting policies, we are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The significant judgments and estimates are as follows:

### ***Revenue recognition***

Our revenue is primarily generated from time charters, spot voyages, or pools (see Note 16 for the components of our revenue generated during the years ended December 31, 2024, 2023, and 2022). Revenue recognition for time charters and pools is generally not as complex or as subjective as voyage charters (spot voyages). Time charters are for a specific period of time at a specific rate per day. For long-term time charters, revenue is recognized on a straight-line basis over the term of the charter. Pool revenues are determined by the pool managers from the total revenues and expenses of the pool and allocated to pool participants using a mechanism set out in the time charter agreement between the vessel owner and the pool.

We generated revenue from spot voyages during the years ended December 31, 2024, 2023, and 2022. We recognize spot market revenue ‘over time’ as the customer (i.e. the charterer) is simultaneously receiving and consuming the benefits of the vessel. Under IFRS 15, the performance obligation has been identified as the transportation of cargo from one point to another. Therefore, in a spot market voyage under IFRS 15, revenue is recognized on a pro-rata basis commencing on the date that the cargo is loaded and concluding on the date of discharge. Under IFRS 15, voyage costs incurred in the fulfillment of a voyage charter are deferred and amortized over the course of the charter commencing on the date that the cargo is loaded and concluding on the date of discharge. Voyage costs are only deferred if they (i) relate directly to such charter, (ii) generate or enhance resources to be used in meeting obligations under the charter, and (iii) are expected to be recovered.

***Vessel impairment***

We evaluate the carrying amounts of our vessels, vessels under construction (if applicable), and right of use assets for vessels (if applicable) to determine whether there is any indication that those vessels have suffered an impairment loss. If any such indication exists, the recoverable amount of vessels is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell (determined by taking into consideration vessel valuations from independent ship brokers for each vessel) and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. The projection of cash flows related to vessels is complex and requires us to make various estimates including future freight rates, earnings from the vessels, and discount rates. All of these items have been historically volatile. As part of our process of assessing fair value less selling costs of the vessel, we obtain vessel valuations for our operating vessels from independent ship brokers on an annual basis or when there is an indication that an asset or assets may be impaired. We generally do not obtain vessel valuations for vessels under construction. If an indication of impairment is identified, the need for recognizing an impairment loss is assessed by comparing the carrying amount of the vessels to the higher of the fair value less selling costs and the value in use. Likewise, if there is an indication that an impairment loss recognized in prior periods no longer exists or may have decreased, the need for recognizing an impairment reversal is assessed by comparing the carrying amount of the vessels to the latest estimate of recoverable amount.

The results of our impairment testing for the years ended December 31, 2024 and 2023 are described in Note 8.

***Vessel lives and residual value***

The carrying value of each of our vessels represents its original cost at the time it was delivered or purchased less depreciation and impairment. We depreciate our vessels to their residual value on a straight-line basis over their estimated useful lives of 25 years. The estimated useful life of 25 years is management's best estimate and is also consistent with industry practice for similar vessels. The residual value is estimated as the lightweight tonnage of each vessel multiplied by a forecast scrap value per ton. The scrap value per ton is estimated by taking into consideration the historical four-year scrap market rate average at the balance sheet date, which we update annually.

An increase in the estimated useful life of a vessel or in its scrap value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of a vessel or scrap value would have the effect of increasing the annual depreciation charge.

When regulations place significant limitations over the ability of a vessel to trade on a worldwide basis, the vessel's useful life is adjusted to end at the date such regulations become effective. No such regulations have been identified that would have impacted the estimated useful life of our vessels. The estimated salvage value of the vessels may not represent the fair value at any one time since market prices of scrap values tend to fluctuate.

***Deferred drydock cost***

We recognize drydock costs as a separate component of each vessel's carrying amount and amortize the drydock cost on a straight-line basis over the estimated period until the next drydock. We use judgment when estimating the period between when drydocks are performed, which can result in adjustments to the estimated amortization of the drydock expense. If the vessel is disposed of before the next drydock, the remaining balance of the deferred drydock is written-off and forms part of the gain or loss recognized upon disposal of vessels in the period when contracted. We expect that our vessels will be required to be drydocked approximately every 30 to 60 months for major repairs and maintenance that cannot be performed while the vessels are operating. Costs capitalized as part of the drydock include actual costs incurred at the drydock yard and parts and supplies used in making such repairs.

***Impact of climate change***

We consider the impact of climate change on significant estimates and assumptions made, where appropriate. This assessment includes possible impacts due to both physical and transition risks. Even though climate-related risks might not currently have a significant impact on accounting measurements, we are closely monitoring relevant changes and developments, such as new climate-related legislation. The items and considerations that could be most directly impacted by climate-related matters include the impairment of and the determination of useful life for our vessels. As of December 31, 2024, we have concluded that climate change had no significant impact on the carrying values or remaining useful lives of our vessels.

**Adoption of new and amended IFRS and IFRIC interpretations from January 1, 2024**

Standards and Interpretations adopted during the year ended December 31, 2024.

- Amendment to IAS 1 - *Classification of Liabilities as Current or Non-current*
- Amendment to IAS 1 - *Non-current Liabilities with Covenants*
- Amendments to IAS 7 and IFRS 7 - *Supplier Finance Arrangements*
- Amendments to IFRS 16 - *Lease Liability in a Sale and Leaseback*

Standards and Interpretations adopted during the year ended December 31, 2023.

- Amendments to IAS 1 - *Disclosure of Accounting Policies*
- Amendment to IAS 8 - *Changes in Accounting Estimates*
- Amendment to IAS 12 - *Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction*
- Amendment to IAS 12 - *International Tax Reform - Pillar Two Model Rules*
- Amendment to IFRS 17 - *Insurance Contracts*

The adoption of these standards did not have a significant impact on these consolidated financial statements.

*Standards and Interpretations not yet adopted*

Additionally, at the date of authorization of these consolidated financial statements, the following Standards which have not been applied in these consolidated financial statements were issued but not yet effective. Analyses are underway to estimate the impacts related to the future application of IFRS 18. We do not expect that the adoption of these standards in future periods will have a significant impact on our financial statements.

- Amendments to IAS 21 – *Lack of Exchangeability* - The amendments clarify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking, as well as require the disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable. The effective date is for annual periods beginning on or after January 1, 2025, with earlier application permitted.
- Amendments to IFRS 9 and IFRS 7
  - *Classification and Measurement of Financial Instruments* - These amendments (a) clarify the date of recognition and recognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system, (b) add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets), and (c) update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).
  - *Contracts Referencing Nature-dependent Electricity* - These amendments (a) clarify the application of the ‘own-use’ requirements, (b) permit hedge accounting if these contracts are used as hedging instruments, and (c) add new disclosure requirements to enable investors to understand the effect of these contracts on a company’s financial performance and cash flows.

These amendments are effective for annual periods beginning on or after January 1, 2026, with earlier application permitted.

- IFRS 18 – *Presentation and Disclosure in Financial Statements* - IFRS 18 replaces IAS 1 and introduces new categories and subtotals in the statement of profit or loss. It also requires disclosure of management-defined performance measures and includes new requirements for the presentation and aggregation of financial information. IFRS 18 is effective for annual periods beginning on or after January 1, 2027, with earlier application permitted.
- IFRS 19 – *Subsidiaries without Public Accountability* - IFRS 19 permits eligible entities to apply reduced disclosure requirements in their financial statements, aiming to ease the reporting burden for subsidiaries without public accountability. IFRS 19 is effective for annual periods beginning on or after January 1, 2027, with earlier application permitted.

## 2. Cash and cash equivalents

The following is a table summarizing the components of our cash and cash equivalents as of December 31, 2024 and 2023:

| <i>In thousands of U.S. dollars</i> | At December 31,   |                   |
|-------------------------------------|-------------------|-------------------|
|                                     | 2024              | 2023              |
| Cash at banks                       | \$ 331,013        | \$ 353,805        |
| Cash on vessels                     | 1,567             | 1,746             |
|                                     | <b>\$ 332,580</b> | <b>\$ 355,551</b> |

## 3. Financial assets measured at fair value through profit or loss

During the year ended December 31, 2024, we invested \$89.1 million for a passive, minority interest in DHT Holdings Inc. ("DHT"), a publicly traded crude tanker shipping company which owns a fleet of 27 Very Large Crude Carriers, four of which are still under construction. We purchased 7,982,480 common shares in DHT, or 4.99% of the outstanding shares, in the open market at an average price of \$11.17 per share during the year ended December 31, 2024. These instruments are not debt instruments and currently our business model for these instruments is to hold them for trading. At December 31, 2024, we held common stock of DHT at its fair value of \$74.2 million. We received dividends of \$3.8 million from this investment during the year ended December 31, 2024.

## 4. Prepaid expenses and other current assets

The following is a table summarizing the components of our prepaid expenses and other current assets as of December 31, 2024 and 2023:

| <i>In thousands of U.S. dollars</i>                         | At December 31, |               |
|-------------------------------------------------------------|-----------------|---------------|
|                                                             | 2024            | 2023          |
| Prepaid vessel operating expenses - SSM                     | \$ 5,375        | \$ 5,522      |
| Prepaid expense - related party port agents                 | 385             | 2             |
| Prepaid expense - SCM                                       | 26              | 28            |
| Scorpio Services Holding Limited (SSH)                      | 4               | 3             |
| Prepaid expenses and other current assets - related parties | 5,790           | 5,555         |
| Prepaid insurance                                           | 861             | 588           |
| Prepaid port agent advances                                 | 604             | 72            |
| Third party - prepaid vessel operating expenses             | 565             | 1,553         |
| Other prepaid expenses                                      | 1,410           | 2,445         |
|                                                             | <b>9,230</b>    | <b>10,213</b> |

## 5. Accounts receivable

The following is a table summarizing the components of our accounts receivable as of December 31, 2024 and 2023:

| <i>In thousands of U.S. dollars</i>      | At December 31,   |                   |
|------------------------------------------|-------------------|-------------------|
|                                          | 2024              | 2023              |
| Scorpio MR Pool Limited                  | \$ 72,794         | \$ 118,717        |
| Scorpio LR2 Pool Limited                 | 53,046            | 75,252            |
| Scorpio Handymax Tanker Pool Limited     | 6,919             | 3,532             |
| Mercury Pool Limited                     | 4,053             | 3,346             |
| Scorpio Services Holding Limited (SSH)   | 474               | 7                 |
| Scorpio LR1 Pool Limited                 | —                 | 494               |
| Receivables from the related parties     | 137,286           | 201,348           |
| Spot voyage and time charter receivables | 9,968             | 557               |
| Insurance receivables                    | 2,650             | 1,595             |
| Other receivables                        | 279               | —                 |
|                                          | <b>\$ 150,183</b> | <b>\$ 203,500</b> |

Scorpio MR Pool Limited, Scorpio LR2 Pool Limited, Scorpio Handymax Tanker Pool Limited, Scorpio LR1 Pool Limited and Mercury Pool Limited (collectively referred to as the "Scorpio Pools") are related parties, as described in Note 15. Amounts due from the Scorpio Pools relate to income receivables and receivables for working capital contributions which are expected to be collected within one year. For all owned vessels, we assume that these contributions will not be repaid within 12 months and are therefore considered as non-current within Other Assets on the consolidated balance sheets. For chartered-in vessels, we classify the amounts as current (within accounts receivable) or non-current (within Other Assets) according to the expiration of the contract.

Accounts receivable from SSH include revenue earned and expenses incurred for voyages in the spot market or on time charter through SSH, a related party.

Spot voyage and time charter receivables represent amounts collectible from customers for our vessels operating on time charter or in the spot market.

Insurance receivables primarily represent amounts collectible on our insurance policies in relation to vessel repairs.

We consider that the carrying amount of accounts receivable approximates their fair value due to the short maturity thereof. Accounts receivable are non-interest bearing. Our accounts receivable mostly consist of accounts receivable from the Scorpio Pools, or from vessels in the spot market or on time charter. We have never experienced a historical credit loss of amounts due from the Scorpio Pools and all amounts are considered current.

## 6. Vessels

### Operating vessels and drydock

In thousands of U.S. dollars

|                                                       | Vessels             | Drydock           | Total               |
|-------------------------------------------------------|---------------------|-------------------|---------------------|
| <b>Cost</b>                                           |                     |                   |                     |
| As of January 1, 2024                                 | \$ 4,664,735        | \$ 133,467        | \$ 4,798,202        |
| Additions <sup>(1)</sup>                              | 148                 | 105,329           | 105,477             |
| Disposal of vessels <sup>(2)</sup>                    | (414,484)           | (21,281)          | (435,765)           |
| Write-offs <sup>(3)</sup>                             | —                   | (44,597)          | (44,597)            |
| As of December 31, 2024                               | 4,250,399           | 172,918           | 4,423,317           |
| <b>Accumulated depreciation and impairment</b>        |                     |                   |                     |
| As of January 1, 2024                                 | (1,140,414)         | (79,853)          | (1,220,267)         |
| Charge for the period                                 | (155,882)           | (29,437)          | (185,319)           |
| Disposal of vessels <sup>(2)</sup>                    | 122,403             | 6,089             | 128,492             |
| Write-offs <sup>(3)</sup>                             | —                   | 44,597            | 44,597              |
| As of December 31, 2024                               | (1,173,893)         | (58,604)          | (1,232,497)         |
| <b>Net book value</b>                                 |                     |                   |                     |
| <b>As of December 31, 2024</b>                        | <b>\$ 3,076,506</b> | <b>\$ 114,314</b> | <b>\$ 3,190,820</b> |
| <b>Cost</b>                                           |                     |                   |                     |
| As of January 1, 2023                                 | \$ 4,045,062        | \$ 117,641        | \$ 4,162,703        |
| Transfer from right of use assets, net <sup>(4)</sup> | 695,162             | 3,722             | 698,884             |
| Additions <sup>(1)</sup>                              | 4,711               | 16,738            | 21,449              |
| Disposal of vessels <sup>(2)</sup>                    | (79,429)            | (3,134)           | (82,563)            |
| Write-offs <sup>(3)</sup>                             | (771)               | (1,500)           | (2,271)             |
| As of December 31, 2023                               | 4,664,735           | 133,467           | 4,798,202           |
| <b>Accumulated depreciation and impairment</b>        |                     |                   |                     |
| As of January 1, 2023                                 | (1,016,258)         | (57,191)          | (1,073,449)         |
| Charge for the period                                 | (152,661)           | (25,598)          | (178,259)           |
| Disposal of vessels <sup>(2)</sup>                    | 28,505              | 1,436             | 29,941              |
| Write-offs <sup>(3)</sup>                             | —                   | 1,500             | 1,500               |
| As of December 31, 2023                               | (1,140,414)         | (79,853)          | (1,220,267)         |
| <b>Net book value</b>                                 |                     |                   |                     |
| <b>As of December 31, 2023</b>                        | <b>\$ 3,524,321</b> | <b>\$ 53,614</b>  | <b>\$ 3,577,935</b> |

- (1) Additions during the years ended December 31, 2024 and 2023 primarily relate to the drydock and Ballast Water Treatment System ("BWTS") costs and installations incurred on certain of our vessels.
- (2) Represents the net book value of an aggregate of 14 vessels that were sold during the years ended December 31, 2024 and 2023. These sales consisted of 11 MRs (*STI Tribeca*, *STI Larvotto*, *STI Le Rocher*, *STI Manhattan*, *STI Beryl*, *STI Onyx*, *STI Garnet*, *STI Ruby*, *STI Topaz*, *STI San Antonio* and *STI Texas City*) and one LR2 (*STI Lily*) during the year ended December 31, 2024, and two MRs (*STI Ville* and *STI Amber*) during the year ended December 31, 2023. These transactions are described below.
- (3) Primarily represents write-offs of fully depreciated equipment and drydock costs on certain of our vessels.
- (4) During the year ended December 31, 2023, we exercised the purchase options on leases for 17 MRs (*STI Magnetic*, *STI Marshall*, *STI Magic*, *STI Mystery*, *STI Marvel*, *STI Magister*, *STI Mythic*, *STI Miracle*, *STI Maestro*, *STI Mighty*, *STI Modest*, *STI Maverick*, *STI Millennia*, *STI Maximus*, *STI Beryl*, *STI Larvotto* and *STI Le Rocher*) and four LR2s (*STI Lavender*, *STI Lobelia*, *STI Lotus* and *STI Lily*) that had been previously recorded as Right of use assets for vessels. The carrying amounts of these Right of Use Assets were reclassified to Vessels and Drydock as a result of these transactions. These transactions are further described in Note 7.

The following is a summary of the items that were capitalized during the years ended December 31, 2024 and 2023:

| <i>In thousands of U.S. dollars</i>  | <b>Drydock <sup>(1)</sup></b> | <b>BWTS</b> | <b>Other<br/>equipment</b> | <b>Capitalized<br/>interest</b> | <b>Total vessel<br/>additions</b> |
|--------------------------------------|-------------------------------|-------------|----------------------------|---------------------------------|-----------------------------------|
| For the year ended December 31, 2024 | \$ 105,329                    | \$ 126      | \$ 22                      | \$ —                            | \$ 148                            |
| For the year ended December 31, 2023 | 16,738                        | 4,554       | 150                        | 7                               | 4,711                             |

(1) Additions during the years ended December 31, 2024 and 2023 include new costs accrued in prior periods relating to drydocks and ballast water treatment system.

Activity

Other than exercising purchase options on leases, we did not purchase any vessels during the years ended December 31, 2024 and December 31, 2023. Additionally, as of December 31, 2024, we did not have any newbuildings on order.

During the year ended December 31, 2023, we wrote-off \$10.5 million related to options to purchase additional exhaust gas cleaning systems, or scrubbers, which expired unexercised. This amount included deposits and previously incurred installation costs. These amounts were previously recorded within Other assets on the consolidated balance sheet.

## Vessel Sales

During the year ended December 31, 2024, we entered into agreements to sell 11 MR vessels (*STI Tribeca*, *STI Larvotto*, *STI Le Rocher*, *STI Manhattan*, *STI Beryl*, *STI Onyx*, *STI Garnet*, *STI Ruby*, *STI Topaz*, *STI San Antonio* and *STI Texas City*) and one LR2 vessel (*STI Lily*). The aggregate net book value of the vessels was \$307.3 million on the dates they were held for sale. The aggregate net proceeds of these sales was \$479.8 million. Accrued and unpaid selling costs related to the sale of *STI San Antonio* as of December 31, 2024 was \$0.2 million. We recorded an aggregate gain of \$176.5 million during the year ended December 31, 2024 as a result of these sales.

Of these vessels, *STI Tribeca* and *STI Manhattan* were replaced by *STI Galata* and *STI Notting Hill*, respectively, as collateral on the 2023 \$1.0 Billion Credit Facility. *STI Larvotto*, *STI Le Rocher*, *STI Beryl*, *STI Onyx*, *STI Garnet*, *STI Ruby* and *STI Topaz* were unencumbered at the time of sale. *STI San Antonio* was replaced by *STI Memphis* as collateral on the 2023 \$225.0 Million Credit Facility. The 2023 \$117.4 Million Credit Facility was amended in October 2024, releasing *STI Texas City* as the residual collateral value of the remaining vessels under the facility provided for sufficient headroom under the leverage covenant of the agreement. In October 2024, we repaid the \$22.9 million outstanding related to *STI Lily* under the 2023 \$1.0 Billion Credit Facility. This debt repayment did not impact the undrawn amount of \$288.2 million available under the revolving portion of this facility.

During the year ended December 31, 2023, we closed on the sales of two MRs, *STI Ville* and *STI Amber*, in July 2023 and November 2023, respectively, for aggregate net proceeds of \$64.6 million. This amount includes \$0.3 million of accrued and unpaid selling costs as of December 31, 2023. The aggregate net book value of the vessels was \$52.6 million on the dates they were held for sale and we recorded an aggregate gain of \$12.0 million during the year ended December 31, 2023 as a result of these sales. Additionally, we repaid the outstanding sale and leaseback obligation of \$8.2 million with respect to *STI Amber* as a result of this sale.

## Collateral agreements

The below table is a summary of vessels with an aggregate carrying value of \$2.3 billion at December 31, 2024 which have been pledged as collateral under the terms of our secured debt and lease financing arrangements as of December 31, 2024:

| Credit Facility                      | Vessel Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2023 \$225.0 Million Credit Facility | STI Duchessa, STI Memphis, STI Yorkville, STI Milwaukee, STI Battery, STI Madison, STI Opera, STI Venere, STI Virtus, STI Aqua, STI Dama, STI Regina, STI Sanctity                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 2023 \$49.1 Million Credit Facility  | STI Rose, STI Rambla                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 2023 \$117.4 Million Credit Facility | STI Battersea, STI Wembley, STI Meraux, STI St. Charles, STI Mayfair, STI Alexis                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 2023 \$1.0 Billion Credit Facility   | STI Lobelia, STI Lotus, STI Lavender, STI Magic, STI Mystery, STI Marvel, STI Magnetic, STI Millennia, STI Magister, STI Mythic, STI Modest, STI Maverick, STI Miracle, STI Maestro, STI Mighty, STI Maximus, STI Spiga, STI Kingsway, STI Bosphorus, STI Leblon, STI Jermyn, STI Donald C Trauscht, STI Esles II, STI Solace, STI Solidarity, STI Stability, STI Galata, STI Bronx, STI Notting Hill, STI Seneca, STI Sloane, STI Condotti, STI Brooklyn, STI Goal, STI Gladiator, STI Gratitude, STI Steadfast, STI Supreme, STI Acton, STI Camden, STI Jardins, STI San Telmo, STI Soho, STI Osceola |
| 2023 \$94.0 Million Credit Facility  | STI Marshall, STI Grace, STI Guide, STI Gauntlet                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Ocean Yield Lease Financing          | STI Symphony                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 2021 Ocean Yield Lease Financing     | STI Gallantry, STI Guard                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

The below table is a summary of vessels with an aggregate carrying value of \$846.3 million which were unencumbered at December 31, 2024:

|              | Vessel Name                                                                                                                                                                                                                                                                                                                                                                |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Unencumbered | STI Clapham, STI Hammersmith, STI Rotherhithe, STI Poplar, STI La Boca, STI Broadway, STI Winnie, STI Connaught, STI Lauren, STI Veneto, STI Fulham, STI Elysees, STI Park, STI Orchard, STI Hackney, STI Lombard, STI Comandante, STI Brixton, STI Pimlico, STI Finchley, STI Westminster, STI Pontiac, STI Black Hawk, STI Oxford, STI Selatar, STI Gramercy, STI Queens |



## 7. Right of use assets and related lease liabilities

For lease arrangements that were accounted for under IFRS 16 – *Leases*, we had bareboat charter-in commitments on three vessels under fixed rate bareboat agreements and 18 vessels under variable rate bareboat agreements during the year ended December 31, 2023. These arrangements were accounted for under IFRS 16 - *Leases*.

During the year ended December 31, 2023, we exercised the purchase options for all vessels under lease arrangements and had no further commitments as of December 31, 2023.

### IFRS 16 - Leases - 3 MRs

In January 2019, we recognized right-of-use assets and corresponding liabilities relating to three bareboat chartered-in vessel commitments (*STI Beryl*, *STI Le Rocher* and *STI Larvotto*). The bareboat contracts for these three vessels were entered into in April 2017, were scheduled to expire in April 2025, and had a fixed lease payment of \$8,800 per vessel per day. We had the option to purchase these vessels beginning at the end of the fifth year of the agreement through the end of the eighth year of the agreement, which we exercised during the year ended December 31, 2023 thus releasing us from all obligations under these agreements.

### IFRS 16 - Leases - Trafigura Transaction

On September 26, 2019, we acquired subsidiaries of Trafigura Maritime Logistics Pte. Ltd. ("Trafigura") which had leasehold interests in 19 product tankers under bareboat charter agreements with subsidiaries of an international financial institution (the "Trafigura Transaction").

On the date of the Trafigura Transaction, certain terms of the Agreements were modified ("Modified Agreements" and, collectively, "IFRS 16 - Leases - \$670.0 Million"). Under *IFRS 16 - Leases* the Modified Agreements did not meet the criteria to qualify as separate leases and were measured accordingly as lease modifications. The Modified Agreements each had a term of eight years from the latter of the date of the Trafigura Transaction or the delivery date of the respective vessel, and we had purchase options beginning after the first year of each agreement, limited to eight vessels until after the third anniversary date.

In April 2022, we exercised the purchase option on *STI Majestic* and repaid the aggregate outstanding lease obligation of \$25.6 million relating to this vessel. This vessel was subsequently sold later that year.

During the year ended December 31, 2023, we gave notice to exercise the purchase options on the remaining 18 vessels, triggering a re-assessment of the lease liabilities and resulting in an aggregate increase in the lease liabilities and corresponding adjustment to the right of use assets of \$4.5 million. Upon the closing of these purchases, we repaid the aggregate outstanding lease obligation of \$459.1 million relating to these vessels under the IFRS 16 - Leases - \$670.0 Million lease agreement thus releasing us from all obligations under these agreements.

The following is the activity of the "Right of use assets for vessels" starting on January 1, 2023 through December 31, 2023. There was no such activity during the year ended December 31, 2024.

| <i>In thousands of U.S. Dollars</i>            | <b>Vessels</b> | <b>Drydock</b> | <b>Total</b> |
|------------------------------------------------|----------------|----------------|--------------|
| <b>Cost</b>                                    |                |                |              |
| As of January 1, 2023                          | \$ 798,083     | \$ 22,577      | \$ 820,660   |
| Transfers to vessels, net <sup>(1)</sup>       | (831,385)      | (19,942)       | (851,327)    |
| Additions <sup>(2)</sup>                       | 33,302         | —              | 33,302       |
| Write-offs <sup>(3)</sup>                      | —              | (2,635)        | (2,635)      |
| As of December 31, 2023                        | —              | —              | —            |
| <b>Accumulated depreciation and impairment</b> |                |                |              |
| As of January 1, 2023                          | (114,902)      | (15,932)       | (130,834)    |
| Charge for the period                          | (21,321)       | (2,923)        | (24,244)     |
| Transfers to vessels, net <sup>(1)</sup>       | 136,223        | 16,220         | 152,443      |
| Write-offs <sup>(3)</sup>                      | —              | 2,635          | 2,635        |
| As of December 31, 2023                        | —              | —              | —            |
| <b>Net book value</b>                          |                |                |              |
| <b>As of December 31, 2023</b>                 | <b>\$ —</b>    | <b>\$ —</b>    | <b>\$ —</b>  |

- (1) Primarily represents the net book value of the 21 vessels for which the purchase options were exercised during the year ended December 31, 2023 and transferred to Vessels and drydock.
- (2) Represents the adjustment to the right of use asset as a result of the remeasurement of the related lease liability upon the commitments to exercise the purchase options.
- (3) Represents the write-offs of fully depreciated drydock costs on certain of our vessels.

The following table summarizes the payments made for the year ended December 31, 2023 relating to lease liabilities accounted for under *IFRS 16 - Leases*. There was no such activity during the year ended December 31, 2024.

| <i>In thousands of U.S. dollars</i>                                      | <b>For the year ended<br/>December 31,</b> |                |
|--------------------------------------------------------------------------|--------------------------------------------|----------------|
|                                                                          | <b>2023</b>                                |                |
| Interest expense recognized in consolidated statements of operations     | \$                                         | 23,749         |
| Principal repayments recognized in consolidated cash flow statements     |                                            | 516,127        |
| Net decrease in accrued interest expense                                 |                                            | 467            |
| <b>Total payments on lease liabilities under <i>IFRS 16 - Leases</i></b> | <b>\$</b>                                  | <b>540,343</b> |

Vessels recorded as Right of use assets derive income from subleases through time charter-out, voyage revenue (spot market), and pool arrangements. For the years ended December 31, 2023, and 2022, sublease income of \$136.6 million and \$246.5 million, respectively, is included in Vessel revenue. There was no such income during the year ended December 31, 2024.

#### **8. Carrying values of vessels, vessels under construction, right of use assets for vessels and goodwill**

At each balance sheet date, we review the carrying amounts of our goodwill, vessels and related drydock costs to determine if there is any indication that these amounts have suffered an impairment loss. If such indication exists, the recoverable amount of the vessels and related drydock costs is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. As part of this evaluation, we consider both internal and external indicators of potential impairment, in accordance with IAS 36. Indicators of possible impairment may include, but are not limited to, comparing the carrying amount of net assets to market capitalization, changes in interest rates, changes in the technological, market, economic, or legal environments in which we operate, changes in forecasted charter rates, and movements in external broker valuations. We also assess whether any evidence suggests the obsolescence or physical damage of our assets, whether we have any plans to dispose of an asset before the end of its estimated useful life, and whether any evidence suggests that the economic performance of an asset was, or may become, worse than expected.

At December 31, 2024 and December 31, 2023, we performed an assessment to determine if any indicators of impairment exist, considering both internal and external factors as part of this assessment. We reviewed the carrying amount of our vessels to determine if there was an indication that these assets had suffered an impairment. First, we assessed the fair value less the cost to sell of our vessels, taking into consideration vessel valuations from independent ship brokers. We then compared the fair value less selling costs to each vessel's carrying value and, if the carrying value exceeded the vessel's fair value less selling costs, an indicator of impairment existed.

At December 31, 2024 and 2023, our operating fleet consisted of 99 and 111 owned or sale and leaseback vessels, respectively. All of the vessels in our operating fleet had fair values less selling costs greater than their carrying amount at this date. We also considered other internal and external factors as part of this assessment to determine if any indicators of impairment exist, as the markets in which we operate continued to experience strength during the years ended December 31, 2024 and 2023. This strength is evidenced by, among other things:

- The strength in second-hand vessel values, particularly as compared to the carrying values of our vessels;
- The strength of time charter rates for long-term fixtures, which provides an indication of the forward market;
- The operating cash flows that we generated during each period.

It is on this basis that we determined that there were no indications of impairment on any of our vessels as of December 31, 2024 or December 31, 2023.

### Reversal of previously recorded impairment

At December 31, 2020 an impairment charge of \$14.2 million was recorded on 13 MR vessels by reference to their value in use. At December 31, 2022, we evaluated whether this impairment should be reversed pursuant to the principles set forth under IAS 36, *Impairment of assets*. Given the external factors noted in our markets during this period, we concluded that there were indicators that the recoverable amount of these 13 vessels should be estimated again and determined that the previous impairment, less the depreciation that would have been recorded had the impairment not been recorded, should be reversed. This resulted in the reversal of the previously recorded impairment of \$12.7 million.

### Goodwill

Goodwill arising from a previous acquisition has been allocated to the cash generating units within each of the respective operating segments that were expected to benefit from the synergies of this transaction (LR2s). The carrying value of the goodwill allocated to the LR2 segment was \$8.2 million at both December 31, 2024 and 2023. Goodwill is not amortized and is tested annually (or more frequently, if impairment indicators arise) by comparing the aggregate carrying amount of the cash generating units in each respective operating segment, plus the allocated goodwill, to their recoverable amounts. We used the fair value less cost to sell to determine recoverable amount, by taking into consideration vessel valuations from independent ship brokers for each vessel within each segment.

This test was performed in connection with the assessment of the carrying amount of our vessels and related drydock costs at December 31, 2024 and 2023, and an impairment charge was not recorded.

### Capitalized interest

There was a nominal amount of capitalized interest expense for the year ended December 31, 2023 and none during the year ended December 31, 2024. We cease capitalizing interest when the vessels reach the location and condition necessary to operate in the manner intended by management.

There were no vessels under construction during the years ended December 31, 2024 or December 31, 2023.

## 9. Other non-current assets

The following is a table summarizing the components of our Other non-current assets as of December 31, 2024 and 2023:

| <i>In thousands of U.S. dollars</i>                                                 | At December 31,  |                  |
|-------------------------------------------------------------------------------------|------------------|------------------|
|                                                                                     | 2024             | 2023             |
| Scorpio LR2 Pool Ltd. pool working capital contributions <sup>(1)</sup>             | \$ 22,100        | \$ 22,950        |
| Scorpio MR Pool Ltd. pool working capital contributions <sup>(1)</sup>              | 16,400           | 21,200           |
| Scorpio Handymax Tanker Pool Ltd. pool working capital contributions <sup>(1)</sup> | 5,661            | 5,661            |
| Mercury Pool Limited pool working capital contributions <sup>(1)</sup>              | 1,600            | 1,600            |
| Working capital contributions to Scorpio Pools                                      | 45,761           | 51,411           |
| Investment in dual fuel tanker joint venture <sup>(2)</sup>                         | 12,551           | 11,800           |
| Capitalized loan fees <sup>(3)</sup>                                                | —                | 2,229            |
|                                                                                     | <b>\$ 58,312</b> | <b>\$ 65,440</b> |

<sup>(1)</sup> Upon entrance into the Scorpio Pools, all vessels are required to make initial working capital contributions of both cash and bunkers. Initial working capital contributions are repaid, without interest, upon a vessel's exit from the pool. Bunkers on board a vessel exiting the pool are credited against such repayment at the actual invoice price of the bunkers. For all owned vessels, we assume that these contributions will not be repaid within 12 months and are thus classified as non-current within Other Assets on the consolidated balance sheets. For chartered-in vessels we classify the amounts as current (within Accounts Receivable) or non-current (within Other Assets) according to the expiration of the contract.

<sup>(2)</sup> In August 2021, we acquired a minority interest in a portfolio, which at the time consisted of nine product tankers, including five dual-fuel MR methanol tankers (built between 2016 and 2021) which, in addition to traditional petroleum products, are designed to both carry methanol as a cargo and to consume it as a fuel, and four ice class 1A LR1 product tankers (two of which were sold during the fourth quarter of 2021 and one of which was sold during the third quarter of 2024). The dual-fuel MR methanol tankers are currently on long-term time charter contracts greater than five years. As part of this agreement, we acquired a 50% interest in a joint venture that ultimately has a minority interest in the entities that own the vessels for final consideration of \$6.7 million.

We account for our interest in this joint venture using the equity method pursuant to IFRS 11 - *Joint arrangements*. Under this guidance, the investment is initially measured at cost, and the carrying amount of the investment is adjusted in subsequent periods based on our share of profits or losses from the joint venture (adjusted for any fair value adjustments made upon initial recognition). Any distributions received from the joint venture reduce the carrying amount.

In November 2022, we contributed an additional \$1.75 million to the joint venture to increase the joint venture's ownership interest in one of the LR1 tankers and during 2024 we contributed an additional \$1.9 million to fund the purchase of an additional vessel.

The joint venture issued cash distributions of \$8.9 million and \$1.8 million during the years ended December 31, 2024 and 2023, respectively.

We recorded \$7.7 million (including a gain of \$2.8 million on the sale of a vessel) and \$5.9 million as our share of net income resulting from this joint venture during the years ended December 31, 2024 and 2023, respectively.

- <sup>(3)</sup> Represents upfront loan fees on credit facilities that are expected to be used to refinance the indebtedness on certain vessels. These fees are reclassified as deferred financing fees (net of Debt) when the tranche of the loan to which the vessel relates is drawn.

## 10. Accounts payable

The following is a table summarizing the components of our accounts payable as of December 31, 2024 and 2023:

| <i>In thousands of U.S. dollars</i>                    | At December 31,  |                  |
|--------------------------------------------------------|------------------|------------------|
|                                                        | 2024             | 2023             |
| Scorpio Ship Management S.A.M. (SSM)                   | \$ 2,979         | \$ 2,131         |
| Scorpio MR Pool Limited                                | 1,726            | 180              |
| Scorpio LR2 Pool Limited                               | 1,695            | 2                |
| Amounts due to a related party bunker supplier         | 579              | 95               |
| Scorpio Commercial Management S.A.M. (SCM)             | 250              | 260              |
| Amounts due to related party port agents               | 247              | 260              |
| Amounts due to a related party carbon emission manager | 71               | —                |
| Scorpio Services Holding Limited (SSH)                 | 7                | 283              |
| Scorpio Handymax Tanker Pool Limited                   | —                | 434              |
| Mercury Pool Limited                                   | —                | 10               |
| Accounts payable to related parties                    | 7,554            | 3,655            |
| European Union Allowance (EUA) payables <sup>(1)</sup> | 12,415           | —                |
| Suppliers                                              | 12,244           | 6,349            |
|                                                        | <b>\$ 32,213</b> | <b>\$ 10,004</b> |

- <sup>(1)</sup> European Union Allowance (EUA) payables relate to our compliance with the European Emissions Trading System ("EU ETS") which was expanded to the maritime industry as of January 1, 2024. The EU ETS sets a cap on the total amount of certain greenhouse gases that can be emitted by covered entities, and these entities are allocated or required to purchase permits (allowances) for their emissions. Under the EU ETS requirements, we buy EU allowances to offset the greenhouse gas emissions from our vessels that trade to, from, and within the European Union and European Economic Area and submit these allowances to regulators as proof of compliance. Our vessels incur the costs of carbon emissions and these costs are passed along to the customers in most cases.

Other than the EUA payables, which are due September 2025, the majority of accounts payable are settled with a cash payment within 90 days. No interest is charged on accounts payable. We consider that the carrying amount of accounts payable approximates fair value.

## 11. Accrued expenses and other current liabilities

The following is a table summarizing the components the components of our accrued expenses and other current liabilities as of December 31, 2024 and 2023:

| <i>In thousands of U.S. dollars</i>           | At December 31,  |                  |
|-----------------------------------------------|------------------|------------------|
|                                               | 2024             | 2023             |
| Accrued expenses to related party port agents | \$ 2,152         | \$ 1,108         |
| Scorpio Services Holding Limited (SSH)        | 452              | 1                |
| Scorpio Ship Management S.A.M. (SSM)          | 298              | 337              |
| Fowe Eco Solutions Ltd. (FOWE)                | 85               | —                |
| Scorpio MR Pool Limited                       | 50               | —                |
| Scorpio Commercial Management S.A.M. (SCM)    | 15               | 56               |
| Accrued expenses to related parties           | 3,052            | 1,502            |
| Accrued short-term employee benefits          | 34,183           | 33,329           |
| Suppliers                                     | 22,192           | 17,984           |
| Deferred income                               | 10,686           | 11,653           |
| Accrued interest                              | 3,478            | 8,210            |
|                                               | <b>\$ 73,591</b> | <b>\$ 72,678</b> |

Deferred income represents amounts collected in advance from customers for our vessels on time charter or deferred revenue on time charter out arrangements whose payment terms differ from the pattern of revenue recognition on a straight-line basis. The terms of these agreements are described in Note 16.

## 12. Current and long-term debt

The following is a breakdown of the current and non-current portion of our debt outstanding as of December 31, 2024 and December 31, 2023:

| <i>In thousands of U.S. dollars</i>                       | At December 31,   |                     |
|-----------------------------------------------------------|-------------------|---------------------|
|                                                           | 2024              | 2023                |
| Current portion of bank debt <sup>(1)</sup>               | \$ 122,797        | \$ 220,965          |
| Sale and leaseback liabilities <sup>(2)</sup>             | 8,592             | 206,757             |
| Current portion of long-term debt                         | 131,389           | 427,722             |
| Non-current portion of bank debt and bonds <sup>(3)</sup> | 665,887           | 939,188             |
| Sale and leaseback liabilities <sup>(4)</sup>             | 64,691            | 221,380             |
|                                                           | <b>\$ 861,967</b> | <b>\$ 1,588,290</b> |

<sup>(1)</sup> The current portion at December 31, 2024 was net of unamortized deferred financing fees of \$1.2 million. The current portion at December 31, 2023 was net of unamortized deferred financing fees of \$5.0 million.

<sup>(2)</sup> The current portion at December 31, 2024 was net of unamortized deferred financing fees of \$0.1 million and prepaid interest of \$0.3 million. The current portion at December 31, 2023 was net of unamortized deferred financing fees of \$0.8 million and prepaid interest of \$0.3 million.

<sup>(3)</sup> The non-current portion at December 31, 2024 was net of unamortized deferred financing fees of \$13.7 million. The non-current portion at December 31, 2023 was net of unamortized deferred financing fees of \$20.6 million.

<sup>(4)</sup> The non-current portion at December 31, 2024 was net of unamortized deferred financing fees of \$0.8 million. The non-current portion at December 31, 2023 was net of unamortized deferred financing fees of \$2.3 million.

The following is a roll-forward of the activity within debt (current and non-current, and inclusive of IFRS 16 - lease liabilities), by facility, for the year ended December 31, 2024:

|                                      |                                              | Activity         |                     |                               |                                              | Balance as of December 31, 2024 consists of: |                   |
|--------------------------------------|----------------------------------------------|------------------|---------------------|-------------------------------|----------------------------------------------|----------------------------------------------|-------------------|
| <i>In thousands of U.S. dollars</i>  | Carrying Value<br>as of December<br>31, 2023 | Drawdowns        | Repayments          | Other Activity <sup>(1)</sup> | Carrying Value<br>as of December<br>31, 2024 | Current                                      | Non-Current       |
| Prudential Credit Facility           | 33,740                                       | —                | (33,740)            | —                             | —                                            | —                                            | —                 |
| BNPP Sinasure Credit Facility        | 69,667                                       | —                | (69,667)            | —                             | —                                            | —                                            | —                 |
| 2023 \$225.0 Million Credit Facility | 199,575                                      | —                | (33,900)            | —                             | 165,675                                      | 22,123                                       | 143,552           |
| 2023 \$49.1 Million Credit Facility  | 45,626                                       | —                | (4,616)             | —                             | 41,010                                       | 4,615                                        | 36,395            |
| 2023 \$117.4 Million Credit Facility | 108,890                                      | —                | (17,007)            | —                             | 91,883                                       | 17,008                                       | 74,875            |
| 2023 \$1.0 Billion Credit Facility   | 564,907                                      | 99,000           | (312,694)           | —                             | 351,213                                      | —                                            | 351,213           |
| 2023 \$94.0 Million Credit Facility  | 92,908                                       | —                | (9,666)             | —                             | 83,242                                       | 9,666                                        | 73,576            |
| Ocean Yield Lease Financing          | 25,243                                       | —                | (3,067)             | 33                            | 22,209                                       | 3,112                                        | 19,097            |
| BCFL Lease Financing (MRs)           | 21,653                                       | —                | (21,653)            | —                             | —                                            | —                                            | —                 |
| 2020 SPDBFL Lease Financing          | 37,626                                       | —                | (36,863)            | (763)                         | —                                            | —                                            | —                 |
| 2021 AVIC Lease Financing            | 77,567                                       | —                | (76,410)            | (1,157)                       | —                                            | —                                            | —                 |
| 2021 CMBFL Lease Financing           | 61,525                                       | —                | (61,525)            | —                             | —                                            | —                                            | —                 |
| 2021 TSFL Lease Financing            | 46,482                                       | —                | (45,617)            | (865)                         | —                                            | —                                            | —                 |
| 2021 Ocean Yield Lease Financing     | 58,083                                       | —                | (5,867)             | —                             | 52,216                                       | 5,850                                        | 46,366            |
| 2022 AVIC Lease Financing            | 103,451                                      | —                | (103,451)           | —                             | —                                            | —                                            | —                 |
| Unsecured Senior Notes Due 2025      | 70,496                                       | —                | —                   | 49                            | 70,545                                       | 70,545                                       | —                 |
|                                      | \$ 1,617,439                                 | \$ 99,000        | \$ (835,743)        | \$ (2,703)                    | \$ 877,993                                   | \$ 132,919                                   | \$ 745,074        |
| Less: deferred financing fees        | (28,814)                                     | (2,421)          | —                   | 15,481                        | (15,754)                                     | (1,258)                                      | (14,496)          |
| Less: prepaid interest expense       | (335)                                        | —                | 63                  | —                             | (272)                                        | (272)                                        | —                 |
| <b>Total</b>                         | <b>\$ 1,588,290</b>                          | <b>\$ 96,579</b> | <b>\$ (835,680)</b> | <b>\$ 12,778</b>              | <b>\$ 861,967</b>                            | <b>\$ 131,389</b>                            | <b>\$ 730,578</b> |

<sup>(1)</sup> Primarily relates to non-cash accretion, write-offs, amortization or other adjustments on (i) debt or lease obligations assumed as part of a previous acquisition, (ii) the carrying values of certain sale and leaseback arrangements related to the notifications to exercise purchase options; and (iii) our Unsecured Senior Notes Due 2025, as discussed below.

#### Interest Rate Benchmark Reform

Interest in most of our financing agreements has historically been based on published rates for LIBOR. The ICE Benchmark Administration (“IBA”), the administrator of LIBOR, with the support of the United States Federal Reserve and the United Kingdom’s Financial Conduct Authority, ceased the publication of all U.S. Dollar LIBOR tenors on June 30, 2023.

In response to the anticipated discontinuation of LIBOR, the Alternative Reference Rate Committee, a committee convened by the Federal Reserve that includes major market participants, proposed an alternative rate to replace U.S. Dollar LIBOR: the Secured Overnight Financing Rate, or “SOFR.”

During the year ended December 31, 2023, we transitioned our existing loan and lease financing agreements from U.S. Dollar LIBOR to SOFR plus a credit spread adjustment (“CSA”) which varied from zero basis points to 26.161 basis points depending on the financing arrangement. We have applied the practical expedient pursuant to the Amendments to IFRS 9 – *Financial Instruments (IBOR reform)* as our secured bank debt and lease financing arrangements are carried at amortized cost, and therefore the change in the effective interest rate on these arrangements that has arisen from IBOR reform was deemed to be economically equivalent to the previous basis. Accordingly, no gain or loss was recognized upon transition.

### Secured Bank Debt

Each of our secured credit facilities contains financial and restrictive covenants which require us to, among other things, comply with certain financial tests (described below); deliver quarterly and annual financial statements and annual projections; comply with restrictive covenants, including maintaining adequate insurances; comply with laws (including environmental laws and ERISA); and maintain flag and class of our vessels. Other such covenants may, among other things, restrict consolidations, mergers or sales of our assets; require us to obtain lender approval on changes in our vessel manager; limit our ability to place liens on our assets; limit our ability to incur additional indebtedness; prohibit us from paying dividends if there is a covenant breach under the loan or an event of default has occurred or would occur as a result of payment of such dividend; or prohibit our transactions with affiliates. Furthermore, our debt agreements contain customary events of default, including cross-default provisions, as well as subjective acceleration clauses under which the debt could become due and payable in the event of a material adverse change in the Company’s business.

These secured credit facilities may be secured by, among other things:

- a first priority mortgage over the relevant collateralized vessels;
- a first priority assignment of earnings, insurances and charters from the mortgaged vessels for the specific facility;
- a pledge of earnings generated by the mortgaged vessels for the specific facility; and
- a pledge of the equity interests of each vessel owning subsidiary under the specific facility.

Each of our secured credit facilities are described below.

#### Prudential Credit Facility

In November 2019, we executed an agreement with Prudential Private Capital for a senior secured term loan facility for \$55.5 million (the "Prudential Credit Facility"). The Prudential Credit Facility was fully drawn in December 2019, with the primary purpose of refinancing *STI Clapham*, *STI Camden* and *STI Acton*.

In December 2023, we gave notice to repay the outstanding balance in January 2024.

The amount outstanding as of December 31, 2023 was \$33.7 million. The outstanding debt on this loan facility was repaid in full in January 2024 and the loan facility was terminated.

#### BNPP Sinosure Credit Facility

In December 2019, we executed a senior secured term loan facility with BNP Paribas and Skandinaviska Enskilda Banken AB for up to \$134.1 million (the "BNPP Sinosure Credit Facility"), which was used to finance five of our vessels.

The amount outstanding as of December 31, 2023 was \$69.7 million. The outstanding debt on this loan facility was repaid in full in September 2024 and the loan facility was terminated.

#### 2023 \$225.0 Million Credit Facility

In January 2023, we executed the 2023 \$225.0 Million Credit Facility with a group of European financial institutions. In February and March 2023, we drew down \$184.9 million and \$40.1 million, respectively, and 13 product tankers (*STI Opera*, *STI Duchessa*, *STI Venere*, *STI Virtus*, *STI Aqua*, *STI Dama*, *STI Regina*, *STI San Antonio*, *STI Yorkville*, *STI Battery*, *STI Milwaukee*, *STI Madison*, and *STI Sanctity*) were collateralized under this facility as part of these drawdowns.

The 2023 \$225.0 Million Credit Facility has a final maturity of five years from the signing date and bears interest at SOFR plus a margin of 1.975% per annum. The borrowings for the 11 MRs are scheduled to be repaid in equal quarterly installments of \$0.63 million per vessel for the first two years, and \$0.33 million per vessel for the remaining term of the loan, with a balloon payment due at maturity. The borrowings for the two LR2s are scheduled to be repaid in equal quarterly installments of \$0.8 million per vessel for the first two years, and \$0.45 million per vessel for the remaining term of the loan, with a balloon payment due at maturity.

Our 2023 \$225.0 Million Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.65 to 1.00.
- Consolidated tangible net worth of no less than \$1.5 billion.
- Minimum liquidity of not less than the greater of \$25.0 million or \$500,000 per each owned vessel and \$250,000 per each time chartered-in vessel.
- The aggregate of the fair market value of the vessels provided as collateral under the facility shall at all times be no less than 140% of the then aggregate of (i) principal amount of the loans outstanding and (ii) negative value of any hedging exposure under such facility.

In July 2024, we executed an amendment with the lenders on the 2023 \$225.0 Million Credit Facility to convert this credit facility from a term loan to a revolving credit facility. This amendment gives us the flexibility to make unscheduled repayments on this facility that can be re-drawn in the future. Under the amendment, the outstanding and/or availability of the revolving credit facility will continue to amortize quarterly as scheduled.

In August 2024, we entered into an agreement to sell *STI San Antonio*, which was collateralized under this facility. In September 2024 this vessel was replaced by the previously unencumbered *STI Memphis*.

The amounts outstanding as of December 31, 2024 and 2023 were \$165.7 million and \$199.6 million, respectively, and we were in compliance with the financial covenants as of those dates. There was no drawdown availability under this revolving credit facility as of December 31, 2024.

#### *2023 \$49.1 Million Credit Facility*

In February 2023, we executed the 2023 \$49.1 Million Credit Facility with a North American financial institution. In March 2023, we drew down \$49.1 million and two LR2 product tankers (*STI Rose* and *STI Rambla*) were collateralized under this facility as part of this drawdown.

The 2023 \$49.1 Million Credit Facility has a final maturity of five years from the drawdown date and bears interest at SOFR plus a margin of 1.90% per annum. The borrowing is scheduled to be repaid in equal, aggregate, installments of \$1.2 million per quarter, with a balloon payment upon maturity.

Our 2023 \$49.1 Million Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.65 to 1.00.
- Consolidated tangible net worth of no less than \$1.6 billion plus (i) 25% of the cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after October 1, 2022 and (ii) 50% of the net proceeds of new equity issues occurring on or after December 31, 2022.
- Minimum liquidity of not less than the greater of \$25.0 million or \$500,000 per each owned vessel and \$250,000 per each time chartered-in vessel.
- The aggregate of the fair market value of the vessels provided as collateral under the facility shall at all times be no less than 150% of the then aggregate outstanding principal amount of the loans.

The amounts outstanding as of December 31, 2024 and 2023 were \$41.0 million and \$45.6 million, respectively, and we were in compliance with the financial covenants as of those dates.

#### *2023 \$117.4 Million Credit Facility*

In May 2023, we executed the 2023 \$117.4 Million Credit Facility with a European financial institution. This facility was fully drawn upon execution and seven vessels (*STI Battersea*, *STI Wembley*, *STI Texas City*, *STI Meraux*, *STI Mayfair*, *STI St. Charles*, and *STI Alexis*) were collateralized under this facility upon drawdown.

The 2023 \$117.4 Million Credit Facility has a final maturity of five years from the drawdown date of each vessel and bears interest at SOFR plus a margin of 1.925% per annum. The borrowing is scheduled to be repaid in equal, aggregate, installments of \$4.3 million per quarter, with a balloon payment upon maturity.

Our 2023 \$117.4 Million Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.65 to 1.00.
- Consolidated tangible net worth of no less than \$1.0 billion plus (i) 25% of the cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after January 1, 2016 and (ii) 50% of the net proceeds of new equity issues occurring on or after January 1, 2016.



- Minimum liquidity of not less than the greater of \$25.0 million or \$500,000 per each owned vessel and \$250,000 per each time chartered-in vessel.
- The aggregate of the fair market value of the vessels provided as collateral under the facility shall at all times be no less than 150% of the then aggregate of (i) principal amount of the loans outstanding and (ii) negative value of any hedging exposure under such credit facility.

In October 2024, this facility was amended to facilitate the release and subsequent sale of *STI Texas City* as collateral, as the residual collateral value of the remaining vessels under the facility provided for sufficient headroom under the leverage covenant of the agreement.

The amounts outstanding as of December 31, 2024 and 2023 were \$91.9 million and \$108.9 million, respectively, and we were in compliance with the financial covenants as of those dates.

#### *2023 \$1.0 Billion Credit Facility*

In July 2023, we executed the 2023 \$1.0 Billion Credit Facility with a group of financial institutions for up to \$1.0 billion, consisting of a term loan and a revolving credit facility.

Upon execution, we drew down \$440.6 million (split evenly between the term loan and the revolver) and 21 vessels (*STI Lobelia*, *STI Lavender*, *STI Jermyn*, *STI Steadfast*, *STI Magic*, *STI Mystery*, *STI Marvel*, *STI Millennia*, *STI Magister*, *STI Mythic*, *STI Modest*, *STI Maverick*, *STI Miracle*, *STI Maestro*, *STI Mighty*, *STI Magnetic*, *STI Seneca*, *STI Brooklyn*, *STI Manhattan*, *STI Bronx*, and *STI Tribeca*) were collateralized under this facility as part of this drawdown.

In August 2023, we drew down \$135.8 million (split evenly between the term loan and the revolver) and five vessels (*STI Supreme*, *STI Spiga*, *STI Kingsway*, *STI Sloane* and *STI Condotti*) were collateralized under this facility as part of this drawdown.

In September 2023, we repaid \$288.2 million on the revolving portion of this credit facility, which may be re-borrowed in the future, subject to the scheduled amortization profile.

In November 2023, we drew down \$202.3 million (split evenly between the term loan and the revolver) and eight vessels (*STI Lotus*, *STI Lily*, *STI Gladiator*, *STI Gratitude*, *STI Goal*, *STI Maximus*, *STI Leblon* and *STI Bosphorus*) were collateralized under this facility as part of this drawdown.

In December 2023, we drew down \$122.3 million (split evenly between the term loan and the revolver) and five vessels (*STI Donald C Trauscht*, *STI Esles II*, *STI Stability*, *STI Solace* and *STI Solidarity*) were collateralized under this facility as part of these drawdowns.

In January 2024, we drew down \$99.0 million (split evenly between the term loan and revolver) from the 2023 \$1.0 Billion Credit Facility and placed two Handymax (*STI Acton* and *STI Camden*) and four MR (*STI Jardins*, *STI San Telmo*, *STI Soho* and *STI Osceola*) product tankers as collateral under the facility.

In March 2024, we sold *STI Tribeca*, which was collateralized under this facility. There was no debt repayment as a result of this sale, as this vessel was replaced by the previously unencumbered *STI Galata*.

In June 2024, we made an unscheduled prepayment of \$223.6 million which was applied against the eight quarterly principal payments of the term loan falling due between the third quarter of 2024 and second quarter of 2026. As a result of this prepayment, the amortization of deferred financing fees was accelerated by \$3.9 million.

In July 2024, we sold *STI Manhattan*, which was collateralized under this facility. There was no debt repayment as a result of this sale as this vessel was replaced by the previously unencumbered *STI Notting Hill*.

In October 2024, we prepaid \$22.9 million outstanding on this facility related to *STI Lily*.

The 2023 \$1.0 Billion Credit Facility has a final maturity of June 30, 2028 and bears interest at SOFR plus a margin of 1.95% per annum. The amounts drawn as of December 31, 2024 are scheduled to be repaid, re-commencing September 30, 2026 in aggregate amounts of \$19.3 million per quarter and decreasing to \$13.8 million, with a balloon payment due at maturity. The amount currently available under the revolving portion of the facility of \$288.2 million is scheduled to be permanently reduced, commencing on June 30, 2026 in aggregate amounts of \$0.6 million per quarter and increasing to \$6.9 million, with availability terminating March 2028. The scheduled repayments will be applied to the outstanding term loan for each vessel, until repaid in full, and then to the reduction of the revolver for each vessel. A commitment fee of 0.78% per annum is due quarterly on the undrawn available commitment.

Our 2023 \$1.0 Billion Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.65 to 1.00.
- Consolidated tangible net worth of no less than \$1.5 billion.

- Minimum liquidity of not less than the greater of \$25.0 million and \$500,000 per each owned vessel plus \$250,000 per each time chartered-in vessel.
- The aggregate of the fair market value of the vessels provided as collateral under the facility shall at all times be no less than 140% of the then aggregate principal amount of the loans outstanding.

The amounts outstanding as of December 31, 2024 and 2023 were \$351.2 million and \$564.9 million, respectively, and we were in compliance with the financial covenants as of those dates. As of December 31, 2024, the amount available under the revolver was \$288.2 million.

#### *2023 \$94.0 Million Credit Facility*

In September 2023, we executed the 2023 \$94.0 Million Credit Facility with DekaBank Deutsche Girozentrale for up to \$94.0 million. Upon execution, we drew down \$43.8 million and two vessels (*STI Marshall* and *STI Grace*) were collateralized under this facility as part of this drawdown. In October 2023, we drew down \$50.2 million and two vessels (*STI Guide* and *STI Gauntlet*) were collateralized under this facility as part of this drawdown.

The 2023 \$94.0 Million Credit Facility has a final maturity of five years from the drawdown date of each vessel and bears interest at SOFR plus a margin of 1.70% per annum. The facility is scheduled to be repaid in aggregate repayments of \$2.4 million per quarter with a balloon payment due at maturity.

Our 2023 \$94.0 Million Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.65 to 1.00.
- Consolidated tangible net worth of no less than \$1.5 billion.
- Minimum liquidity of not less than the greater of \$25.0 million and \$500,000 per each owned vessel plus \$250,000 per each time chartered-in vessel.
- The aggregate of the fair market value of the vessels provided as collateral under the facility shall at all times be no less than 143% of the then aggregate of (i) principal amount of the loans outstanding and (ii) negative value of any hedging exposure under such credit facility.

The amounts outstanding as of December 31, 2024 and 2023 were \$83.2 million and \$92.9 million, respectively, and we were in compliance with the financial covenants as of those dates.

#### **Lease financing arrangements**

The below summarizes the key terms of our lease financing arrangements. For each arrangement, we have evaluated whether, in substance, these transactions are leases or merely a form of financing. As a result of this evaluation, we have concluded that each agreement is a form of financing on the basis that each transaction is a sale and leaseback transaction which does not meet the criteria for a sale under IFRS 15. Accordingly, the cash received in the transfer has been accounted for as a liability under IFRS 9, and each arrangement has been recorded at amortized cost using the effective interest method, with the corresponding vessels being recorded at cost, less accumulated depreciation, on our consolidated balance sheet.

The obligations set forth below are secured by, among other things, assignments of earnings and insurances and stock pledges and account charges in respect of the subject vessels. All of the financing arrangements contain customary events of default, including cross-default provisions as well as subjective acceleration clauses under which the lessor could cancel the lease in the event of a material adverse change in the Company's business.

Given the favorable market conditions during the last several years, we exercised purchase options and repaid the lease obligations on all but three vessels. In all circumstances, we submitted binding notices to exercise the purchase options prior to the end of the lease term in accordance with the existing provisions of the leases. As these instruments were accounted for as financial liabilities at amortized cost under IFRS 9, the submission of the purchase option notice triggered a re-assessment of the cash flows associated with the liability. As almost all of these instruments were floating rate financial liabilities, the carrying values of the liabilities did not change with the exception of purchase option fees incurred on certain arrangements, all of which are detailed below. For fixed rate instruments, a nominal gain or loss was recorded upon re-assessment.

#### *Ocean Yield Lease Financing*

We assumed the obligations under a lease financing arrangement with Ocean Yield ASA for four LR2 tankers (*STI Sanctity*, *STI Steadfast*, *STI Supreme*, and *STI Symphony*) in connection with the September 2017 acquisition of Navig8 Product Tankers Inc. (the "Ocean Yield Lease Financing"). Under this arrangement, each vessel was subject to a 13-year bareboat charter, which expires between February and August 2029 (depending on the vessel). Charterhire, which is paid monthly in

advance, includes a fixed payment in addition to a quarterly adjustment based on prevailing benchmark rates (LIBOR and SOFR plus a CSA).

Monthly principal payments are approximately \$0.2 million per vessel gradually increasing to \$0.3 million per vessel per month until the expiration of the agreement. The interest component of the leases approximates the prevailing benchmark rate plus 5.40% per annum. We also have purchase options to re-acquire each of the vessels during the bareboat charter period, with the first of such options exercisable beginning at the end of the seventh year from the delivery date of the subject vessel.

In September 2022, we gave notice to exercise the purchase option on *STI Sanctity*. The purchase option price for this vessel was \$27.8 million, and the purchase closed in March 2023. In October 2022, we gave notice to exercise the purchase options on *STI Steadfast* and *STI Supreme*. The purchase option price was \$27.8 million per vessel, and the purchases closed in May 2023 and August 2023. After these purchases, *STI Symphony* was the only vessel subject to these lease terms.

We are subject to certain terms and conditions, including financial covenants, under this arrangement which are summarized as follows:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.
- Consolidated tangible net worth no less than \$1.0 billion plus (i) 25% of the cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after January 1, 2016 and (ii) 50% of the net proceeds of new equity issues occurring on or after January 1, 2016.
- Minimum liquidity of not less than the greater of \$25.0 million or \$500,000 per each owned vessel and \$250,000 per each time chartered-in vessel.

The carrying values of the amounts due under this arrangement (which reflect fair value adjustments made as part of the initial purchase price allocation of the acquisition along with non-cash adjustments to the carrying values that were triggered by notifications to exercise purchase options) were \$22.2 million and \$25.2 million as of December 31, 2024 and 2023, respectively. We were in compliance with the financial covenants as of those dates.

#### *BCFL Lease Financing (MRs)*

In September 2017, we entered into agreements to sell and lease back five 2012 built MR product tankers (*STI Amber*, *STI Topaz*, *STI Ruby*, *STI Garnet* and *STI Onyx*) with Bank of Communications Finance Leasing Co Ltd., or BCFL, for a sales price of \$27.5 million per vessel (the "BCFL Lease Financing (MRs)"). The financing for *STI Topaz*, *STI Ruby* and *STI Garnet* closed in September 2017, the financing for *STI Onyx* closed in October 2017, and the financing for *STI Amber* closed in November 2017. Each agreement was for a fixed term of seven years at a bareboat rate of \$9,025 per vessel per day, with three consecutive one-year options to extend each charter beyond the initial term. Furthermore, we had the option to purchase these vessels beginning at the end of the fifth year of the agreements through the end of the tenth year of the agreements. A deposit of \$5.1 million per vessel was retained by the buyers to be applied to the purchase price of the vessel if a purchase option is exercised or refunded to us at the expiration of the agreement (as applicable).

In April 2020, we executed an agreement to increase the borrowing capacity by up to \$1.9 million per vessel to partially finance the purchase and installation of scrubbers on the above vessels. The agreement was for a fixed term of three years at the rate of up to \$1,910 per vessel per day to be allocated to principal and interest.

In July 2020, we drew \$1.9 million to partially finance the purchase and installation of a scrubber on one vessel and in January 2021, we drew \$5.8 million to partially finance the purchase and installation of scrubbers on three vessels.

In November 2023, we exercised the purchase option on *STI Amber* prior to its sale and repaid the outstanding indebtedness of \$8.2 million, which was net of the vessel deposit, as part of this transaction, thus terminating the lease.

In November 2023, we gave notice to exercise the purchase options on the remaining four vessels.

In December 2023, we closed on the purchase of *STI Ruby* and repaid the outstanding indebtedness of \$7.4 million, which was net of the vessel deposit, thus terminating the lease.

The aggregate outstanding balance under this arrangement was \$21.7 million as of December 31, 2023.

In January 2024, we closed on the purchases of *STI Topaz*, *STI Garnet* and *STI Onyx* and repaid the aggregate outstanding lease liability of \$21.7 million, which was net of the vessel deposits, thus terminating the leases.

#### *2020 SPDBFL Lease Financing*

In November 2020, we executed an agreement with SPDB Financial Leasing Co., Ltd to sell and leaseback four MR product tankers (*STI Donald C Trauscht*, *STI Esles II*, *STI San Telmo*, and *STI Jardins*). The aggregate borrowing amount under the arrangement was \$96.5 million, which was drawn in November and December 2020 (the "2020 SPDBFL Lease Financing").

Coinciding with the first payment dates in the first quarter of 2021, we were required to deposit with the lessor 3% of the borrowing amount, or \$2.9 million in aggregate.

In September 2023, we gave notice to exercise the purchase options on the vessels under this arrangement. The purchases of *STI Esles II* and *STI Donald C Trauscht* closed in November 2023 and we repaid the aggregate outstanding lease liability, net of \$1.5 million in deposits held by the lessor, of \$38.1 million related to these vessels, and paid purchase option fees of \$0.8 million as part of these transactions, thus terminating the leases.

The carrying value of the amounts due under the arrangement (net of deposits of \$1.4 million and including accrued purchase option fees of \$0.8 million) was \$37.6 million as of December 31, 2023.

In January 2024, we closed on the purchases of *STI Jardins* and *STI San Telmo* and repaid the aggregate outstanding lease liability of \$36.9 million, which was net of the vessel deposits of \$1.4 million, and paid purchase option fees of \$0.8 million as part of these transactions, thus terminating the leases.

#### *2021 AVIC Lease Financing*

In February 2021, we closed on the sale and leaseback of two vessels (*STI Memphis* and *STI Soho*) with AVIC International Leasing Co., Ltd. for aggregate proceeds of \$44.2 million (the "2021 AVIC Lease Financing"). In March 2021, we closed on the sale and leaseback of two additional vessels (*STI Lombard* and *STI Osceola*) under the 2021 AVIC Lease Financing for aggregate proceeds of \$53.1 million.

In October 2023, we gave notice to exercise the purchase options on the vessels under this arrangement.

The carrying value of the amounts due under the arrangement (net of the deposits of \$1.0 million and including accrued purchase option fees of \$1.2 million) was \$77.6 million as of December 31, 2023.

In January 2024, we closed on these purchases and repaid the aggregate outstanding lease liability of \$76.4 million, which was net of the vessel deposits of \$1.0 million, and paid purchase option fees of \$1.2 million as part of these transactions, thus terminating the leases.

#### *2021 CMBFL Lease Financing*

In March 2021, we received a commitment to sell and leaseback four Handymax vessels (*STI Comandante*, *STI Brixton*, *STI Pimlico* and *STI Finchley*) and one MR (*STI Westminster*) from CMB Financial Leasing Co. Ltd, or CMBFL (the "2021 CMBFL Lease Financing"). In March 2021, we closed on the sale and leaseback of the aforementioned Handymax vessels for aggregate proceeds of \$58.8 million. In April 2021, we closed on the sale and leaseback of *STI Westminster* for aggregate proceeds of \$20.25 million.

The aggregate outstanding balance under this arrangement was \$61.5 million as of December 31, 2023.

In January 2024, we gave notice to exercise the purchase options on the vessels under this arrangement. In March 2024, we closed on the purchases of *STI Brixton*, *STI Comandante*, *STI Pimlico* and *STI Finchley* and repaid the aggregate outstanding lease liability of \$45.3 million related to these vessels, and paid purchase option fees of \$0.5 million as part of these transactions, thus terminating the leases. In April 2024, we closed on the purchase of *STI Westminster* and repaid the aggregate outstanding lease liability of \$15.8 million related to this vessel, and paid purchase option fees of \$0.2 million as part of this transaction, thus terminating the lease.

#### *2021 TSFL Lease Financing*

In March 2021, we closed on the sale and leaseback of three MR vessels (*STI Black Hawk*, *STI Notting Hill* and *STI Pontiac*) with Taiping & Sinopec Financial Leasing Co., Ltd. for aggregate proceeds of \$57.7 million (the "2021 TSFL Lease Financing").

In December 2023, we gave notice to exercise the purchase options on the vessels under this arrangement.

The carrying value of the amounts due under the arrangement (including accrued purchase option fees of \$0.9 million) was \$46.5 million as of December 31, 2023.

In March 2024, we exercised the purchase options on *STI Black Hawk*, *STI Notting Hill* and *STI Pontiac* under this arrangement, repaid the aggregate outstanding lease liability of \$45.6 million related to these vessels, and paid purchase option fees of \$0.9 million as part of these transactions, thus terminating the leases.

#### *2021 Ocean Yield Lease Financing*

In December 2021, we closed on the sale and leaseback transactions for two LR2 product tankers (*STI Gallantry* and *STI Guard*) with Ocean Yield ASA (the "2021 Ocean Yield Lease Financing"). The borrowing amount under the agreements was \$70.2 million in aggregate.

Under this lease financing arrangement, each vessel is subject to a ten-year bareboat charter-in agreement. The lease financings bear interest at the prevailing benchmark rate (LIBOR and SOFR plus a CSA) plus a margin per annum and are scheduled to be repaid in equal monthly principal installments of approximately \$0.2 million per vessel. Each agreement contains purchase options to re-acquire each of the subject vessels on the fourth, fifth, and seventh anniversary dates from the effective date of each agreement, with a purchase obligation for each vessel upon the expiration of each agreement.

We are subject to certain terms and conditions, including financial covenants, under this arrangement which are summarized as follows:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.
- Consolidated tangible net worth no less than \$1.0 billion plus (i) 25% of the cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after January 1, 2016 and (ii) 50% of the net proceeds of new equity issues occurring on or after January 1, 2016.
- Minimum liquidity of not less than the greater of \$25.0 million or \$500,000 per each owned vessel and \$250,000 per each time chartered-in vessel.

The amounts outstanding were \$52.2 million and \$58.1 million as of December 31, 2024 and 2023, respectively, and we were in compliance with the financial covenants as of those dates.

#### *2022 AVIC Lease Financing*

In May and June 2022, we closed on the sale and leaseback of two MR product tankers (*STI Gramercy* and *STI Queens*) and two LR2 product tankers (*STI Selatar* and *STI Oxford*) with AVIC International Leasing Co., Ltd. for aggregate proceeds of \$118.4 million (the "2022 AVIC Lease Financing").

The carrying value of the amounts due under the arrangement (net of deposits of \$1.2 million) was \$103.5 million as of December 31, 2023.

In February 2024, we gave notice to exercise the purchase options on the vessels under this arrangement. In May 2024, we exercised the purchase options on *STI Gramercy* and *STI Queens* under this arrangement, repaid the aggregate outstanding lease liability of \$39.1 million related to these vessels (which is net of \$0.5 million in deposits held by the lessor), and paid purchase option fees of \$0.6 million as part of these transactions, thus terminating the leases. In June 2024, we exercised the purchase options on *STI Oxford* and *STI Selatar* under this arrangement, repaid the aggregate outstanding lease liability (which is net of \$0.7 million in deposits held by the lessor) of \$62.0 million related to these vessels, and paid purchase option fees of \$0.9 million as part of these transactions, thus terminating the leases.

#### **Unsecured debt**

##### *Unsecured Senior Notes Due 2025*

In May 2020, we issued \$28.1 million aggregate principal amount of 7.00% senior unsecured notes due June 30, 2025, or our "Unsecured Senior Notes Due 2025", in an underwritten public offering. This amount includes \$3.1 million related to the partial exercise of the underwriters' option to purchase additional Unsecured Senior Notes due 2025 under the same terms and conditions. The aggregate net proceeds were approximately \$26.5 million after deducting underwriting commissions and offering expenses.

In January 2021, we entered into a note distribution agreement (the "Distribution Agreement") with B. Riley Securities, Inc. as the sales agent (the "Agent") under which we may offer and sell, from time to time, up to an additional \$75.0 million aggregate principal amount of our Unsecured Senior Notes Due 2025 (the "Additional Notes").

Any Additional Notes sold were issued under that certain indenture pursuant to which we previously issued \$28.1 million aggregate principal amount our Unsecured Senior Notes Due 2025, on May 29, 2020 (the "Initial Notes"). The Additional Notes have the same terms as the Initial Notes (other than date of issuance), form a single series of debt securities with the Initial Notes and have the same CUSIP number and were fungible with the Initial Notes immediately upon issuance, including for purposes of notices, consents, waivers, amendments and any other action permitted under the aforementioned indenture. The Unsecured Senior Notes Due 2025 were listed on the NYSE under the symbol "SBBA."

During the year ended December 31, 2021, we issued \$42.1 million aggregate principal amount of Unsecured Senior Notes Due 2025 under the program, resulting in \$41.2 million in aggregate net proceeds (net of underwriters commissions and expenses)

The Unsecured Senior Notes Due 2025 bear interest at a coupon rate of 7.0% per year, payable quarterly in arrears on the 30th day of March, June, September, and December of each year. Coupon payments commenced on June 30, 2020. We may redeem the Unsecured Senior Notes Due 2025 in whole or in part, at our option, at any time (i) on or after June 30, 2022 and prior to June 30, 2023, at a redemption price equal to 102% of the principal amount to be redeemed, (ii) on or after June 30, 2023 and prior to June 30, 2024, at a redemption price equal to 101% of the principal amount to be redeemed, and (iii) on or after June 30, 2024 and prior to maturity, at a redemption price equal to 100% of the principal amount to be redeemed, in each case plus accrued and unpaid interest to, but excluding, the redemption date.

The Unsecured Senior Notes Due 2025 are a senior unsecured obligation and rank equally with all of our existing and future senior unsecured and unsubordinated debt, are effectively subordinated to our existing and future secured debt, to the extent of the value of the assets securing such debt, and are structurally subordinated to all existing and future debt and other liabilities of our subsidiaries. No sinking fund is provided for the Unsecured Senior Notes Due 2025. The Unsecured Senior Notes Due 2025 were issued in minimum denominations of \$25.00 and integral multiples of \$25.00 in excess thereof.

The Unsecured Senior Notes Due 2025 require us to comply with certain covenants, including financial covenants, restrictions on consolidations, mergers or sales of assets and prohibitions on paying dividends or returning capital to equity holders if a covenant breach or an event of default has occurred or would occur as a result of such payment.

The financial covenants under our Unsecured Senior Notes Due 2025 include:

- Net borrowings shall not equal or exceed 70% of total assets.
- Net worth shall always exceed \$650.0 million.

The carrying values of the Unsecured Senior Notes Due 2025 (net of unamortized net discount on the Additional Notes issued at market price during 2021) were \$70.5 million and \$70.5 million as of December 31, 2024 and 2023, respectively, and we were in compliance with the financial covenants relating to the Unsecured Senior Notes Due 2025 as of those dates.

The Unsecured Senior Notes due 2025 were redeemed in March 2025 as described in Note 23.

#### *Convertible Notes Due 2025*

During the year ended December 31, 2021, we issued 3.00% Senior Convertible Notes for an aggregate principal amount of \$200.0 million (the "Convertible Notes Due 2025").

During the year ended December 31, 2022, we repurchased an aggregate \$12.3 million face value of our Convertible Notes Due 2025 in the open market for \$14.3 million. The consideration paid included the Accreted Principal Amount.

In November 2022, we sent a notice of redemption to all holders of the Convertible Notes Due 2025 pursuant to Section 16.01 of the indenture dated March 25, 2021.

All of the holders of the Convertible Notes Due 2025 fully converted their notes prior to the Redemption Date, resulting in the issuance of 5,757,698 common shares to settle all amounts outstanding, including accrued but unpaid interest.

We incurred \$5.2 million of coupon interest and \$11.3 million of non-cash accretion (inclusive of the Accreted Principal Amount of \$9.8 million) during the year ended December 31, 2022.

### 13. Segment reporting

The information provided to our chief operating decision maker, the Chief Executive Officer, to review Company performance and allocate resources is aggregated by vessel class. The Company does not monitor performance by geographical areas as our vessels regularly move between countries in international waters, over dozens of trade routes and, as a result, the disclosure of financial information about geographic areas is impracticable.

Information about our reportable segments for the years ended December 31, 2024, 2023, and 2022 is as follows:

*For the year ended December 31, 2024*

| <i>In thousands of U.S. dollars</i>                                                                      | <b>Handymax</b>  | <b>LR2</b>        | <b>MR</b>         | <b>Reportable<br/>segments subtotal</b> | <b>Corporate and<br/>eliminations</b> | <b>Total</b>      |
|----------------------------------------------------------------------------------------------------------|------------------|-------------------|-------------------|-----------------------------------------|---------------------------------------|-------------------|
| Vessel revenue                                                                                           | \$ 120,542       | \$ 571,422        | \$ 551,987        | \$ 1,243,951                            | \$ —                                  | \$ 1,243,951      |
| Vessel operating costs                                                                                   | (39,174)         | (127,540)         | (152,433)         | (319,147)                               | —                                     | (319,147)         |
| Voyage expenses                                                                                          | (3,998)          | (15,504)          | (10,869)          | (30,371)                                | —                                     | (30,371)          |
| Depreciation - vessels and drydock                                                                       | (20,423)         | (80,191)          | (84,705)          | (185,319)                               | —                                     | (185,319)         |
| General and administrative expenses                                                                      | (1,211)          | (3,260)           | (4,441)           | (8,912)                                 | (112,136)                             | (121,048)         |
| Gain on sale of vessels                                                                                  | —                | 26,326            | 150,211           | 176,537                                 | —                                     | 176,537           |
| Financial expenses                                                                                       | —                | —                 | —                 | —                                       | (109,539)                             | (109,539)         |
| Financial income                                                                                         | —                | —                 | —                 | —                                       | 15,947                                | 15,947            |
| Income from joint venture                                                                                | —                | —                 | —                 | —                                       | 7,664                                 | 7,664             |
| Dividend income and fair value loss on financial assets<br>measured at fair value through profit or loss | —                | —                 | —                 | —                                       | (11,176)                              | (11,176)          |
| Other income and (expenses), net                                                                         | —                | 1,469             | 166               | 1,635                                   | (360)                                 | 1,275             |
| <b>Segment income or loss</b>                                                                            | <b>\$ 55,736</b> | <b>\$ 372,722</b> | <b>\$ 449,916</b> | <b>\$ 878,374</b>                       | <b>\$ (209,600)</b>                   | <b>\$ 668,774</b> |

For the year ended December 31, 2023

| <i>In thousands of U.S. dollars</i>            | <b>Handymax</b>  | <b>LR2</b>        | <b>MR</b>         | <b>Reportable<br/>segments subtotal</b> | <b>Corporate and<br/>eliminations</b> | <b>Total</b>      |
|------------------------------------------------|------------------|-------------------|-------------------|-----------------------------------------|---------------------------------------|-------------------|
| Vessel revenue                                 | \$ 154,586       | \$ 530,736        | \$ 655,900        | \$ 1,341,222                            | \$ —                                  | \$ 1,341,222      |
| Vessel operating costs                         | (37,940)         | (114,595)         | (163,047)         | (315,582)                               | —                                     | (315,582)         |
| Voyage expenses                                | (3,712)          | (5,536)           | (3,995)           | (13,243)                                | —                                     | (13,243)          |
| Depreciation - vessels and drydock             | (20,654)         | (76,383)          | (81,222)          | (178,259)                               | —                                     | (178,259)         |
| Depreciation - right of use assets for vessels | —                | (4,910)           | (19,334)          | (24,244)                                | —                                     | (24,244)          |
| General and administrative expenses            | (1,432)          | (3,876)           | (4,748)           | (10,056)                                | (96,199)                              | (106,255)         |
| Write-off of deposits on scrubbers             | —                | —                 | (10,508)          | (10,508)                                | —                                     | (10,508)          |
| Gain on sale of vessels                        | —                | —                 | 12,019            | 12,019                                  | —                                     | 12,019            |
| Financial expenses                             | —                | —                 | —                 | —                                       | (183,231)                             | (183,231)         |
| Financial income                               | —                | —                 | 617               | 617                                     | 18,495                                | 19,112            |
| Income from joint venture                      | —                | —                 | —                 | —                                       | 5,950                                 | 5,950             |
| Other expenses, net                            | —                | —                 | —                 | —                                       | (83)                                  | (83)              |
| <b>Segment income or loss</b>                  | <b>\$ 90,848</b> | <b>\$ 325,436</b> | <b>\$ 385,682</b> | <b>\$ 801,966</b>                       | <b>\$ (255,068)</b>                   | <b>\$ 546,898</b> |



For the year ended December 31, 2022

| <i>In thousands of U.S. dollars</i>            | LR1                | Handymax          | LR2               | MR                | Reportable<br>segments<br>subtotal | Corporate and<br>eliminations | Total             |
|------------------------------------------------|--------------------|-------------------|-------------------|-------------------|------------------------------------|-------------------------------|-------------------|
| Vessel revenue                                 | \$ 11,196          | \$ 243,951        | \$ 570,668        | \$ 737,058        | \$ 1,562,873                       | \$ —                          | \$ 1,562,873      |
| Vessel operating costs                         | (9,076)            | (36,507)          | (112,407)         | (165,735)         | (323,725)                          | —                             | (323,725)         |
| Voyage expenses                                | —                  | (44,996)          | (26,641)          | (21,061)          | (92,698)                           | —                             | (92,698)          |
| Depreciation - vessels and drydock             | (1,593)            | (20,874)          | (75,360)          | (70,181)          | (168,008)                          | —                             | (168,008)         |
| Depreciation - right of use assets for vessels | —                  | —                 | (8,297)           | (30,530)          | (38,827)                           | —                             | (38,827)          |
| General and administrative expenses            | (335)              | (1,367)           | (4,134)           | (6,230)           | (12,066)                           | (76,065)                      | (88,131)          |
| Reversal of previously recorded impairment     | —                  | —                 | —                 | 12,708            | 12,708                             | —                             | 12,708            |
| Net loss on sale of vessels                    | (44,701)           | —                 | (12,446)          | (9,339)           | (66,486)                           | —                             | (66,486)          |
| Financial expenses                             | —                  | —                 | —                 | —                 | —                                  | (169,795)                     | (169,795)         |
| Gain on repurchase of convertible notes        | —                  | —                 | —                 | —                 | —                                  | 481                           | 481               |
| Financial income                               | 20                 | —                 | —                 | 637               | 657                                | 6,227                         | 6,884             |
| Income from joint venture                      | —                  | —                 | —                 | —                 | —                                  | 679                           | 679               |
| Other income and (expenses), net               | 1,577              | —                 | —                 | —                 | 1,577                              | (281)                         | 1,296             |
| <b>Segment income or loss</b>                  | <b>\$ (42,912)</b> | <b>\$ 140,207</b> | <b>\$ 331,383</b> | <b>\$ 447,327</b> | <b>\$ 876,005</b>                  | <b>\$ (238,754)</b>           | <b>\$ 637,251</b> |

Revenue from customers representing greater than 10% of total revenue during the years ended December 31, 2024, 2023, and 2022, within their respective segments was as follows:

| <i>In thousands of U.S. dollars</i> |                                                     | <b>For the year ended December 31,</b> |                            |                            |
|-------------------------------------|-----------------------------------------------------|----------------------------------------|----------------------------|----------------------------|
| <b>Segment</b>                      | <b>Customer</b>                                     | <b>2024</b>                            | <b>2023</b>                | <b>2022</b>                |
| MR                                  | Scorpio MR Pool Limited <sup>(1)</sup>              | \$ 497,003                             | \$ 605,442                 | \$ 639,743                 |
| LR2                                 | Scorpio LR2 Pool Limited <sup>(1)</sup>             | 416,014                                | 405,244                    | 456,002                    |
| Handymax                            | Scorpio Handymax Tanker Pool Limited <sup>(1)</sup> | 118,432                                | 135,481                    | 79,636                     |
|                                     |                                                     | <u><u>\$ 1,031,449</u></u>             | <u><u>\$ 1,146,167</u></u> | <u><u>\$ 1,175,381</u></u> |

(1) These customers are related parties as described in Note 15.

## 14. Common shares

### *2013 Equity Incentive Plan*

In April 2013, we adopted an equity incentive plan, which was amended in March 2014 and which we refer to as the 2013 Equity Incentive Plan, under which directors, officers, employees, consultants and service providers of us and our subsidiaries and affiliates are eligible to receive incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units and unrestricted common stock. We initially reserved a total of 500,000 common shares for issuance under the 2013 Equity Incentive Plan which was increased by an aggregate of 6,905,393 common shares through December 31, 2021 and subsequently amended as follows:

- In March 2023, we reserved an additional 1,785,500 common shares, par value \$0.01 per share, for issuance pursuant to the 2013 Equity Incentive Plan. All other terms of the 2013 Equity Incentive Plan remained unchanged.
- In February 2024, we reserved an additional 1,463,294 common shares, par value \$0.01 per share, for issuance pursuant to the 2013 Equity Incentive Plan. All other terms of the 2013 Equity Incentive Plan remained unchanged.

Under the terms of the 2013 Equity Incentive Plan, stock options and stock appreciation rights granted under the 2013 Equity Incentive Plan will have an exercise price equal to the fair market value of a common share on the date of grant, unless otherwise determined by the plan administrator, but in no event will the exercise price be less than the fair market value of a common share on the date of grant. Options and stock appreciation rights will be exercisable at times and under conditions as determined by the plan administrator, but in no event will they be exercisable later than ten years from the date of grant.

The plan administrator may grant shares of restricted stock and awards of restricted stock units subject to vesting, forfeiture and other terms and conditions as determined by the plan administrator. Following the vesting of a restricted stock unit, the award recipient will be paid an amount equal to the number of vested restricted stock units multiplied by the fair market value of a common share on the date of vesting, which payment may be paid in the form of cash or common shares or a combination of both, as determined by the plan administrator. The plan administrator may grant dividend equivalents with respect to grants of restricted stock units.

Adjustments may be made to outstanding awards in the event of a corporate transaction or change in capitalization or other extraordinary event. In the event of a “change in control” (as defined in the 2013 Equity Incentive Plan), unless otherwise provided by the plan administrator in an award agreement, awards then outstanding will become fully vested and exercisable in full.

Our Board of Directors may amend or terminate the 2013 Equity Incentive Plan and may amend outstanding awards, provided that no such amendment or termination may be made that would materially impair any rights, or materially increase any obligations, of a grantee under an outstanding award. Shareholder approval of plan amendments will be required under certain circumstances. Unless terminated earlier by our Board of Directors, the 2013 Equity Incentive Plan was scheduled to expire ten years from the date the plan was initially adopted. In April 2023, our Board of Directors extended the term of 2013 Equity Incentive Plan to April 2033.

The following paragraphs summarize our grants of restricted stock during the years ended December 31, 2024, 2023, and 2022. The vesting periods of these grants are determined by the plan administrator and generally range from one to five years. Additionally, vesting of these grants is generally subject to a grantee's continued employment with the Company through the vesting date unless the grantee is terminated without cause or due to the grantee's death or disability.

During the year ended December 31, 2022, we issued an aggregate of 1,047,997 shares of restricted stock to certain of our employees, SSH employees, and independent directors for no cash consideration. The share price on the issuances dates was \$21.33 and \$26.11 per share. The vesting schedule for these restricted shares for employees and SSH employees is (i) one-third of the shares vested on September 3, 2024, (ii) one-third of the shares vest on September 2, 2025, and (iii) one-third of the shares vest on September 1, 2026. The vesting schedule for these restricted shares for independent directors is (i) one-third of the shares vested on December 1, 2022, (ii) one-third of the shares vested on December 1, 2023, and (iii) one-third of the shares vested on December 1, 2024.

During the year ended December 31, 2023, we issued an aggregate of 1,817,750 shares of restricted stock to certain of our employees, SSH employees, and independent directors for no cash consideration. The share price on the issuance dates was \$55.57 and \$55.89 per share. The vesting schedule for these restricted shares for employees and SSH employees is (i) one-third of the shares vest on September 2, 2025, (ii) one-third of the shares vest on September 1, 2026, and (iii) one-third of the shares vest on September 1, 2027. The vesting schedule for these restricted shares for independent directors is (i) one-third of the shares vested on April 1, 2024 (ii) one-third of the shares vested on December 2, 2024, and (iii) one-third of the shares vest on December 2, 2025.

During the year ended December 31, 2024, we issued an aggregate of 1,472,800 shares of restricted stock to certain of our employees, SSH employees, and independent directors for no cash consideration. The share price on the issuance dates was \$71.40, \$72.59, \$70.82, and \$47.40 per share. The vesting schedule for these restricted shares for employees and SSH employees is (i) one-third of the shares vest on September 1, 2026, (ii) one-third of the shares vest on September 1, 2027, and (iii) one-third of the shares vest on September 1, 2028. The vesting schedule for these restricted shares for independent directors is (i) one-third of the shares vest on April 7, 2025 (ii) one-third of the shares vest on December 2, 2025, and (iii) one-third of the shares vest on December 1, 2026.

There were 10,674 shares eligible for issuance under the 2013 Equity Incentive Plan as of December 31, 2024.

The following is a summary of activity for awards of restricted stock during the years ended December 31, 2024 and 2023:

|                                                      | Number of Shares | Weighted Average Grant Date Fair Value |
|------------------------------------------------------|------------------|----------------------------------------|
| Outstanding and non-vested, December 31, 2022        | 2,705,989        | \$ 21.63                               |
| Granted                                              | 1,817,750        | 55.61                                  |
| Vested                                               | (1,280,179)      | 27.11                                  |
| Forfeited                                            | (12,500)         | 24.27                                  |
| Outstanding and non-vested, December 31, 2023        | 3,231,060        | \$ 38.57                               |
| Granted                                              | 1,472,800        | 71.49                                  |
| Vested                                               | (905,643)        | 27.40                                  |
| Forfeited                                            | (4,334)          | 69.38                                  |
| <b>Outstanding and non-vested, December 31, 2024</b> | <b>3,793,883</b> | <b>\$ 53.98</b>                        |

Compensation expense is recognized ratably over the vesting periods for each tranche using the straight-line method.

Assuming that all the restricted stock will vest, the stock compensation expense in future periods, including that related to restricted stock issued in prior periods will be:

| <i>In thousands of U.S. dollars</i>   | Employees         | Directors       | Total             |
|---------------------------------------|-------------------|-----------------|-------------------|
| For the year ending December 31, 2025 | 57,305            | 1,340           | 58,645            |
| For the year ending December 31, 2026 | 39,826            | 331             | 40,157            |
| For the year ending December 31, 2027 | 18,535            | —               | 18,535            |
| For the year ending December 31, 2028 | 5,126             | —               | 5,126             |
|                                       | <b>\$ 120,792</b> | <b>\$ 1,671</b> | <b>\$ 122,463</b> |

*Dividend Payments*

The following dividends were paid during the years ended December 31, 2024, 2023, and 2022.

| <b>Dividends<br/>per share</b> | <b>Date<br/>Paid</b> |
|--------------------------------|----------------------|
| \$0.10                         | March 15, 2022       |
| \$0.10                         | June 15, 2022        |
| \$0.10                         | September 15, 2022   |
| \$0.10                         | December 15, 2022    |
| \$0.20                         | March 31, 2023       |
| \$0.25                         | June 30, 2023        |
| \$0.25                         | September 15, 2023   |
| \$0.35                         | December 15, 2023    |
| \$0.40                         | March 27, 2024       |
| \$0.40                         | June 28, 2024        |
| \$0.40                         | September 13, 2024   |
| \$0.40                         | December 13, 2024    |

*2022 \$250 Million Securities Repurchase Program*

From January 1, 2023 through February 15, 2023, we repurchased an aggregate of 1,891,303 of our common shares in the open market at an average price of \$50.27 per share under the 2022 \$250 Million Securities Repurchase Program.

*2023 Securities Repurchase Program*

On February 15, 2023, our Board of Directors authorized a new securities repurchase program to purchase up to an aggregate of \$250 million of securities which, in addition to our common shares, consisted of our Unsecured Senior Notes Due 2025 (NYSE: SBBA) at the date of authorization. The 2023 Securities Repurchase Program went into effect for trades initiated on or after February 16, 2023, thus, terminating the 2022 \$250 Million Securities Repurchase Program.

From February 16, 2023 through April 30, 2023, we repurchased an aggregate of 1,723,465 of our common shares in the open market at an average price of \$54.37 per share under the 2023 Securities Repurchase Program.

On May 1, 2023, our Board of Directors authorized to replenish the 2023 Securities Repurchase Program up to an aggregate of \$250 million of the Company's securities and unsecured senior notes, which went into effect for trades initiated on or after May 1, 2023.

From May 1, 2023 through May 31, 2023, we repurchased an aggregate of 3,699,336 of our common shares in the open market at an average price of \$47.54 per share under the 2023 Securities Repurchase Program.

On May 31, 2023, the Board of Directors authorized to replenish the 2023 Securities Repurchase Program up to an aggregate of \$250 million of the Company's securities and unsecured senior notes, which went into effect for trades initiated on or after June 1, 2023.

From June 1, 2023 through November 9, 2023, we repurchased an aggregate of 2,646,219 of our common shares in the open market at an average price of \$47.25 per share under the 2023 Securities Repurchase Program.

On November 9, 2023, the Board of Directors authorized to replenish the 2023 Securities Repurchase Program up to an aggregate of \$250 million of the Company's securities and unsecured senior notes.

From January 1, 2024 through July 29, 2024, we repurchased 1,397,966 of its common shares in the open market at an average price of \$78.16 per share under the 2023 Securities Repurchase Program.

On July 29, 2024, our Board of Directors replenished and increased the 2023 Securities Repurchase Program to purchase up to an aggregate of \$400 million of the Company's securities which, in addition to common shares also consist of unsecured senior notes.

From July 30, 2024 through December 31, 2024, we repurchased an aggregate of 3,255,223 of our common shares in the open market at an average price of \$69.53 per share under the 2023 Securities Repurchase Program.

We had \$173.7 million remaining under our 2023 Securities Repurchase Program as of December 31, 2024. We expect to repurchase any securities in the open market, at times and prices that are considered to be appropriate, but we are not obligated under the terms of the program to repurchase any securities.

#### *Shares outstanding*

We currently have 175,000,000 registered shares authorized of which 150,000,000 are designated as common shares with a par value of \$0.01 and 25,000,000 are designated as preferred shares with a par value of \$0.01.

As of December 31, 2024, we had 49,923,042 common shares outstanding. These shares provide the holders with rights to dividends and voting rights.

There were 26,042,709 and 21,389,520 common shares held in treasury at December 31, 2024 and 2023, respectively.

### **15. Related party transactions**

Our vessels are commercially managed by SCM and technically managed by SSM pursuant to the terms and conditions set forth under a revised master agreement which, for the years ended December 31, 2023 and 2022, was effective as from January 1, 2018 (the "2018 Revised Master Agreement"). In 2024, certain terms of the 2018 Revised Master Agreement were amended and restated with an effective date of January 1, 2024 (the "2024 Revised Master Agreement"). The 2024 Revised Master Agreement may be terminated by either party upon 24 months' notice, unless terminated earlier in accordance with the provisions of the 2024 Revised Master Agreement. In the event of the sale of one or more vessels, a notice period of three months and a payment equal to three months of management fees will apply, provided that the termination does not amount to a change in control, including a sale of all or substantially all of our vessels, in which case a payment equal to 24 months of management fees will apply. SCM and SSM are related parties of ours.

Under the 2024 Revised Master Agreement, commercial management fees on vessels operating in one of the Scorpio Pools increased to \$285 per vessel per day with respect to our LR2 vessels, and \$360 per vessel per day with respect to each of our Handymax and MR vessels as of July 1, 2024. For vessels that are not operating in any of the Scorpio Pools, commercial management fees increased to \$285 per vessel per day for each LR2 vessel and \$335 per vessel per day for each Handymax and MR vessel on the effective date of January 1, 2024. Commissions on gross revenue per charter fixture remain unchanged at 1.50% for vessels operating in any of the Scorpio Pools and 1.25% for vessels not operating in any of the Scorpio Pools.

In addition, effective January 1, 2024, the fixed annual technical management fee payable to SSM was increased by \$12,500 to \$187,500 plus additional amounts for certain itemized services per vessel to provide technical management services for each of our owned vessels.

Transactions with entities controlled by the Lolli-Ghetti family (herein referred to as related parties) in the consolidated statements of operations and balance sheets are as follows:

| <i>In thousands of U.S. dollars</i>     | For the year ended December 31, |            |            |
|-----------------------------------------|---------------------------------|------------|------------|
|                                         | 2024                            | 2023       | 2022       |
| Pool revenue <sup>(1)</sup>             |                                 |            |            |
| Scorpio MR Pool Limited                 | \$ 497,003                      | \$ 605,442 | \$ 639,743 |
| Scorpio LR2 Pool Limited                | 416,014                         | 405,244    | 456,002    |
| Scorpio Handymax Tanker Pool Limited    | 118,432                         | 135,481    | 79,636     |
| Mercury Pool Limited                    | 36,977                          | 9,077      | —          |
| Scorpio LR1 Pool Limited                | —                               | —          | 11,196     |
| Voyage revenue <sup>(2)</sup>           | 2,250                           | —          | 5,657      |
| Time charter-out revenue <sup>(3)</sup> | 20,226                          | 21,555     | 2,358      |
| Voyage expenses <sup>(4)</sup>          | (5,366)                         | (4,495)    | (9,194)    |
| Vessel operating costs <sup>(5)</sup>   | (34,826)                        | (33,061)   | (33,084)   |
| Administrative expenses <sup>(6)</sup>  | (19,371)                        | (15,450)   | (13,175)   |
| Purchases of bunkers <sup>(7)</sup>     | (3,132)                         | (4,784)    | (45,957)   |

- (1) These transactions relate to revenue earned in the Scorpio Pools. The Scorpio Pools are related parties. From January 1, 2024 through June 30, 2024 and for the years ended December 31, 2023 and 2022, when our vessels were in the Scorpio Pools, SCM, the pool manager, charged fees of \$250 per vessel per day with respect to LR2 vessels, and \$325 per vessel per day with respect to both Handymax and MR vessels, plus a commission of 1.50% on gross revenue per charter fixture. Effective July 1, 2024, pursuant to the 2024 Revised Master Agreement, SCM increased its fees to \$285 per vessel per day with respect to our LR2 vessels and \$360 per vessel per day with respect to each of our Handymax and MR vessels. Commissions on gross revenues per charter fixture remain unchanged at 1.50% for vessels operating in any of the Scorpio Pools. These are the same fees that SCM charged other vessels in these pools, including third party owned vessels during these periods.
- (2) These transactions relate to revenue earned in the spot market on voyages chartered through a chartering subsidiary of SSH, a related party, to the end customer.
- (3) These transactions relate to revenue earned for certain vessels on time charter, which have been time chartered-out through a chartering subsidiary of SSH, a related party, to the end customer.
- (4) Related party expenditures included within voyage expenses in the consolidated statements of operations consist of the following:
- Expenses due to SCM, a related party, for commissions related to the commercial management services provided by SCM under the commercial management agreement for vessels that are not in one of the Scorpio Pools. SCM's services include securing employment, in the spot market and on time charters, for our vessels. Pursuant to the 2024 Revised Master Agreement, effective January 1, 2024, when not in one of the Scorpio Pools, each vessel paid (i) flat fees of \$285 per vessel per day for each LR2 vessel and \$335 per vessel per day for each Handymax and MR vessel plus commissions on gross revenue per charter fixture of 1.25%. During the years ended December 31, 2023 and 2022, each vessel paid (i) flat fees of \$250 per vessel per day for each LR2 vessel and \$300 per vessel per day for each Handymax or MR vessel and (ii) commissions of 1.25% of their gross revenue per charter fixture for LR2, Handymax and MR vessels.
  - Voyage expenses also consist of the following:
    - \$0.3 million, \$0.5 million and \$2.4 million charged by related party port agents during the years ended December 31, 2024, 2023, and 2022, respectively. SSH has a majority equity interest in port agents that provide supply and logistical services for vessels operating in their regions.
    - \$0.5 million charged by Geoserve Energy Transport DMC ("Geoserve") for emission management fees to comply with the EU Emissions Trading System of \$350 per vessel per month (plus \$150 per vessel per month for vessels that are time chartered-out) and a rate of 1.25% per carbon trade during the year ended December 31, 2024. The agreement with Geoserve is described below.
    - \$0.3 million charged by Fowe Eco Solutions Ltd. ("FOWE") for its portion of the realized fuel efficiency savings related to the fuel oil-water emulsion Cavitech systems under the licensing agreement during the year ended December 31, 2024, as described below. The agreement with FOWE is described below.

- (5) Related party expenditures included within vessel operating costs in the consolidated statements of operations consist of the following:
- Technical management fees of \$28.1 million, \$28.3 million, and \$29.8 million charged by SSM, a related party, during the years ended December 31, 2024, 2023, and 2022, respectively. SSM's services include day-to-day vessel operations, performing general maintenance, monitoring regulatory and classification society compliance, customer vetting procedures, supervising the maintenance and general efficiency of vessels, arranging the hiring of qualified officers and crew, arranging and supervising drydocking and repairs, purchasing supplies, spare parts and new equipment for vessels, appointing supervisors and technical consultants, and providing technical support. SSM administers the payment of salaries to our crew on our behalf. The crew wages that were administered by SSM (and disbursed through related party subcontractors of SSM) were \$134.6 million, \$136.3 million, and \$141.2 million during the years ended December 31, 2024, 2023, and 2022, respectively. SSM's annual technical management fee is a fixed fee of \$187,500 per vessel during the year ended December 31, 2024 and \$175,000 per vessel during the years ended December 31, 2023 and 2022, plus certain itemized expenses pursuant to the technical management agreement.
  - Vessel operating expenses of \$6.7 million, \$4.8 million, and \$3.3 million charged by a related party port agent during the years ended December 31, 2024, 2023, and 2022, respectively.
- (6) We have an Amended Administrative Services Agreement with SSH, a related party, for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance, financial and information technology services. SSH also administers the payroll for certain of our employees. The services provided to us by SSH may be sub-contracted to other entities within Scorpio. The expenses incurred under this agreement were recorded in general and administrative expenses in the consolidated statement of operations and were as follows:
- The expense for the year ended December 31, 2024 of \$19.4 million included (i) administrative fees of \$9.9 million charged by SSH, (ii) restricted stock amortization of \$9.5 million, which relates to 803,334 shares of restricted stock that was issued in the current or in prior years to SSH employees for no cash consideration pursuant to the 2013 Equity Incentive Plan, and (iii) the reimbursement of expenses of \$1,659 to SCM.
  - The expense for the year ended December 31, 2023 of \$15.5 million included (i) administrative fees of \$10.5 million charged by SSH, (ii) restricted stock amortization of \$5.0 million, which relates to 695,400 shares of restricted stock that was issued in the current or in prior years to SSH employees for no cash consideration pursuant to the 2013 Equity Incentive Plan, and (iii) the reimbursement of expenses of \$25,145 to SSH and \$26,653 to SCM.
  - The expense for the year ended December 31, 2022 of \$13.2 million included (i) administrative fees of \$11.0 million charged by SSH, (ii) restricted stock amortization of \$2.0 million, which relates to the issuance of 493,300 shares of restricted stock that was issued in the current or in prior years to SSH employees for no cash consideration pursuant to the 2013 Equity Incentive Plan, and (iii) the reimbursement of expenses of \$81,762 to SSH and \$36,869 to SCM.
- (7) These amounts represent bunkers purchased from a related party which, for vessels operating in the spot market, are initially recorded as part of inventory on the balance sheet prior to being consumed.



We had the following balances with related parties, which have been included in the consolidated balance sheets:

| <i>In thousands of U.S. dollars</i>                                                  | <b>As of December 31,</b> |             |
|--------------------------------------------------------------------------------------|---------------------------|-------------|
|                                                                                      | <b>2024</b>               | <b>2023</b> |
| <b>Assets:</b>                                                                       |                           |             |
| Prepaid expenses and accounts receivable (due from the Scorpio Pools) <sup>(1)</sup> | \$ 136,812                | \$ 201,340  |
| Prepaid expenses (SSM) <sup>(2)</sup>                                                | 5,375                     | 5,522       |
| Prepaid expenses and accounts receivable (SSH)                                       | 478                       | 10          |
| Prepaid expenses (related party port agent)                                          | 385                       | 2           |
| Prepaid expenses (SCM)                                                               | 26                        | 28          |
| Other assets (pool working capital contributions) <sup>(3)</sup>                     | 45,761                    | 51,411      |
| <b>Liabilities:</b>                                                                  |                           |             |
| Accounts payable and accrued expenses (owed to the Scorpio Pools) <sup>(4)</sup>     | 3,471                     | 626         |
| Accounts payable and accrued expenses (SSM)                                          | 3,277                     | 2,468       |
| Accounts payable and accrued expenses (related party port agents)                    | 2,399                     | 1,368       |
| Accounts payable and accrued expenses (related party bunker supplier)                | 579                       | 95          |
| Accounts payable and accrued expenses (SSH)                                          | 459                       | 284         |
| Accounts payable and accrued expenses (SCM)                                          | 265                       | 316         |
| Accrued expenses (FOWE)                                                              | 85                        | —           |
| Accounts payable (related party carbon emission manager)                             | 71                        | —           |

(1) Accounts receivable due from the Scorpio Pools relate to hire receivables for revenues earned and receivables from working capital contributions. Upon entrance into such pools, all vessels are required to make working capital contributions of both cash and bunkers. Additional working capital contributions can be made from time to time based on the operating needs of the pools. These amounts are accounted for and repaid as follows:

- For vessels in the Scorpio LR2 Pool, Scorpio MR Pool, Scorpio Handymax Tanker Pool and Mercury Pool, the initial contribution amount is repaid, without interest, upon a vessel's exit from the pool no later than six months after the exit date. Bunkers on board a vessel exiting the pool are credited against such repayment at the actual invoice price of the bunkers. For all owned or lease financed vessels we assume that these contributions will not be repaid within 12 months and are thus classified as non-current within other assets on the consolidated balance sheets.
- For time or bareboat chartered-in vessels we classify the initial contributions as current (within accounts receivable) or non-current (within other assets) according to the expiration of the contract. Any additional working capital contributions are repaid when sufficient net revenues become available to cover such amounts.

(2) Prepaid expenses from SSM primarily relate to advances made for vessel operating expenses (such as crew wages) that will either be reimbursed or applied against future costs.

(3) Represents the non-current portion of working capital receivables as described above.

(4) Accounts payable and accrued expenses owed to the Scorpio Pools relate to expenses incurred by the Scorpio Pools on behalf of certain of our vessels.

#### *Other transactions*

In August 2021, we acquired a minority interest in a portfolio of nine product tankers, which at the time consisted of five dual-fuel MR methanol tankers (built between 2016 and 2021) along with four ice class 1A LR1 product tankers (two were sold during the fourth quarter of 2021 and one was sold during the third quarter of 2024). An LR1 product tanker that is part of this joint venture is technically managed by SSM.

SSH also owns a non-controlling 7.5% interest in the buyer of one of the MR product tankers that was sold in July 2022 (*STI Benicia*).

Pursuant to the 2024 Revised Master Agreement with SCM and SSM, in the event of the sale of one or more vessels, a notice period of three months and a payment equal to three months of commercial and technical management fees would be due and payable upon the sales of these vessels.

During the year ended December 31, 2024, we sold 12 vessels consisting of 11 MRs and an LR2 product tanker (*STI Tribeca*, *STI Larvotto*, *STI Le Rocher*, *STI Manhattan*, *STI Beryl*, *STI Onyx*, *STI Garnet*, *STI Ruby*, *STI Topaz*, *STI San Antonio*, *STI Texas City* and *STI Lily*). Termination fees of \$1.8 million and \$1.0 million were paid to SCM and SSM, respectively, during the year ended December 31, 2024 as a result of these sales. Additionally, \$0.1 million and \$0.1 million to SCM and SSM, respectively, remained accrued (and have been recorded within Accounts Payables and Accrued Expenses) as of December 31, 2024.

During the year ended December 31, 2023, we sold two MR product tankers, *STI Amber* and *STI Ville*. Termination fees of \$0.2 million and \$0.1 million were paid to SCM and SSM, respectively, during the year ended December 31, 2023 as a result of these sales. Additionally, \$0.1 million and \$0.1 million were paid to SCM and SSM, respectively, in the first quarter of 2024 with respect to these sales.

During the years ended December 31, 2024 and 2023, we accrued \$1.8 million and \$2.0 million, respectively, to contribute to a provident fund dedicated to our seafarers. This fund is a defined contribution plan whereby we provide matching contributions pursuant to the terms and conditions set forth in the plan. Company matching contributions to the plan began during the year ended December 31, 2024, and we contributed \$0.2 million to this plan during this period. This plan is administered by SSM on behalf of our seafarers.

The EU Emissions Trading System (EU ETS), which came into effect on January 1, 2024, is a cap-and-trade system designed to limit greenhouse gas emissions from industries in the European Union. It sets a cap on the total amount of certain greenhouse gases that can be emitted by covered entities, and these entities are allocated or required to purchase permits (allowances) for their emissions. The system aims to incentivize emission reductions by allowing companies to trade allowances, creating a market-based approach to reducing emissions. In March 2024, we entered into an agreement with Geoserve, effective January 1, 2024, which is majority owned by the Lolli-Ghetti family, to serve as our emissions manager. Geoserve's services include, among others, emission data monitoring and correction for commercial and regulatory compliance and procurement of carbon credits from EU approved carbon traders. Under this agreement, we pay Geoserve emissions management fees of \$350 per vessel per month (plus \$150 per vessel per month for vessels time chartered-out) and a commission of 1.25% per carbon trade.

In May 2024, we entered into a licensing agreement with FOWE whereby FOWE's fuel oil-water emulsion Cavitech systems will be installed across our entire fleet. Cavitech is FOWE's proprietary technical solution that enables cavitation treatment on various materials for instantaneous mixing, heat treatment, dispersion, and alteration of chemical bonds, the benefits of which include the elimination of unwanted sludge deposits, a cleaner, more efficient fuel burn and reduced nitrogen oxide emissions. Under the terms of the licensing agreement, we do not pay any upfront costs but pay FOWE 33% of realized savings. We began installing Cavitech devices on our vessels during 2024 and expect them to be installed on all of our vessels by the end of 2025. Scorpio Holdings Limited, a related party, owns a minority interest in FOWE.

### Key management remuneration

The table below shows key management remuneration for the years ended December 31, 2024, 2023, and 2022:

| In thousands of U.S. dollars            | For the year ended December 31, |                  |                  |
|-----------------------------------------|---------------------------------|------------------|------------------|
|                                         | 2024                            | 2023             | 2022             |
| Short-term employee benefits            | \$ 25,557                       | \$ 27,972        | \$ 32,663        |
| Share-based compensation <sup>(1)</sup> | 36,431                          | 31,702           | 13,777           |
| <b>Total</b>                            | <b>\$ 61,988</b>                | <b>\$ 59,674</b> | <b>\$ 46,440</b> |

<sup>(1)</sup> Represents the amortization of restricted stock issued under our 2013 Equity Incentive Plan as described in Note 14.

For the purpose of the table above, key management are those persons who have authority and responsibility for making strategic decisions, and managing operating, financial and legal activities.

We have entered into employment agreements with the majority of our executives. These employment agreements remain in effect until terminated in accordance with their terms upon not less than between 24 months' and 36 months' prior written notice, depending on the terms of the employment agreement applicable to each executive. Pursuant to the terms of their respective employment agreements, our executives are prohibited from disclosing or unlawfully using any of our material confidential information.

Upon a change in control of us, the annual bonus provided under the employment agreement becomes a fixed bonus of between 150% and 250% of the executive's base salary, and the executive may receive an assurance bonus equal to the fixed bonus, depending on the terms of the employment agreement applicable to each executive.

Any such executive may be entitled to receive upon termination an assurance bonus equal to such fixed bonus and an immediate lump-sum payment in an amount equal to three times the sum of the executive's then current base salary and the assurance bonus, and he will continue to receive all salary, compensation payments and benefits, including additional bonus payments, otherwise due to him, to the extent permitted by applicable law, for the remaining balance of his then-existing employment period. If an executive's employment is terminated for cause or voluntarily by the employee, he shall not be entitled to any salary, benefits or reimbursements beyond those accrued through the date of his termination, unless he voluntarily terminated his employment in connection with certain conditions. Those conditions include a change in control combined with a significant geographic relocation of his office, a material diminution of his duties and responsibilities, and other conditions identified in the employment agreement.

There are no material post-employment benefits for our executive officers or directors. By law, our employees in Monaco are entitled to a one-time payment of up to two months salary upon retirement if they meet certain minimum service requirements.

## 16. Vessel revenue

During the years ended December 31, 2024, 2023, and 2022, we had 16, 15 and 14 vessels that earned revenue through long-term time-charter contracts (with initial terms of one year or greater), respectively. The remaining vessels earned revenue from the Scorpio Pools or in the spot market. The following table sets forth our revenue, by employment type, for these periods:

| <i>In thousands of U.S. dollars</i> | For the year ended December 31, |                     |                |
|-------------------------------------|---------------------------------|---------------------|----------------|
|                                     | 2024                            | 2023                | 2022           |
| Pool revenue                        | \$ 1,068,427                    | \$ 1,155,244        | \$ 1,18        |
| Voyage revenue (spot market)        | 21,643                          | 32,718              | 32             |
| Time charter revenue                | 153,881                         | 153,260             | 4              |
|                                     | <u>\$ 1,243,951</u>             | <u>\$ 1,341,222</u> | <u>\$ 1,56</u> |

## IFRS 16 Lease Revenue

In accordance with *IFRS 16 - Leases*, we are required to identify the lease and non-lease components of revenue and account for each component in accordance with the applicable accounting standard. In time charter-out or pool arrangements, we have determined that the lease component is the vessel and the non-lease component is the technical management services provided to operate the vessel. Each component is quantified on the basis of the relative stand-alone price of each lease component and on the aggregate stand-alone price of the non-lease components.

These components are accounted for as follows:

- All fixed lease revenue earned under these time charter-out arrangements is recognized on a straight-line basis over the term of the lease.
- Lease revenue earned under our pool arrangements is recognized as it is earned, since it is 100% variable.
- The non-lease component is accounted for as services revenue under IFRS 15. This revenue is recognized "over time" as the customer (i.e. the pool or the charterer) is simultaneously receiving and consuming the benefits of the service.

The following table summarizes the lease and non-lease components of revenue from time charter-out and pool revenue during the years ended December 31, 2024, 2023, and 2022. These figures are not readily quantifiable as the Company's contracts (with the Scorpio pools or under time charter-out arrangements) do not separate these components. We do not view pool and time charter-out revenue as two separate streams of revenue. Nevertheless, we have estimated these amounts by reference to (i) third party, published time charter rates for the lease component, and (ii) an approximation of the fair market value of vessel operating expenses for the non-lease component.

| <i>In thousands of U.S. dollars</i>                                   | For the year ended December 31, |                     |                     |
|-----------------------------------------------------------------------|---------------------------------|---------------------|---------------------|
|                                                                       | 2024                            | 2023                | 2022                |
| Lease component of revenue from time charter-out and pool revenue     | \$ 907,497                      | \$ 999,273          | \$ 879,168          |
| Non-lease component of revenue from time charter-out and pool revenue | 314,811                         | 309,231             | 355,618             |
|                                                                       | <u>\$ 1,222,308</u>             | <u>\$ 1,308,504</u> | <u>\$ 1,234,786</u> |

During the year ended December 31, 2024, we entered into a time charter-out agreement on an MR product tanker, which commenced in October 2024. During the year ended December 31, 2023, we entered into a time charter-out agreement on an LR2 product tanker, which commenced in April 2023. During the year ended December 31, 2022, we entered into time charter-out agreements on 14 vessels. The terms of the agreements, including the dates of commencement are summarized as follows:

| Vessel        | Vessel class | Term        | Rate (\$/day) |      | Commencement date |
|---------------|--------------|-------------|---------------|------|-------------------|
| STI Gratitude | LR2          | Three years | \$28,000      | (1)  | May-22            |
| STI Guard     | LR2          | Five years  | \$28,000      | (2)  | July-22           |
| STI Gladiator | LR2          | Three years | \$28,000      | (3)  | July-22           |
| STI Guide     | LR2          | Three years | \$28,000      | (3)  | July-22           |
| STI Marshall  | MR           | Three years | \$23,000      | (4)  | July-22           |
| STI Magnetic  | MR           | Three years | \$23,000      | (5)  | July-22           |
| STI Miracle   | MR           | Three years | \$21,000      | (6)  | August-22         |
| STI Memphis   | MR           | Three years | \$21,000      | (7)  | June-22           |
| STI Connaught | LR2          | Three years | \$30,000      | (8)  | August-22         |
| STI Lombard   | LR2          | Three years | \$32,750      | (9)  | September-22      |
| STI Gauntlet  | LR2          | Three years | \$32,750      |      | November-22       |
| STI Duchessa  | MR           | Three years | \$25,000      |      | October-22        |
| STI Lavender  | LR2          | Three years | \$35,000      |      | December-22       |
| STI Grace     | LR2          | Three years | \$37,500      | (10) | December-22       |
| STI Jermyn    | LR2          | Three years | \$40,000      | (11) | April-23          |
| STI Jardins   | MR           | Three years | \$29,550      |      | October-24        |

- (1) This vessel commenced a time charter in May 2022 for three years at an average rate of \$28,000 per day. The charterer exercised its option to extend the term of this agreement for an additional year at \$31,000 per day commencing May 2025. The charterer has an additional option to further extend the term of this agreement for an additional year at \$33,000 per day.
- (2) This vessel commenced a time charter in July 2022 for five years at a rate of \$28,000 per day.
- (3) This vessel commenced a time charter in July 2022 for three years at an average rate of \$28,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$31,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$33,000 per day.
- (4) This vessel commenced a time charter in July 2022 for three years at a rate of \$23,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$24,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$25,000 per day. If this second option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$26,000 per day.
- (5) This vessel commenced a time charter in July 2022 for three years at an average rate of \$23,000 per day. The daily rate is the average rate over the three years period, which is payable in years one, two, and three at \$30,000 per day, \$20,000 per day, and \$19,000 per day, respectively. The charterers have the option to extend the term of this agreement for an additional year at \$24,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$26,000 per day.
- (6) This vessel commenced a time charter in August 2022 for three years at an average rate of \$21,000 per day. The daily rate is the average rate over the three years period, which is payable during the first six months at \$30,000 per day, the next six months are payable at \$20,000 per day, and years two and three are payable at \$19,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$22,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$24,000 per day.
- (7) This vessel commenced a time charter in June 2022 for three years at an average rate of \$21,000 per day. The daily rate is the average rate over the three years period, which is payable during the first six months at \$30,000 per day, the next 6 months are payable at \$20,000 per day, and years two and three are payable at \$19,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$22,500 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$24,000 per day.
- (8) In April 2023, *STI Connaught* replaced *STI Goal* on a time charter which initially commenced in August 2022 for three years at a rate of \$30,000 per day. The charterers have the option to extend the term of this agreement for an additional year at \$32,000 per day. If this option is declared, the charterers have the option to further extend the term of this agreement for an additional year at \$34,000 per day.

- (9) This vessel commenced a time charter in September 2022 for three years at an average rate of \$32,750 per day. The charterer has the option to extend the term of this agreement for an additional year at \$34,750 per day. If this option is declared, the charterer has the option to further extend the term of this agreement for an additional year at \$36,750 per day.
- (10) This vessel commenced a time charter in December 2022 for three years at an average rate of \$37,500 per day. The daily rate is the average rate over the three years period, which is payable during the first six months at \$47,000 per day, the next 6 months are payable at \$28,000 per day, and years two and three are payable at \$37,500 per day.
- (11) This vessel commenced a time charter in April 2023 for three years at an average rate of \$40,000 per day. The charterer has the option to extend the term of this agreement for an additional year at \$42,500 per day.

### IFRS 15 Revenue from Contracts with Customers

For our vessels operating in the spot market, we recognize revenue ‘over time’ as the customer (i.e. the charterer) is simultaneously receiving and consuming the benefits of the vessel. Under IFRS 15, the performance obligation has been identified as the transportation of cargo from one point to another. Therefore, in a spot market voyage under IFRS 15, revenue is recognized on a pro-rata basis commencing on the date that the cargo is loaded and concluding on the date of discharge. We also consider short-term time charters (with initial terms of less than one year) as spot market voyages. These voyages are accounted for under IFRS 16 – Leases (given the contractual nature of the agreements), but are disclosed as spot market voyages in the table above given their short-term nature, and greater exposure to spot market volatility.

We had a decreased number of vessels trading in the spot market during the years ended December 31, 2024 and 2023 as compared to the year ended December 31, 2022. The number of vessels operating in the spot market during the year ended December 31, 2024 was a result of a large volume of vessels entering scheduled drydocks, therefore operating on spot voyages to arrive at the yard for drydock. The number of vessels operating in the spot market during the year ended December 31, 2022 was a result of changes in trading patterns brought on by the conflict in Ukraine starting in March 2022. Under spot market voyage charters, we pay voyage expenses, and therefore this decrease in spot market revenue during the years ended December 31, 2024 and 2023 also resulted in a decrease in voyage expenses.

Voyage expenses for the years ended December 31, 2024, 2023, and 2022 consisted of:

|                                       | For the year ended December 31, |                  |                  |
|---------------------------------------|---------------------------------|------------------|------------------|
|                                       | 2024                            | 2023             | 2022             |
| Carbon emissions costs <sup>(1)</sup> | \$ 12,557                       | \$ —             | \$ —             |
| Bunker consumption                    | 8,413                           | 4,103            | 50,227           |
| Port and agency expenses              | 1,912                           | 2,027            | 23,152           |
| Voyage related insurance              | 606                             | 1,240            | 7,655            |
| Other voyage related expenses         | 6,883                           | 5,873            | 11,664           |
|                                       | <u>\$ 30,371</u>                | <u>\$ 13,243</u> | <u>\$ 92,698</u> |

<sup>(1)</sup> Carbon emissions costs under the EU ETS of \$12.6 million are mostly rebilled to the end customers.

### 17. Crewing costs

The following table sets forth the components of our crew expenses, including crew benefits, during the years ended December 31, 2024, 2023, and 2022, respectively.

| In thousands of U.S. dollars                                 | For the year ended December 31, |                   |                   |
|--------------------------------------------------------------|---------------------------------|-------------------|-------------------|
|                                                              | 2024                            | 2023              | 2022              |
| Short term crew benefits (i.e. wages, victualing, insurance) | 148,931                         | 150,194           | 155,782           |
| Other crewing related costs                                  | 25,497                          | 24,633            | 24,743            |
|                                                              | <u>\$ 174,428</u>               | <u>\$ 174,827</u> | <u>\$ 180,525</u> |

There are no material post-employment benefits for our crew.

### 18. General and administrative expenses

General and administrative expenses primarily represent employee benefit expenses, professional fees and administrative fees payable to SSH under our administrative services agreement (as described in Note 15).

Employee benefit expenses (excluding crew) consist of:

| <i>In thousands of U.S. dollars</i>    | For the year ended December 31, |                  |                  |
|----------------------------------------|---------------------------------|------------------|------------------|
|                                        | 2024                            | 2023             | 2022             |
| Short term employee benefits           | \$ 36,437                       | \$ 36,768        | \$ 46,678        |
| Share based compensation (see Note 14) | 62,509                          | 47,340           | 20,397           |
|                                        | <u>\$ 98,946</u>                | <u>\$ 84,108</u> | <u>\$ 67,075</u> |

There are no material post-employment benefits for our executive officers or directors. By law, our employees in Monaco are entitled to a one-time payment of up to two months salary upon retirement if they meet certain minimum service requirements.

## 19. Financial expenses

The following table sets forth the components of our financial expenses for the years ended December 31, 2024, 2023, and 2022:

| <i>In thousands of U.S. dollars</i>                                                    | For the year ended December 31, |                   |                   |
|----------------------------------------------------------------------------------------|---------------------------------|-------------------|-------------------|
|                                                                                        | 2024                            | 2023              | 2022              |
| Interest expense on debt, net of capitalized interest <sup>(1)</sup>                   | \$ 91,696                       | \$ 158,286        | \$ 137,123        |
| Accretion of convertible notes                                                         | —                               | —                 | 12,718            |
| Amortization of deferred financing fees                                                | 9,236                           | 7,292             | 6,385             |
| Loss on extinguishment of debt and write-off of deferred financing fees <sup>(2)</sup> | 8,525                           | 16,525            | 11,463            |
| Accretion of premiums and discounts on debt <sup>(3)</sup>                             | 82                              | 1,128             | 2,106             |
| <b>Total financial expenses</b>                                                        | <b>\$ 109,539</b>               | <b>\$ 183,231</b> | <b>\$ 169,795</b> |

<sup>(1)</sup> The decrease in interest expense, net of capitalized interest during the year ended December 31, 2024 is attributable to a reduction in our average debt as a result of our focus on deleveraging given the cash flows generated from the strong market conditions that began in 2022. Our average indebtedness decreased to \$1.2 billion during the year ended December 31, 2024, as compared to \$1.9 billion during the year ended December 31, 2023.

The increase in interest expense, net of capitalized interest during the year ended December 31, 2023 is primarily attributable to an increase in the benchmark interest rates (both LIBOR and SOFR) as compared to the year ended December 31, 2022. During the year ended December 31, 2023, benchmark interest rates continued to increase as central banks around the world introduced measures to combat inflation. The increases in benchmark rates were partially offset by the overall reduction in our indebtedness arising from (i) the sales of 20 vessels during the years ended December 31, 2023 and 2022 (and repayments of the related debt or lease financing obligations), (ii) the unscheduled debt and lease repayments on 58 and 23 vessels during the year ended December 31, 2023 and 2022, respectively, as discussed in Note 12, (iii) the maturity of the Convertible Notes Due 2022 in May 2022, and (iv) the conversion of the Convertible Notes Due 2025 in December 2022. These reductions were partially offset by new borrowings as discussed in Note 12. The combination resulted in higher interest expense for the year ended December 31, 2023 compared to December 31, 2022 despite the reduction in the average carrying value of our debt to \$1.9 billion from \$2.7 billion, respectively.

Interest payable during the year ended December 31, 2022 was offset by interest capitalized of \$0.2 million. There was a nominal amount of capitalized interest during the years ended December 31, 2024 and 2023.

<sup>(2)</sup> The loss on extinguishment of debt and write-off of deferred financing fees during the year ended December 31, 2024 includes (i) \$6.2 million of write-offs of deferred financing fees related to the unscheduled debt and lease repayments during the year and (ii) \$2.3 million in costs related to the extinguishment of debt during the year.

The loss on extinguishment of debt and write-off of deferred financing fees during the year ended December 31, 2023 include (i) \$10.2 million in costs related to the extinguishment of debt, (ii) \$4.3 million of write-offs of deferred financing fees related to the unscheduled debt and lease repayments during the year, (iii) \$2.7 million relating to write-offs of the discounts related to the unscheduled debt and lease repayments during the year, (iv) \$0.8 million of accelerated effective interest on right of use liabilities related to unscheduled lease payments during the year, offset by (v) a gain of \$1.5 million related to the adjustment of the carrying values of certain sale and leaseback arrangements related to the notifications to exercise purchase options.

The loss on extinguishment of debt and write-off of deferred financing fees during the year ended December 31, 2022 include (i) \$6.6 million of write-offs of deferred financing fees related to the repayments of debt for the 18 vessels sold during the year along with the notifications to exercise purchase options on certain lease financed vessels during the year, (ii) \$4.9 million in costs related to the extinguishment of debt, (iii) \$0.9 million of write-offs of the discounts related to the payment of indebtedness on certain vessels sold and to the notifications to exercise purchase options on certain vessels, offset by (iv) a gain of \$0.9 million related to the adjustment of the carrying values of certain sale and leaseback arrangements related to the notifications to exercise purchase options.

<sup>(3)</sup> The accretion of premiums and discounts primarily represents the accretion or amortization of the fair value adjustments relating to the indebtedness assumed as part of the 2017 acquisition of Navig8 Product Tankers Inc.

## 20. Tax

Scorpio Tankers Inc. and its vessel-owning or leasing subsidiaries are incorporated in the Republic of the Marshall Islands. We previously had vessel-owning or leasing subsidiaries incorporated in Singapore however these legal entities no longer own or lease any vessels and are in the process of being dissolved. We are not subject to Marshall Islands' income tax in accordance with the income tax laws of the Marshall Islands, and we are eligible for tax exemptions in accordance with the income tax laws of Singapore. Based upon review of applicable laws and regulations, and after consultation with counsel, we do not believe we are subject to material income taxes in any jurisdiction, including the United States of America. Therefore, we did not have any income tax charges, benefits, or balances as of or for the periods ended December 31, 2024, 2023, and 2022.

On December 12, 2022, the European Union member states agreed to implement the OECD's Pillar Two global corporate minimum tax rate of 15% on companies with revenues of at least €750 million effective from 2024. Various countries have either adopted implementing legislation or are in the process of drafting such legislation. Any new tax law in a jurisdiction where we conduct business or pay tax could have a negative effect on our company. Singapore is the only jurisdiction in which we have a presence that adopted components of the Pillar Two tax rules into legislation for financial years commencing on or after January 1, 2025, namely the Income Inclusion Rule (IIR) and the Domestic Top-up Tax (DTT). The adoption of the Undertaxed Profits Rule (UTPR) was deferred. We do not expect that the adoption of this legislation will subject us to material income taxes in this or any other jurisdiction in which we operate.

## 21. Earnings per share

The calculation of both basic and diluted earnings per share is based on net income attributable to equity holders of the parent and weighted average outstanding shares of:

| <i>In thousands of U.S. dollars except for share data</i>                          | For the year ended December 31, |                   |                   |
|------------------------------------------------------------------------------------|---------------------------------|-------------------|-------------------|
|                                                                                    | 2024                            | 2023              | 2022              |
| Net income attributable to equity holders of the parent - basic                    | \$ 668,774                      | \$ 546,898        | \$ 637,251        |
| Convertible notes interest expense, accretion, and deferred financing amortization | —                               | —                 | 19,584            |
| Net income attributable to equity holders of the parent - diluted                  | \$ 668,774                      | \$ 546,898        | \$ 656,835        |
| Basic weighted average number of shares                                            | 48,544,137                      | 52,369,269        | 55,455,277        |
| Effect of dilutive potential basic shares:                                         |                                 |                   |                   |
| Restricted stock                                                                   | 2,330,185                       | 2,158,478         | 2,610,544         |
| Convertible notes                                                                  | —                               | —                 | 5,445,455         |
|                                                                                    | 2,330,185                       | 2,158,478         | 8,055,999         |
| <b>Diluted weighted average number of shares</b>                                   | <b>50,874,322</b>               | <b>54,527,747</b> | <b>63,511,276</b> |
| Earnings per share:                                                                |                                 |                   |                   |
| Basic                                                                              | \$ 13.78                        | \$ 10.44          | \$ 11.49          |
| Diluted                                                                            | \$ 13.15                        | \$ 10.03          | \$ 10.34          |

During the years ended December 31, 2024 and 2023, potentially dilutive shares relating to unvested restricted stock were included in the computation of diluted earnings per share because their effect was dilutive. The inclusion of potentially dilutive shares of unvested restricted stock reflects the dilutive impact of 3,793,883 and 3,231,060, respectively, unvested shares of restricted stock.

During the year ended December 31, 2022, potentially dilutive shares relating to unvested restricted stock and our Convertible Notes Due 2022 and Convertible Notes Due 2025 were included in the computation of diluted earnings per share because their effect was dilutive. The inclusion of potentially dilutive shares of unvested restricted stock reflects the dilutive impact of 2,705,989 unvested shares of restricted stock. The inclusion of potentially dilutive shares relating to our Convertible Notes Due 2022 and Convertible Notes Due 2025 represents the potentially dilutive shares arising from these instruments for an aggregate of 7,661,365 shares. The Convertible Notes Due 2022 matured in May 2022 and were repaid in cash upon maturity. Accordingly, the potentially dilutive impact of this instrument is included in the weighted average number of shares for a portion of the period, through the maturity date. In December 2022, all of the holders of the Company's Convertible Notes Due 2025 converted their notes into an aggregate of 5,757,698 common shares of the Company. Accordingly, the potentially dilutive impact of this instrument was included in the weighted average number of shares for a portion of the period, through the conversion date.



## 22. Financial instruments - financial and other risks

### Funding and capital risk management

We manage our funding and capital resources to ensure our ability to continue as a going concern while maximizing the return to the shareholder through optimization of the balance between debt and equity.

IFRS 13 requires classifications of fair value measures into Levels 1, 2 and 3. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from 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 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values and carrying values of our financial instruments at December 31, 2024 and 2023 are shown in the table below.

### Categories of Financial Instruments

| <i>In thousands of U.S. dollars</i>                                           | As of December 31, 2024 |                | As of December 31, 2023 |                |
|-------------------------------------------------------------------------------|-------------------------|----------------|-------------------------|----------------|
|                                                                               | Fair value              | Carrying Value | Fair value              | Carrying Value |
| <b>Financial assets</b>                                                       |                         |                |                         |                |
| Cash and cash equivalents <sup>(1)</sup>                                      | \$ 332,580              | \$ 332,580     | \$ 355,551              | \$ 355,551     |
| Financial assets measured at fair value through profit or loss <sup>(2)</sup> | 74,157                  | 74,157         | —                       | —              |
| Accounts receivable <sup>(3)</sup>                                            | 150,183                 | 150,183        | 203,500                 | 203,500        |
| Working capital contributions to Scorpio Pools <sup>(4)</sup>                 | 45,761                  | 45,761         | 51,411                  | 51,411         |
| <b>Financial liabilities</b>                                                  |                         |                |                         |                |
| Accounts payable <sup>(5)</sup>                                               | \$ 32,213               | \$ 32,213      | \$ 10,004               | \$ 10,004      |
| Accrued expenses and other current liabilities <sup>(5)</sup>                 | 73,591                  | 73,591         | 72,678                  | 72,678         |
| Secured bank loans <sup>(6)</sup>                                             | 718,514                 | 718,514        | 1,090,741               | 1,090,741      |
| Sale and leaseback liability <sup>(7)</sup>                                   | 73,283                  | 73,283         | 428,124                 | 428,137        |
| Unsecured Senior Notes Due 2025 <sup>(8)</sup>                                | 70,938                  | 70,571         | 70,260                  | 70,571         |

<sup>(1)</sup> Cash and cash equivalents are considered Level 1 items as they represent liquid assets with short-term maturities.

<sup>(2)</sup> During the year ended December 31, 2024, we invested \$89.1 million for a minority interest in DHT, a publicly traded crude tanker company listed on the New York Stock Exchange under the symbol DHT, which owns a fleet of 27 Very Large Crude Carriers. At December 31, 2024, the carrying value of our investment in DHT equaled its fair value of \$74.2 million, which is based on the closing price of the common shares on that day. Financial assets measured at fair value through profit or loss are considered Level 1 items as they represent liquid assets traded in an active market.

<sup>(3)</sup> We consider that the carrying amount of accounts receivable approximate their fair value due to the relative short maturity of these instruments.

<sup>(4)</sup> Non-current working capital contributions to the Scorpio Pools are repaid, without interest, upon a vessel's exit from the pool. For all owned vessels, excluding those under long-term time charters, we assume that these contributions will not be repaid within 12 months and are thus classified as non-current within Other Assets on the consolidated balance sheets. We consider that their carrying values approximate fair value given that the amounts due are contractually fixed based on the terms of each pool agreement.

<sup>(5)</sup> We consider that the carrying amounts of accounts payable and accrued expenses approximate the fair value due to the relative short maturity of these instruments.

<sup>(6)</sup> The carrying value of our secured bank loans are measured at amortized cost using the effective interest method. We consider that their carrying value approximates fair value because the interest rates on these instruments change with, or approximate, market interest rates and the credit risk of the Company has remained stable. Accordingly, we consider their fair value to be a Level 2 measurement. These amounts are shown net of \$14.5 million and \$24.6 million of unamortized deferred financing fees as of December 31, 2024 and 2023, respectively.

- (7) The carrying value of our obligations due under sale and leaseback arrangements are measured at amortized cost using the effective interest method. We consider that their carrying value approximates fair value because the interest rates on these instruments change with, or approximate, market interest rates and the credit risk of the Company has remained stable. As of December 31, 2023, we had certain fixed rate sale and leaseback arrangements for which the fair value was measured at the net discounted value of the remaining minimum lease payments using our incremental borrowing rate at December 31, 2023. We did not have any fixed rate sale leaseback arrangements outstanding as of December 31, 2024. Accordingly, we consider their fair value to be a Level 2 measurement. The amounts in the table above are shown net of \$0.9 million and \$3.2 million of unamortized deferred financing fees as of December 31, 2024 and 2023, respectively.
- (8) The carrying value of our Unsecured Senior Notes Due 2025 is measured at amortized cost using the effective interest method. The carrying value of our Unsecured Senior Notes Due 2025 shown in the table above is their face value. The Unsecured Senior Notes Due 2025 are shown net of \$0.4 million of deferred financing fees and a nominal amount of unamortized discount on our consolidated balance sheet as of December 31, 2024. The Unsecured Senior Notes Due 2025 are shown net of \$1.1 million of deferred financing fees and \$0.1 million of unamortized discount on our consolidated balance sheet as of December 31, 2023. Our Unsecured Senior Notes Due 2025 are quoted on the NYSE under the symbol 'SBBA' until their redemption in March 2025. We consider their fair value to be a Level 1 measurement due to their quotation on an active exchange.

### **Financial risk management objectives**

We identify and evaluate significant risks on an ongoing basis with the objective of managing the sensitivity of our results and financial position to those risks. These risks include market risk, credit risk, liquidity risk and foreign exchange risk.

The use of financial derivatives is governed by our policies as approved by the Board of Directors.

### **Market risk**

Our activities expose us to the risks inherent with the tanker industry, which has historically been volatile, and financial risks of changes in interest rates.

#### ***Spot market rate risk***

The cyclical nature of the tanker industry causes significant increases or decreases in the revenue that we earn from our vessels, particularly those vessels that operate in the spot market or participate in pools that are concentrated in the spot market such as the Scorpio Pools. Additionally, we have the ability to remove our vessels from the pools on relatively short notice if attractive time charter opportunities arise. A \$1,000 per day increase or decrease in spot rates for all of our vessel classes operating in the spot market or in the Scorpio Pools would have increased or decreased our operating income by \$32.0 million, \$35.3 million and \$40.3 million for the years ended December 31, 2024, 2023, and 2022, respectively.

#### ***Interest rate risk***

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date.

If interest rates had been 1% higher/lower and all other variables were held constant, our net income for the year ended December 31, 2024 would have decreased/increased by \$11.0 million. This is mainly attributable to our exposure to interest rate movements on our variable interest rate credit facilities and lease financing arrangements as described in Note 12.

If interest rates had been 1% higher/lower and all other variables were held constant, our net income for the year ended December 31, 2023 would have decreased/increased by \$18.0 million. This is mainly attributable to our exposure to interest rate movements on our variable interest rate credit facilities, lease financing arrangements and leases being accounted for under IFRS 16 as described in Notes 7 and 12.

If interest rates had been 1% higher/lower and all other variables were held constant, our net income for the year ended December 31, 2022 would have decreased/increased by \$22.8 million. This is mainly attributable to our exposure to interest rate movements on our variable interest rate credit facilities, lease financing arrangements and leases being accounted for under IFRS 16.

Interest in most of our financing agreements has historically been based on published rates for LIBOR. The ICE Benchmark Administration ("IBA"), the administrator of LIBOR, with the support of the United States Federal Reserve and the United Kingdom's Financial Conduct Authority, ceased the publication of all U.S. Dollar LIBOR tenors on June 30, 2023.

In response to the anticipated discontinuation of LIBOR, the Alternative Reference Rate Committee, a committee convened by the Federal Reserve that includes major market participants, proposed an alternative rate to replace U.S. Dollar LIBOR: the Secured Overnight Financing Rate, or "SOFR."

Since the initial publication of SOFR, daily changes in the rate have, on occasion, been more volatile than daily changes in comparable benchmark or market rates, and SOFR over time may bear little or no relation to the historical indicative data. Additionally, since LIBOR represented an unsecured lending rate while SOFR represents a secured lending rate, lenders may include a credit spread adjustment on SOFR to compensate for the difference in risk. The possible volatility of and uncertainty around SOFR as a LIBOR replacement rate and the applicable credit spread adjustment could result in higher borrowing costs for us, which may adversely affect our liquidity, financial condition, and results of operations.

During the year ended December 31, 2023, we transitioned our existing loan and lease financing agreements from U.S. Dollar LIBOR to SOFR plus a credit spread adjustment which varied from zero basis points to 26.161 basis points depending on the financing arrangement.

#### ***Credit risk***

Credit risk is the potential exposure of loss in the event of non-performance by customers and derivative instrument counterparties.

We only place cash deposits with major banks covered with strong and acceptable credit ratings.

Accounts receivable are generally not collateralized; however, we believe that the credit risk is partially offset by the creditworthiness of our counterparties including the commercial manager. We did not experience any material credit losses on our accounts receivables portfolio in the years ended December 31, 2024, 2023, and 2022.

The carrying amount of financial assets recognized on our consolidated financial statements represents the maximum exposure to credit risk without taking into account the value of any collateral obtained. We did not experience any impairment losses on financial assets in the years ended December 31, 2024, 2023, and 2022.

We monitor exposure to credit risk and believe that there is no substantial credit risk arising from counterparties.

#### ***Liquidity risk***

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. We manage liquidity risk by maintaining adequate reserves and borrowing facilities and by continuously monitoring forecast and actual cash flows. Liquidity risks can manifest themselves when economic conditions deteriorate or when we have significant maturities of our financial instruments.

#### ***Financing risks***

During 2025 through the date of authorization of these financial statements, and in addition to our regularly scheduled debt and lease repayments, we have committed to the following:

- In March 2025, we redeemed the \$70.6 million of Unsecured Senior Notes Due 2025, which were scheduled to mature on June 30, 2025.

We do not have any other debt or lease financing arrangements that are scheduled to mature or expire within twelve months from the date of these financial statements.

In January 2025, we successfully placed \$200.0 million of new senior unsecured bonds in the Nordic bond market (the "Unsecured Senior Notes Due 2030"). The Unsecured Senior Notes Due 2030 are due to mature in January 2030 and bear interest at a fixed coupon rate of 7.50% per annum, payable semi-annually in arrears. A portion of the net proceeds from the bond issue were used to redeem our existing Unsecured Senior Notes Due 2025.

In February 2025, we executed a revolving credit facility of up to \$500.0 million with a group of financial institutions (the "2025 \$500.0 Million Revolving Credit Facility"). The 2025 \$500.0 Million Revolving Credit Facility is a 100% revolving loan, which has a final maturity of seven years from the signing date and gives us the flexibility to draw down or repay the loan during the tenor.

While we believe our current financial position is adequate to address the cash outflows, a deterioration in economic conditions could cause us to breach the covenants under our financing arrangements and could have a material adverse effect on our business, results of operations, cash flows and financial condition. These circumstances could cause us to seek covenant waivers from our lenders and to pursue other means to raise liquidity, such as through the sale of vessels or in the capital markets, to meet our obligations.

### ***Conflict in Ukraine and Middle East***

The ongoing military conflict in Ukraine has had a significant direct and indirect impact on the trade of refined petroleum products. This conflict has resulted in the United States, the United Kingdom, and the European Union countries, among other countries and jurisdictions, implementing sanctions and executive orders against citizens, entities, and activities connected to Russia. Some of these sanctions and executive orders target the Russian oil sector, including a prohibition on the import of oil from Russia to the United States or the United Kingdom, and the European Union's recent ban on Russian crude oil and petroleum products which took effect in December 2022 and February 2023, respectively. We cannot foresee what other sanctions or executive orders may arise that affect the trade of petroleum products. Furthermore, the conflict and ensuing international response has disrupted the supply of Russian oil to the global market, and as a result, the price of oil and petroleum products has experienced significant volatility. We cannot predict what effect that this volatility will have on the demand for crude oil and refined petroleum products. It is possible that the current conflict in Ukraine could adversely affect our financial condition, results of operations, and future performance.

Additionally, since December 2023, there have been multiple drone and missile attacks on commercial vessels transiting international waters in the southern Red Sea by groups believed to be affiliated with the Yemen-based Houthi rebel group purportedly in response to the ongoing military conflict between Israel and Hamas. We cannot predict the severity or length of the current conditions impacting international shipping in this region and the continuing disruption of the trade routes in the region of the Red Sea. It is also possible that these conditions could have a material and adverse impact on our financial condition, results of operations, and future performance.

Based on internal forecasts and projections that take into account reasonably possible changes in our trading performance we believe that we have adequate financial resources to continue in operation and meet our financial commitments (including, but not limited to, debt service and lease financing obligations) for a period of at least twelve months from the date of approval of these consolidated financial statements. Accordingly, we continue to adopt the going concern basis in preparing our financial statements.

### ***Remaining contractual maturity on secured and unsecured credit facilities, and sale and leaseback liabilities***

The following table details our remaining contractual maturity for our secured and unsecured credit facilities, and sale and leaseback liabilities. The amounts represent the future undiscounted cash flows of the financial liability based on the earliest date on which we can be required to pay. The table includes both interest and principal cash flows.

As the interest cash flows are not fixed, the interest amount included has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the reporting date.

| <i>In thousands of U.S. dollars</i> | <b>As of December 31,</b> |                     |
|-------------------------------------|---------------------------|---------------------|
|                                     | <b>2024</b>               | <b>2023</b>         |
| Less than 1 month                   | \$ 14,636                 | \$ 190,873          |
| 1-3 months                          | 18,942                    | 107,015             |
| 3 months to 1 year                  | 155,013                   | 236,122             |
| 1-3 years                           | 307,185                   | 566,475             |
| 3-5 years                           | 521,723                   | 692,563             |
| 5+ years                            | 25,891                    | 110,155             |
| <b>Total</b>                        | <b>\$ 1,043,390</b>       | <b>\$ 1,903,203</b> |

All other current liabilities fall due within less than one month.

### ***Foreign Exchange Rate Risk***

Our primary economic environment is the international shipping market. This market utilizes the U.S. Dollar as its functional currency. Consequently, virtually all of our revenues and the majority of our operating expenses are in U.S. Dollars. However, we incur some of our combined expenses in other currencies, particularly the Euro. The amount and frequency of some of these expenses (such as vessel repairs, supplies and stores) may fluctuate from period to period. Depreciation in the value of the U.S. dollar relative to other currencies will increase the U.S. dollar cost of us paying such expenses. The portion of our business conducted in other currencies could increase in the future, which could expand our exposure to losses arising from currency fluctuations.

There is a risk that currency fluctuations will have a negative effect on our cash flows. We have not entered into any hedging contracts to protect against currency fluctuations. However, we have some ability to shift the purchase of goods and services from one country to another and, thus, from one currency to another, on relatively short notice. We may seek to hedge this currency fluctuation risk in the future.

### **23. Subsequent events**

#### *Declaration of dividend*

On February 12, 2025, our Board of Directors declared a quarterly cash dividend of \$0.40 per common share, which was paid on March 21, 2025 to all shareholders of record as of March 7, 2025.

#### *Debt Activity*

In January 2025, we successfully placed \$200.0 million of new senior unsecured bonds in the Nordic bond market. The Unsecured Senior Notes Due 2030 are due to mature in January 2030 and bear interest at a fixed coupon rate of 7.50% per annum, payable semi-annually in arrears. The terms of the Unsecured Senior Notes Due 2030 allow for a tap issue of additional notes of up to \$100.0 million in additional Unsecured Senior Notes due 2030, under the same terms and conditions at prevailing market prices throughout the term.

The Unsecured Senior Notes Due 2030 contain certain financial covenants, including

- a minimum consolidated tangible net worth of not less than \$1.0 billion,
- minimum liquidity of no less than the greater of (a) \$25.0 million and (b) \$500,000 per each owned vessel and \$250,000 per each time chartered-in vessel, and
- the ratio of net debt to total capitalization of no greater than 0.70 to 1.00.

Additionally, we must maintain minimum liquidity (which includes undrawn amounts under revolving credit facilities with a remaining maturity date in excess of 12 months where no event of default or termination event has occurred or is continuing and there is no restriction on borrowing under those revolving credit facilities) of \$100.0 million after making any distributions in the form of dividends or stock repurchases.

The terms and conditions of Unsecured Senior Notes Due 2030 also require us to list the notes on the Oslo Stock Exchange within nine months after issuance.

In March 2025, we redeemed the outstanding balance of \$70.6 million of Unsecured Senior Notes Due 2025, which were scheduled to mature on June 30, 2025.

In February 2025, we executed a revolving credit facility of up to \$500.0 million with a group of financial institutions. The 2025 \$500.0 Million Revolving Credit Facility is a 100% revolving loan, which has a final maturity of seven years from the signing date and gives the Company the flexibility to draw down or repay the loan during the loan tenor. The 2025 \$500.0 Million Revolving Credit Facility bears interest at SOFR plus a margin of 1.85% per annum for any drawn amounts and a commitment fee of 0.74% per annum applies for any undrawn amounts. The 2025 \$500.0 Million Revolving Credit Facility is collateralized by 26 product tankers (*STI Hammersmith*, *STI Rotherhithe*, *STI Poplar*, *STI La Boca*, *STI Broadway*, *STI Winnie*, *STI Connaught*, *STI Lauren*, *STI Veneto*, *STI Fulham*, *STI Elysees*, *STI Park*, *STI Orchard*, *STI Hackney*, *STI Lombard*, *STI Comandante*, *STI Brixton*, *STI Pimlico*, *STI Finchley*, *STI Westminster*, *STI Pontiac*, *STI Black Hawk*, *STI Oxford*, *STI Selatar*, *STI Gramercy* and *STI Queens*) and will amortize/reduce in quarterly installments (starting after the second anniversary of the signing date), with a balloon repayment due at maturity. The remaining terms and conditions, including financial covenants, are similar to those set forth in the Company's existing credit facilities.

#### *Investment in DHT Holdings Inc.*

In January 2025, we purchased an additional 3,928,250 common shares in DHT at an average price of \$10.79 per share and in February 2025, we sold 700,000 common shares of DHT at an average price of \$11.85 per share. As of the date of this filing we own 11,210,730 common shares of DHT or 7% of the total outstanding common shares of DHT.

*Time Charter-Out Arrangements*

In February 2025, the charterer of *STI Gratitude* exercised its option to extend the term of the time charter-out agreement, which commenced in May 2022, for an additional year at \$31,000 per day commencing in May 2025. The charterers have the option to further extend the term of this agreement for an additional year at \$33,000 per day.

*2013 Equity Incentive Plan*

On March 20, 2025, our Board of Directors reserved an additional 1,089,407 common shares, par value \$0.01 per share, for issuance under the 2013 Equity Incentive Plan. All other terms of the 2013 Equity Incentive Plan remained unchanged.

**Exhibit 2.7**

**BOND TERMS**

**FOR**

**Scorpio Tankers Inc. 7.50% senior unsecured USD 300,000,000 bonds 2025/2030**

**ISIN NO0013462630**

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ATTACHMENT 1 COMPLIANCE CERTIFICATE



| <b>BOND TERMS between</b>                                                            |                                                                                                                                                      |
|--------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| ISSUER:                                                                              | Scorpio Tankers Inc., a corporation existing under the laws of Marshall Islands with registration number 36141 and LEI-code 549300NVJUH16NXG8K87 and |
| BOND TRUSTEE:                                                                        | Nordic Trustee AS, a company existing under the laws of Norway with registration number 963 342 624 and LEI-code 549300XAKTM2BMKIPT85.               |
| DATED:                                                                               | 27 January 2025                                                                                                                                      |
| These Bond Terms shall remain in effect for so long as any Bonds remain outstanding. |                                                                                                                                                      |

## 1. INTERPRETATION

### 1.1 Definitions

The following terms will have the following meanings:

“**Acceptable Bank**” means a commercial bank, savings bank or trust company which has a rating of BBB or higher from Standard & Poor’s Ratings Service or Baa2 or higher from Moody’s Investor Service Limited or a comparable rating from a nationally recognized credit rating agency for its long-term debt obligations.

“**Accounting Standard**” means IFRS.

“**Additional Bonds**” means the debt instruments issued under a Tap Issue, including any Temporary Bonds.

“**Affiliate**” means, in relation to any person:

- (a) any person which is a Subsidiary of that person;
- (b) any person with Decisive Influence over that person (directly or indirectly); and
- (c) any person which is a Subsidiary of an entity with Decisive Influence over that person (directly or indirectly).

“**Annual Financial Statements**” means the audited consolidated annual financial statements of the Issuer in the English language for 2024 and any subsequent financial year, prepared in accordance with the Accounting Standard, such financial statements to include a profit and loss account, balance sheet, cash flow statement and management commentary or report of the board of directors.

“**Attachment**” means any schedule, appendix or other attachment to these Bond Terms.

“**Bond Currency**” means the currency in which the Bonds are denominated, as set out in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

“**Bond Terms**” means these terms and conditions, including all Attachments which form an integrated part of these Bond Terms, in each case as amended and/or supplemented from time to time.

“**Bond Trustee**” means the company designated as such in the preamble to these Bond Terms, or any successor, acting for and on behalf of the Bondholders in accordance with these Bond Terms.

“**Bond Trustee Fee Agreement**” means the agreement entered into between the Issuer and the Bond Trustee relating, among other things, to the fees to be paid by the Issuer to the Bond Trustee for the services provided by the Bond Trustee relating to the Bonds.

“**Bondholder**” means a person who is registered in the CSD as directly registered owner or nominee holder of a Bond, subject however to Clause 3.3 (*Bondholders’ rights*).

“**Bondholders’ Meeting**” means a meeting of Bondholders as set out in Clause 15 (*Bondholders’ Decisions*).

“**Bonds**” means (i) the debt instruments issued by the Issuer pursuant to these Bond Terms, including any Additional Bonds, and (ii) any overdue and unpaid principal which has been issued under a separate ISIN in accordance with the regulations of the CSD from time to time.

“**Business Day**” means a day on which both the relevant CSD settlement system is open, and the relevant settlement system for the Bond Currency is open.

“**Business Day Convention**” means that if the last day of any Interest Period originally falls on a day that is not a Business Day, no adjustment will be made to the Interest Period.

“**Call Option**” has the meaning ascribed to such term in Clause 10.2 (*Voluntary early redemption – Call Option*).

“**Call Option Repayment Date**” means the settlement date for the Call Option determined by the Issuer pursuant to Clause 10.2 (*Voluntary early redemption – Call Option*), paragraph (d) of Clause 10.3 (*Mandatory repurchase due to a Put Option Event*) or a date agreed upon between the Bond Trustee and the Issuer in connection with such redemption of Bonds.

“**Change of Control Event**” means, other than Scorpio Holdings Limited or any of its Affiliates, a person or group of persons acting in concert gaining Decisive Influence over the Issuer.

“**Compliance Certificate**” means a statement substantially in the form as set out in Attachment 1 hereto.

“**CSD**” means the central securities depository in which the Bonds are registered, being Verdigipapirsentralen ASA (VPS).

“**Decisive Influence**” means a person having, as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly):

- (a) a majority of the voting rights in that other person; or
- (b) a right to elect or remove a majority of the members of the board of directors of that other person.

“**Default Notice**” has the meaning ascribed to such term in Clause 14.2 (*Acceleration of the Bonds*).

“**Default Repayment Date**” means the settlement date set out by the Bond Trustee in a Default Notice requesting early redemption of the Bonds.

“**Distribution**” means:

- (a) declaring or making any dividend payment or distribution, including preferred dividend payments, whether in cash or in kind;
- (b) repurchasing any shares or undertaking other similar transactions, including but not limited to total return swaps related to shares in the Issuer; or
- (c) granting any loans or making other distributions or transactions constituting a transfer of value to the Issuer’s shareholders.

“**Event of Default**” means any of the events or circumstances specified in Clause 14.1 (*Events of Default*).

“**Exchange**” means:

- (a) Oslo Børs (the Oslo Stock Exchange); or
- (b) any regulated market as such term is understood in accordance with the Markets in Financial Instruments Directive 2014/65/EU (MiFID II) and Regulation (EU) No. 600/2014 on markets in financial instruments (MiFIR) or an equivalent third-country market (including the New York Stock Exchange and London Stock Exchange).

“**Finance Documents**” means these Bond Terms, the Bond Trustee Fee Agreement, any Tap Issue Addendum and any other document designated by the Issuer and the Bond Trustee as a Finance Document.

“**Financial Indebtedness**” means with respect to any person (the “**Debtor**”) at any date of determination (without duplication):

- (a) all obligations of the Debtor for principal, interest or any other sum payable in respect of any moneys borrowed or raised by the Debtor;

- (b) all obligations of the Debtor evidenced by bonds, debentures, notes or other similar instruments;
- (c) all obligations of the Debtor in respect of any acceptance credit, guarantee, or letter of credit facility or equivalent made available to the Debtor (including reimbursement obligations with respect thereto) which in accordance with IFRS would be shown on the liability side of a balance sheet;
- (d) all obligations of the Debtor to pay the deferred purchase price of property or services, which purchase price is due more than six months after the date of placing such property in service or taking delivery thereof or the completion of such services, except trade payables;
- (e) all capitalized lease obligations of the Debtor as lessee;
- (f) all Financial Indebtedness as described in sub-paragraph (a) to (e) of persons other than the Debtor secured by a Security on any asset of the Debtor, whether or not such Financial Indebtedness is assumed by the Debtor provided that the amount of such Financial Indebtedness shall be the lesser of (i) the fair market value of such asset at such date of determination and (ii) the amount of such Financial Indebtedness; and
- (g) all Financial Indebtedness as described in sub-paragraph (a) to (e) of persons other than the Debtor under any guarantee, indemnity or similar obligation entered into by the Debtor to the extent such Financial Indebtedness is guaranteed, indemnified, etc., by the Debtor.

The amount of Financial Indebtedness of the Debtor at any date shall be the outstanding balance at such date of all unconditional obligations as described above and, with respect to contingent obligations described in paragraphs (f) and (g) above, the maximum liability upon the occurrence of the contingency giving rise to the obligation provided that (i) the amount outstanding at any time of any Financial Indebtedness issued with an original issue discount is the face amount of such Financial Indebtedness less the remaining unamortized portion of such original issue discount of such Financial Indebtedness at such time and (ii) Financial Indebtedness shall not include any liability for taxes.

**“Financial Reports”** means the Annual Financial Statements and the Interim Accounts.

**“First Call Date”** means the Interest Payment Date falling in July 2027.

**“Funded Debt”** means, for any Quarter Date, the sum of the following for the Group determined (without duplication) on a consolidated basis for such period and in accordance with IFRS consistently applied:

- (a) all Financial Indebtedness; and
- (b) all obligations to pay a specific purchase price for goods or services whether or not delivered or accepted (including take-or-pay and similar obligations which in accordance with IFRS would be shown on the liability side of a balance sheet),

provided that balance sheet accruals for future dry docking expenses shall not be classified as Funded Debt.

“**Group**” means the Issuer and its Subsidiaries from time to time.

“**Group Company**” means any person which is a member of the Group.

“**IFRS**” means the International Financial Reporting Standards and guidelines and interpretations issued by the International Accounting Standards Board (or any predecessor and successor thereof) in force from time to time and to the extent applicable to the relevant financial statement.

“**Initial Bond Issue**” means the amount to be issued on the Issue Date as set out in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

“**Initial Nominal Amount**” means the Nominal Amount of each Bond on the Issue Date as set out in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

“**Insolvent**” means that a person:

- (a) is unable or admits inability to pay its debts as they fall due;
- (b) suspends making payments on any of its debts generally; or
- (c) is otherwise considered insolvent or bankrupt within the meaning of the relevant bankruptcy legislation of the jurisdiction which can be regarded as its centre of main interest as such term is understood pursuant to Regulation (EU) 2015/848 on insolvency proceedings (as amended from time to time).

“**Interest Payment Date**” means the last day of each Interest Period, the first Interest Payment Date being 30 July 2025 and the last Interest Payment Date being the Maturity Date.

“**Interest Period**” means, subject to adjustment in accordance with the Business Day Convention, the periods between 30 January and 30 July each year, provided however that an Interest Period shall not extend beyond the Maturity Date.

“**Interest Rate**” means 7.50 percentage points per annum.

“**Interim Accounts**” means the unaudited consolidated quarterly financial statements of the Issuer for the quarterly period ending on each 31 March, 30 June and 30 September in each year (for the first time for the quarterly period ending on 31 March 2025) in the English language, prepared in accordance with the Accounting Standard. Such accounts to include a profit and loss account, balance sheet, cash flow statement and management commentary or report of the board of directors.

“**ISIN**” means International Securities Identification Number.

“**Issue Date**” means 30 January 2025.

“**Issuer**” means the company designated as such in the preamble to these Bond Terms.

**“Issuer’s Bonds”** means any Bonds which are owned by the Issuer or any Affiliate of the Issuer.

**“Joint Global Coordinators and Joint Bookrunners”** means Arctic Securities AS, DNB Markets, a part of DNB Bank ASA and Pareto Securities AS.

**“Joint Lead Managers”** means Clarksons Securities AS, Crédit Agricole Corporate and Investment Bank and Nordea Bank Abp, filial i Norge.

**“Liquidity”** means, at any date, the aggregate amount of freely available and unrestricted cash and cash equivalents of the Group in each case reported in accordance with IFRS, and where “cash and cash equivalents” means on any date, the aggregate equivalent in USD on such date of the then current market value of:

- (a) cash in hand or amounts standing to the credit of any current, savings and/or on deposit accounts with an Acceptable Bank;
- (b) time deposits with Acceptable Banks and certificates of deposit issued, and bills of exchange accepted, by an Acceptable Bank;
- (c) unencumbered securities issued or directly and fully guaranteed or insured by the United States of America or any agency or instrumentality thereof (provided that the full faith and credit of the United States of America is pledged in support thereof); and
- (d) unutilised and freely available amounts under any revolving credit facility (where no event of default or termination event has occurred and is continuing and there is no restriction on borrowing under such facilities) with a remaining maturity date in excess of 12 months,

in each case to which a Group Company is beneficially entitled at the time and to which it has free and unrestricted access.

**“Listing Deadline”** has the meaning ascribed to such term in Clause 4 (*Admission to Listing*).

**“Listing Failure Event”** means:

- (a) that the Bonds (save for any Temporary Bonds) have not been admitted to listing on Oslo Børs (the Oslo Stock Exchange) within the Listing Deadline;
- (b) in the case of a successful admission to listing, that a period of 6 months has elapsed since the Bonds ceased to be admitted to listing on Oslo Børs (the Oslo Stock Exchange); or
- (c) that the Temporary Bonds have not been admitted to listing on the Exchange where the other Bonds are listed within the later of (i) 6 months following the issue date for such Temporary Bonds (ii) and the Listing Deadline.

**“Make Whole Amount”** means an amount equal to the sum of the present value on the Repayment Date of:

- (a) the Nominal Amount of the redeemed Bonds at the price as set out in paragraph (a) (ii) of Clause 10.2 (*Voluntary early redemption – Call Option*) as if such payment originally had taken place on the First Call Date; and
- (b) the remaining interest payments of the redeemed Bonds (less any accrued and unpaid interest on the redeemed Bonds as at the Repayment Date) to the First Call Date,

where the present value shall be calculated by using a discount rate of 4.733 per cent. per annum.

“**Managers**” means together, the Joint Global Coordinators and the Joint Bookrunners and the Joint Lead Managers.

“**Material Adverse Effect**” means a material adverse effect on:

- (a) the ability of the Issuer to perform and comply with its obligations under any Finance Document; or
- (b) the validity or enforceability of any Finance Document.

“**Maturity Date**” means 30 January 2030, adjusted according to the Business Day Convention.

“**Maximum Issue Amount**” means the maximum amount that may be issued under these Bond Terms as set out in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

“**Net Proceeds**” means the proceeds from the issuance of the Bonds (net of fees and legal cost of the Managers and, if required by the Bond Trustee, the Bond Trustee fee, and any other cost and expenses incurred in connection with the issuance of the Bonds)

“**Nominal Amount**” means the nominal value of each Bond at any time. The Nominal Amount may be amended pursuant to paragraph (j) of Clause 16.2 (*The duties and authority of the Bond Trustee*).

“**Outstanding Bonds**” means any Bonds not redeemed or otherwise discharged.

“**Overdue Amount**” means any amount required to be paid by the Issuer under the Finance Documents but not made available to the Bondholders on the relevant Payment Date or otherwise not paid on its applicable due date.

“**Partial Payment**” means a payment that is insufficient to discharge all amounts then due and payable under the Finance Documents.

“**Paying Agent**” means the legal entity appointed by the Issuer to act as its paying agent with respect to the Bonds in the CSD.

“**Payment Date**” means any Interest Payment Date or any Repayment Date.

“**Permitted Distributions**” means any Distribution:

- (a) by the Issuer, provided that Liquidity is no less than USD 100,000,000 after the Distribution have been made, no Event of Default has occurred and is continuing or would result from the making or payment of such Distribution;
- (b) by the Issuer in the form of short term loans to, or repurchase of shares in the Issuer from, employees of the Issuer and/or employees of an Affiliate as part of the Group's or that Affiliate's equity incentive plans and in the ordinary course of business; and
- (c) any Distribution by a Group Company (other than the Issuer), if:
  - (i) such Distribution is made to another Group Company; or
  - (ii) made by a Group Company which is not wholly-owned, is made pro rata to its shareholders on the basis of their respective ownership at the same time.

**"Put Option"** has the meaning ascribed to such term in Clause 10.3 (*Mandatory repurchase due to a Put Option Event*).

**"Put Option Event"** means a Change of Control Event or a Share De-Listing Event.

**"Put Option Repayment Date"** means the settlement date for the Put Option pursuant to Clause 10.3 (*Mandatory repurchase due to a Put Option Event*).

**"Quarter Date"** means, in each financial year, 31 March, 30 June, 30 September and 31 December.

**"Re-Domiciliation"** has the meaning ascribed to such term in Clause 13.4 (*Corporate status*).

**"Relevant Jurisdiction"** means the country in which the Bonds are issued, being Norway.

**"Relevant Record Date"** means the date on which a Bondholder's ownership of Bonds shall be recorded in the CSD as follows:

- (a) in relation to payments pursuant to these Bond Terms, the date designated as the Relevant Record Date in accordance with the rules of the CSD from time to time; or
- (b) for the purpose of casting a vote with regard to Clause 15 (*Bondholders' Decisions*), the date falling on the immediate preceding Business Day to the date of that Bondholders' decision being made, or another date as accepted by the Bond Trustee.

**"Repayment Date"** means any Call Option Repayment Date, the Default Repayment Date, any Put Option Repayment Date, the Tax Event Repayment Date or the Maturity Date.

**"Securities Trading Act"** means the Securities Trading Act of 2007 no.75 of the Relevant Jurisdiction.

**"Security"** means a mortgage, charge, pledge, lien, security assignment or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.



“**Share De-Listing Event**” means an event where the shares in the Issuer are de-listed from the New York Stock Exchange and are not immediately thereafter listed on another Exchange.

“**Subsidiary**” means a person over which another person has Decisive Influence.

“**Summons**” means the call for a Bondholders’ Meeting or a Written Resolution as the case may be.

“**Tangible Net Worth**” means the aggregate book value (on a consolidated basis) of the Group’s total shareholders’ equity (including retained earnings), minus goodwill and other non-tangible items.

“**Tap Issue**” has the meaning ascribed to such term in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

“**Tap Issue Addendum**” has the meaning ascribed to such term in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

“**Tax Event Repayment Date**” means the date set out in a notice from the Issuer to the Bondholders pursuant to Clause 10.4 (*Early redemption option due to a tax event*).

“**Temporary Bonds**” has the meaning ascribed to such term in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

“**Total Capitalization**” means Tangible Net Worth plus Funded Debt.

“**Total Net Debt**” means Financial Indebtedness less cash and cash equivalents, where “cash and cash equivalents” means on any date, the aggregate equivalent in USD on such date of the then current market value of:

- (a) cash in hand or amounts standing to the credit of any current, savings and/or on deposit accounts with an Acceptable Bank;
- (b) time deposits with Acceptable Banks and certificates of deposit issued, and bills of exchange accepted, by an Acceptable Bank; and
- (c) unencumbered securities issued or directly and fully guaranteed or insured by the United States of America or any agency or instrumentality thereof (provided that the full faith and credit of the United States of America is pledged in support thereof).

“**Voting Bonds**” means the Outstanding Bonds less the Issuer’s Bonds.

“**Written Resolution**” means a written (or electronic) solution for a decision making among the Bondholders, as set out in Clause 15.5 (*Written Resolutions*).

## 1.2 Construction

In these Bond Terms, unless the context otherwise requires:

- (a) headings are for ease of reference only;

- (b) words denoting the singular number will include the plural and vice versa;
- (c) references to Clauses are references to the Clauses of these Bond Terms;
- (d) references to a time are references to Central European Time unless otherwise stated;
- (e) references to a provision of “**law**” are a reference to that provision as amended or re-enacted, and to any regulations made by the appropriate authority pursuant to such law;
- (f) references to a “**regulation**” includes any regulation, rule, official directive, request or guideline by any official body;
- (g) references to a “**person**” means any individual, corporation, partnership, limited liability company, joint venture, association, joint-stock company, unincorporated organisation, government, or any agency or political subdivision thereof or any other entity, whether or not having a separate legal personality;
- (h) references to Bonds being “**redeemed**” means that such Bonds are cancelled and discharged in the CSD in a corresponding amount, and that any amounts so redeemed may not be subsequently re-issued under these Bond Terms;
- (i) references to Bonds being “**purchased**” or “**repurchased**” by the Issuer means that such Bonds may be dealt with by the Issuer as set out in Clause 11.1 (*Issuer’s purchase of Bonds*);
- (j) references to persons “**acting in concert**” shall be interpreted pursuant to the relevant provisions of the Securities Trading Act; and
- (k) an Event of Default is “**continuing**” if it has not been remedied or waived.

## 2. THE BONDS

### 2.1 Amount, denomination and ISIN of the Bonds

- (a) The Issuer has resolved to issue a series of Bonds up to USD 300,000,000 (the “**Maximum Issue Amount**”). The Bonds may be issued on different issue dates and the Initial Bond Issue will be in the amount of up to USD 200,000,000. The Issuer may, provided that (i) no Event of Default is continuing and (ii) the conditions set out in Clause 6.3 (*Tap Issues*) are met, at one or more occasions issue Additional Bonds (each a “**Tap Issue**”) until the Nominal Amount of all Additional Bonds equals in aggregate the Maximum Issue Amount less the Initial Bond Issue. Each Tap Issue will be subject to identical terms as the Bonds issued pursuant to the Initial Bond Issue in all respects as set out in these Bond Terms, except that Additional Bonds may be issued at a different price than for the Initial Bond Issue and which may be below or above the Nominal Amount. The Bond Trustee shall prepare an addendum to these Bond Terms evidencing the terms of each Tap Issue (a “**Tap Issue Addendum**”).

If the Bonds are listed on an Exchange and there is a requirement for a new prospectus in order for the Additional Bonds to be listed together with the Bonds, the Additional Bonds may be issued under a separate ISIN (such Bonds referred to as the “**Temporary Bonds**”). Upon the approval of the prospectus, the Issuer shall (i) notify

the Bond Trustee, the Exchange and the Paying Agent and (ii) ensure that the Temporary Bonds are converted into the ISIN for the Bonds.

- (a) The Bonds are denominated in US Dollars (USD), being the legal currency of the United States of America.
- (b) The Initial Nominal Amount of each Bond is USD 125,000.
- (c) The ISIN of the Bonds is set out on the front page. These Bond Terms apply with identical terms and conditions to (i) all Bonds issued under this ISIN, (ii) any Temporary Bonds and (iii) any Overdue Amounts issued under one or more separate ISIN in accordance with the regulations of the CSD from time to time.
- (d) Holders of Overdue Amounts related to interest claims will not have any other rights under these Bond Terms than their claim for payment of such interest claim which claim shall be subject to paragraph (b) of Clause 15.1 (*Authority of the Bondholders' Meeting*).

## **2.2 Tenor of the Bonds**

The tenor of the Bonds is from and including the Issue Date to but excluding the Maturity Date.

## **2.3 Use of proceeds**

- (a) The Issuer will use the Net Proceeds from the Initial Bond Issue for
  - (i) repayment, redemption and/or repurchase of any existing notes; and
  - (ii) general corporate purposes of the Group.
- (b) The Issuer will use the Net Proceeds from the issuance of any Additional Bonds for general corporate purposes of the Group, if not otherwise stated in the relevant Tap Issue Addendum.

## **2.4 Status of the Bonds**

The Bonds shall constitute senior unsecured debt obligations of the Issuer. The Bonds will rank pari passu between themselves and at least pari passu with all other senior unsecured obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application).

## **2.5 Transaction Security**

The Bonds are unsecured.

# **3. THE BONDHOLDERS**

## **3.1 Bond Terms binding on all Bondholders**

- (a) By virtue of being registered as a Bondholder (directly or indirectly) with the CSD, the Bondholders are bound by these Bond Terms and any other Finance Document, without any further action required to be taken or formalities to be complied with by the Bond Trustee, the Bondholders, the Issuer or any other party.

- (b) The Bond Trustee is always acting with binding effect on behalf of all the Bondholders.

### **3.2 Limitation of rights of action**

- (a) No Bondholder is entitled to take any enforcement action, instigate any insolvency procedures or take other legal action against the Issuer or any other party in relation to any of the liabilities of the Issuer or any other party under or in connection with the Finance Documents, other than through the Bond Trustee and in accordance with these Bond Terms, provided, however, that the Bondholders shall not be restricted from exercising any of their individual rights derived from these Bond Terms, including the right to exercise the Put Option.
- (b) Each Bondholder shall immediately upon request by the Bond Trustee provide the Bond Trustee with any such documents, including a written power of attorney (in form and substance satisfactory to the Bond Trustee), as the Bond Trustee deems necessary for the purpose of exercising its rights and/or carrying out its duties under the Finance Documents. The Bond Trustee is under no obligation to represent a Bondholder which does not comply with such request.

### **3.3 Bondholders' rights**

- (a) If a beneficial owner of a Bond not being registered as a Bondholder wishes to exercise any rights under the Finance Documents, it must obtain proof of ownership of the Bonds, acceptable to the Bond Trustee.
- (b) A Bondholder (whether registered as such or proven to the Bond Trustee's satisfaction to be the beneficial owner of the Bond as set out in paragraph (a) above) may issue one or more powers of attorney to third parties to represent it in relation to some or all of the Bonds held or beneficially owned by such Bondholder. The Bond Trustee shall only have to examine the face of a power of attorney or similar evidence of authorisation that has been provided to it pursuant to this Clause 3.3 and may assume that it is in full force and effect, unless otherwise is apparent from its face or the Bond Trustee has actual knowledge to the contrary.

## **4. ADMISSION TO LISTING**

The Issuer shall ensure that:

- (a) the Bonds are listed on Oslo Børs (the Oslo Stock Exchange) within 9 months of the Issue Date (the "**Listing Deadline**") and thereafter remain listed on an Exchange until the Bonds have been redeemed in full; and
- (b) any Temporary Bonds are listed on an Exchange where the other Bonds are listed within the later of (i) 6 months of the issue date for such Temporary Bonds and (ii) the Listing Deadline.

## **5. REGISTRATION OF THE BONDS**

### **5.1 Registration in the CSD**

The Bonds shall be registered in dematerialised form in the CSD according to the relevant securities registration legislation and the requirements of the CSD.

## **5.2 Obligation to ensure correct registration**

The Issuer will at all times ensure that the registration of the Bonds in the CSD is correct and shall immediately upon any amendment or variation of these Bond Terms give notice to the CSD of any such amendment or variation.

## **5.3 Country of issuance**

The Bonds have not been issued under any other country's legislation than that of the Relevant Jurisdiction. Save for the registration of the Bonds in the CSD, the Issuer is under no obligation to register, or cause the registration of, the Bonds in any other registry or under any other legislation than that of the Relevant Jurisdiction.

# **6. CONDITIONS FOR DISBURSEMENT**

## **6.1 Conditions precedent for disbursement to the Issuer**

- (a) Payment of the Net Proceeds from the issuance of the Bonds to the Issuer shall be conditional on the Bond Trustee having received in due time (as determined by the Bond Trustee) prior to the Issue Date each of the following documents, in form and substance satisfactory to the Bond Trustee:
  - (i) these Bond Terms duly executed by all parties hereto;
  - (ii) copies of all necessary corporate resolutions of the Issuer to issue the Bonds and execute the Finance Documents to which it is a party;
  - (iii) a copy of a power of attorney (unless included in the corporate resolutions) from the Issuer to relevant individuals for their execution of the Finance Documents to which it is a party;
  - (iv) copies of the Issuer's articles of association and of a full extract or a certificate of good standing issued by the relevant company register in respect of the Issuer evidencing that the Issuer is validly existing;
  - (v) copies of the Issuer's latest Financial Reports (if any);
  - (vi) confirmation that the applicable prospectus requirements (cf. the EU prospectus regulation ((EU) 2017/1129)) concerning the issuance of the Bonds have been fulfilled;
  - (vii) copies of any necessary governmental approval, consent or waiver (as the case may be) required at such time to issue the Bonds;
  - (viii) confirmation that the Bonds are registered in the CSD (by obtaining an ISIN for the Bonds);
  - (ix) confirmation of acceptance from any process agent;
  - (x) copies of any written documentation used in marketing the Bonds or made public by the Issuer or any Manager in connection with the issuance of the Bonds;
  - (xi) the Bond Trustee Fee Agreement duly executed by all parties thereto; and

(xii) legal opinions or other statements as may be required by the Bond Trustee (including in respect of corporate matters relating to the Issuer and the legality, validity and enforceability of these Bond Terms and the Finance Documents).

(b) The Bond Trustee, acting in its sole discretion, may, regarding this Clause 6.1, waive the requirements for documentation or decide that delivery of certain documents shall be made subject to an agreed closing procedure between the Bond Trustee and the Issuer.

## **6.2 Disbursement of the proceeds**

Disbursement of the proceeds from the issuance of the Bonds is conditional on the Bond Trustee's confirmation to the Paying Agent that the conditions in Clause 6.1 (*Conditions precedent for disbursement to the Issuer*) have been either satisfied in the Bond Trustee's discretion or waived by the Bond Trustee pursuant to paragraph (b) of Clause 6.1 (*Conditions precedent for disbursement to the Issuer*).

## **6.3 Tap Issues**

The Issuer may issue Additional Bonds if the following conditions precedent have been delivered to the satisfaction of the Bond Trustee:

- (a) a Tap Issue Addendum has been duly executed by all parties thereto;
- (b) the representations and warranties contained in Clause 7 (*Representations and Warranties*) of these Bond Terms are true and correct and repeated by the Issuer as at the date of issuance of such Additional Bonds; and
- (c) copies of corporate resolutions required for the Tap Issue and any power of attorney or other authorisation required for execution of the Tap Issue Addendum and any other Finance Documents; and
- (d) legal opinions or other statements as may be required by the Bond Trustee (including in respect of corporate matters relating to the Issuer and the legality, validity and enforceability of the Tap Issue Addendum and any other Finance Documents (if applicable)).

The Bond Trustee may (at its sole discretion and in each case) waive or postpone the delivery of certain conditions precedent.

## **7. REPRESENTATIONS AND WARRANTIES**

The Issuer makes the representations and warranties set out in this Clause 7 (*Representations and Warranties*), in respect of itself to the Bond Trustee (on behalf of the Bondholders) at the following times and with reference to the facts and circumstances then existing:

- (a) on the date of these Bond Terms;
- (b) on the Issue Date;
- (c) on the date of issuance of any Additional Bonds; and

(d) at the date of any Re-Domiciliation of the Issuer.

#### **7.1 Status**

It is a limited liability company, duly incorporated and validly existing and registered under the laws of its jurisdiction of incorporation, and has the power to own its assets and carry on its business as it is being conducted.

#### **7.2 Power and authority**

It has the power to enter into, perform and deliver, and has taken all necessary action to authorise its entry into, performance and delivery of, these Bond Terms and any other Finance Document to which it is a party and the transactions contemplated by those Finance Documents.

#### **7.3 Valid, binding and enforceable obligations**

These Bond Terms and each other Finance Document to which it is a party constitutes (or will constitute, when executed by the respective parties thereto) its legal, valid and binding obligations, enforceable in accordance with their respective terms, and (save as provided for therein) no further registration, filing, payment of tax or fees or other formalities are necessary or desirable to render the said documents enforceable against it.

#### **7.4 Non-conflict with other obligations**

The entry into and performance by it of these Bond Terms and any other Finance Document to which it is a party and the transactions contemplated thereby do not and will not conflict with (i) any law or regulation or judicial or official order; (ii) its constitutional documents; or (iii) any agreement or instrument which is binding upon it or any of its assets.

#### **7.5 No Event of Default**

- (a) No Event of Default exists or is likely to result from the making of any disbursement of proceeds or the entry into, the performance of, or any transaction contemplated by, any Finance Document.
- (b) No other event or circumstance has occurred which constitutes (or with the expiry of any grace period, the giving of notice, the making of any determination or any combination of any of the foregoing, would constitute) a default or termination event (howsoever described) under any other agreement or instrument which is binding on it or any of its Subsidiaries or to which its (or any of its Subsidiaries') assets are subject which has or is likely to have a Material Adverse Effect.

#### **7.6 Authorisations and consents**

All authorisations, consents, approvals, resolutions, licences, exemptions, filings, notarisations or registrations required:

- (a) to enable it to enter into, exercise its rights and comply with its obligations under these Bond Terms or any other Finance Document to which it is a party; and
- (b) to carry on its business as presently conducted and as contemplated by these Bond Terms,

have been obtained or effected and are in full force and effect.

#### **7.7 Litigation**

No litigation, arbitration or administrative proceedings or investigations of or before any court, arbitral body or agency which, if adversely determined, is likely to have a Material Adverse Effect have (to the best of its knowledge and belief) been started or threatened against it or any of its Subsidiaries.

#### **7.8 Financial Reports**

Its most recent Financial Reports fairly and accurately represent the assets and liabilities and financial condition as at their respective dates, and have been prepared in accordance with the Accounting Standard, consistently applied.

#### **7.9 No Material Adverse Effect**

Since the date of the most recent Financial Reports, there has been no change in its business, assets or financial condition that is likely to have a Material Adverse Effect.

#### **7.10 No misleading information**

Any factual information provided by it to the Bondholders or the Bond Trustee for the purposes of the issuance of the Bonds was true and accurate in all material respects as at the date it was provided or as at the date (if any) at which it is stated.

#### **7.11 No withholdings**

The Issuer is not required to make any deduction or withholding from any payment which it may become obliged to make to the Bond Trustee or the Bondholders under the Finance Documents.

#### **7.12 Pari passu ranking**

Its payment obligations under these Bond Terms or any other Finance Document to which it is a party ranks as set out in Clause 2.4 (*Status of the Bonds*).

#### **7.13 Security**

No Security exists over any of the present assets of any Group Company in conflict with these Bond Terms.

### **8. PAYMENTS IN RESPECT OF THE BONDS**

#### **8.1 Covenant to pay**

- (a) The Issuer will unconditionally make available to or to the order of the Bond Trustee and/or the Paying Agent all amounts due on each Payment Date pursuant to the terms of these Bond Terms at such times and to such accounts as specified by the Bond Trustee and/or the Paying Agent in advance of each Payment Date or when other payments are due and payable pursuant to these Bond Terms.
- (b) All payments to the Bondholders in relation to the Bonds shall be made to each Bondholder registered as such in the CSD on the Relevant Record Date, by, if no specific order is made by the Bond Trustee, crediting the relevant amount to the bank



account nominated by such Bondholder in connection with its securities account in the CSD.

- (c) Payment constituting good discharge of the Issuer's payment obligations to the Bondholders under these Bond Terms will be deemed to have been made to each Bondholder once the amount has been credited to the bank holding the bank account nominated by the Bondholder in connection with its securities account in the CSD. If the paying bank and the receiving bank are the same, payment shall be deemed to have been made once the amount has been credited to the bank account nominated by the Bondholder in question.
- (d) If a Payment Date or a date for other payments to the Bondholders pursuant to the Finance Documents falls on a day on which either of the relevant CSD settlement system or the relevant currency settlement system for the Bonds are not open, the payment shall be made on the first following possible day on which both of the said systems are open, unless any provision to the contrary has been set out for such payment in the relevant Finance Document.

## **8.2 Default interest**

- (a) Default interest will accrue on any Overdue Amount from and including the Payment Date on which it was first due to and excluding the date on which the payment is made at the Interest Rate plus 3 percentage points per annum.
- (b) Default interest accrued on any Overdue Amount pursuant to this Clause 8.2 will be added to the Overdue Amount on each Interest Payment Date until the Overdue Amount and default interest accrued thereon have been repaid in full.
- (c) Upon the occurrence of a Listing Failure Event and for as long as such Listing Failure Event is continuing, the interest on any principal amount outstanding under these Bonds Terms will accrue at the Interest Rate plus 1 percentage point per annum. In the event the Listing Failure Event relates to Temporary Bonds, the Interest Rate will only be increased in respect of such Temporary Bonds.

## **8.3 Partial Payments**

- (a) If the Paying Agent or the Bond Trustee receives a Partial Payment, such Partial Payment shall, in respect of the Issuer's debt under the Finance Documents be considered made for discharge of the debt of the Issuer in the following order of priority:
  - (i) firstly, towards any outstanding fees, liabilities and expenses of the Bond Trustee;
  - (ii) secondly, towards accrued interest due but unpaid; and
  - (iii) thirdly, towards any other outstanding amounts due but unpaid under the Finance Documents.
- (b) Notwithstanding paragraph (a) above, any Partial Payment which is distributed to the Bondholders, shall, after the above mentioned deduction of outstanding fees, liabilities

and expenses, be applied (i) firstly towards any principal amount due but unpaid and (ii) secondly, towards accrued interest due but unpaid, in the following situations;

- (i) if the Bond Trustee has served a Default Notice in accordance with Clause 14.2 (*Acceleration of the Bonds*); or
- (ii) if a resolution according to Clause 15 (*Bondholders' Decisions*) has been made.

#### **8.4 Taxation**

- (a) The Issuer is responsible for withholding any withholding tax imposed by applicable law on any payments to be made by it in relation to the Finance Documents.
- (b) The Issuer shall, if any tax is withheld in respect of the Bonds under the Finance Documents:
  - (i) gross up the amount of the payment due from it up to such amount which is necessary to ensure that the Bondholders or the Bond Trustee, as the case may be, receive a net amount which is (after making the required withholding) equal to the payment which would have been received if no withholding had been required; and
  - (ii) at the request of the Bond Trustee, deliver to the Bond Trustee evidence that the required tax deduction or withholding has been made.
- (c) Any public fees levied on the trade of Bonds in the secondary market shall be paid by the Bondholders, unless otherwise provided by law or regulation, and the Issuer shall not be responsible for reimbursing any such fees.
- (d) The Bond Trustee shall not have any responsibility to obtain information about the Bondholders relevant for the tax obligations pursuant to these Bond Terms.

#### **8.5 Currency**

- (a) All amounts payable under the Finance Documents shall be payable in the Bond Currency. If, however, the Bond Currency differs from the currency of the bank account connected to the Bondholder's account in the CSD, any cash settlement may be exchanged and credited to this bank account.
- (b) Any specific payment instructions, including foreign exchange bank account details, to be connected to the Bondholder's account in the CSD must be provided by the relevant Bondholder to the Paying Agent (either directly or through its account manager in the CSD) within 5 Business Days prior to a Payment Date. Depending on any currency exchange settlement agreements between each Bondholder's bank and the Paying Agent, and opening hours of the receiving bank, cash settlement may be delayed, and payment shall be deemed to have been made once the cash settlement has taken place, provided, however, that no default interest or other penalty shall accrue for the account of the Issuer for such delay.

## **8.6 Set-off and counterclaims**

The Issuer may not apply or perform any counterclaims or set-off against any payment obligations pursuant to these Bond Terms or any other Finance Document.

## **9. INTEREST**

### **9.1 Calculation of interest**

- (a) Each Outstanding Bond will accrue interest at the Interest Rate on the Nominal Amount for each Interest Period, commencing on and including the first date of the Interest Period, and ending on but excluding the last date of the Interest Period.
- (b) Any Additional Bond will accrue interest at the Interest Rate on the Nominal Amount commencing on the first date of the Interest Period in which the Additional Bonds are issued and thereafter in accordance with paragraph (a) above.
- (c) Interest shall be calculated on the basis of a 360-day year comprised of twelve months of 30 days each (30/360-days basis), unless:
  - (i) the last day in the relevant Interest Period is the 31<sup>st</sup> calendar day but the first day of that Interest Period is a day other than the 30<sup>th</sup> or the 31<sup>st</sup> day of a month, in which case the month that includes that last day shall not be shortened to a 30-day month; or
  - (ii) the last day of the relevant Interest Period is the last calendar day in February, in which case February shall not be lengthened to a 30-day month.

### **9.2 Payment of interest**

Interest shall fall due on each Interest Payment Date for the corresponding preceding Interest Period and, with respect to accrued interest on the principal amount then due and payable, on each Repayment Date.

## **10. REDEMPTION AND REPURCHASE OF BONDS**

### **10.1 Redemption of Bonds**

The Outstanding Bonds will mature in full on the Maturity Date and shall be redeemed by the Issuer on the Maturity Date at a price equal to 100 per cent. of the Nominal Amount.

### **10.2 Voluntary early redemption - Call Option**

- (a) The Issuer may redeem the Outstanding Bonds (in whole or in part) (the “**Call Option**”) on any Business Day from and including:
  - (i) the Issue Date to, but excluding, the First Call Date at a price equal to the Make Whole Amount;
  - (ii) the First Call Date to, but excluding, the Interest Payment Date falling in January 2028 at a price equal to 103.75 per cent. of the Nominal Amount for each redeemed Bond;

- (iii) Interest Payment Date falling in January 2028 to, but excluding, the Interest Payment Date falling in July 2028 at a price equal to 103.00 per cent. of the Nominal Amount for each redeemed Bond;
  - (iv) the Interest Payment Date falling in July 2028 to, but excluding, the Interest Payment Date falling in January 2029 at a price equal to 102.25 per cent. of the Nominal Amount for each redeemed Bond;
  - (v) the Interest Payment Date falling in January 2029 to, but excluding, the Interest Payment Date falling in July 2029 at a price equal to 101.50 per cent. of the Nominal Amount for each redeemed Bond; and
  - (vi) the Interest Payment Date falling in July 2029 to, but excluding, the Maturity Date at a price equal to 100 per cent. of the Nominal Amount for each redeemed Bond.
- (b) Any redemption of Bonds pursuant to paragraph (a) above shall be determined based upon the redemption prices applicable on the Call Option Repayment Date.
  - (c) The Call Option may be exercised by the Issuer by written notice to the Bond Trustee at least 10 Business Days prior to the proposed Call Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date, but may, at the Issuer's discretion, be subject to the satisfaction of one or more conditions precedent, to be satisfied or waived by the Issuer no later than 3 Business Days prior to the Call Option Repayment Date. If such conditions precedent have not been satisfied or waived by that date, the call notice shall be null and void. Unless the Make Whole Amount is set out in the written notice where the Issuer exercises the Call Option, the Issuer shall calculate the Make Whole Amount and provide such calculation by written notice to the Bond Trustee as soon as possible and at the latest within 3 Business Days from the date of the notice.
  - (d) Any Call Option exercised in part will be used for pro rata payment to the Bondholders in accordance with the applicable regulations of the CSD.

### **10.3 Mandatory repurchase due to a Put Option Event**

- (a) Upon the occurrence of a Put Option Event, each Bondholder will have the right (the "**Put Option**") to require that the Issuer purchases all or some of the Bonds held by that Bondholder at a price equal to 101.00 per cent. of the Nominal Amount.
- (b) The Put Option must be exercised within 15 Business Days after the Issuer has given notice to the Bond Trustee and the Bondholders that a Put Option Event has occurred pursuant to Clause 12.3 (*Put Option Event*). Once notified, the Bondholders' right to exercise the Put Option is irrevocable.
- (c) Each Bondholder may exercise its Put Option by written notice to its account manager for the CSD, who will notify the Paying Agent of the exercise of the Put Option. The Put Option Repayment Date will be the 5<sup>th</sup> Business Day after the end of 15 Business Days exercise period referred to in paragraph (b) above. However, the settlement of the

Put Option will be based on each Bondholders holding of Bonds at the Put Option Repayment Date.

- (d) If Bonds representing more than 90 per cent. of the Outstanding Bonds have been repurchased pursuant to this Clause 10.3, the Issuer is entitled to repurchase all the remaining Outstanding Bonds at the price stated in paragraph (a) above by notifying the remaining Bondholders of its intention to do so no later than 10 Business Days after the Put Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date.

#### **10.4 Early redemption option due to a tax event**

If the Issuer is or will be required to gross up any withheld tax imposed by law from any payment in respect of the Bonds under the Finance Documents pursuant to Clause 8.4 (*Taxation*) as a result of a change in applicable law implemented after the date of these Bond Terms, the Issuer will have the right to redeem all, but not only some, of the Outstanding Bonds at a price equal to 100 per cent. of the Nominal Amount. The Issuer shall give written notice of such redemption to the Bond Trustee and the Bondholders at least 20 Business Days prior to the Tax Event Repayment Date, provided that no such notice shall be given earlier than 40 Business Days prior to the earliest date on which the Issuer would be obliged to withhold such tax were a payment in respect of the Bonds then due.

### **11. PURCHASE AND TRANSFER OF BONDS**

#### **11.1 Issuer's purchase of Bonds**

The Issuer may purchase and hold Bonds and such Bonds may be retained, sold or cancelled in the Issuer's sole discretion, including with respect to Bonds purchased pursuant to Clause 10.3 (*Mandatory repurchase due to a Put Option Event*).

#### **11.2 Restrictions**

- (a) Certain purchase or selling restrictions may apply to Bondholders under applicable local laws and regulations from time to time. Neither the Issuer nor the Bond Trustee shall be responsible for ensuring compliance with such laws and regulations and each Bondholder is responsible for ensuring compliance with the relevant laws and regulations at its own cost and expense.
- (b) A Bondholder who has purchased Bonds in breach of applicable restrictions may, notwithstanding such breach, benefit from the rights attached to the Bonds pursuant to these Bond Terms (including, but not limited to, voting rights), provided that the Issuer shall not incur any additional liability by complying with its obligations to such Bondholder.

### **12. INFORMATION UNDERTAKINGS**

#### **12.1 Financial Reports**

- (a) The Issuer shall prepare Annual Financial Statements in the English language and make them available on its website (alternatively on another relevant information platform) as soon as they become available, and not later than four months after the end of the financial year (or earlier if required by the relevant Exchange).

- (b) The Issuer shall prepare Interim Accounts in the English language and make them available on its website (alternatively on another relevant information platform) as soon as they become available, and not later than three months after the end of the relevant interim period (or earlier if required by the relevant Exchange).

## **12.2 Requirements as to Financial Reports**

- (a) The Issuer shall supply to the Bond Trustee, in connection with the publication of its Financial Reports pursuant to Clause 12.1 (*Financial Reports*), a Compliance Certificate with a copy of the Financial Reports attached thereto. The Compliance Certificate shall be duly signed by the chief executive officer or the chief financial officer of the Issuer, certifying inter alia that the Financial Reports fairly represent its financial condition as at the date of the relevant Financial Report and setting out (in reasonable detail) computations (with relevant supporting documentation acceptable to or as required by the Bond Trustee) evidencing compliance with Clause 13.12 (*Financial covenants*) as at such date.
- (b) The Issuer shall procure that the Financial Reports delivered pursuant to Clause 12.1 (*Financial Reports*) are prepared using the Accounting Standard consistently applied.

## **12.3 Put Option Event**

The Issuer shall promptly inform the Bond Trustee in writing after becoming aware that a Put Option Event has occurred.

## **12.4 Listing Failure Event**

The Issuer shall promptly inform the Bond Trustee in writing if a Listing Failure Event has occurred. However, no Event of Default shall occur if the Issuer fails (i) to list the Bonds in accordance with Clause 4 (*Admission to Listing*) or (ii) to inform of such Listing Failure Event, and such failure shall result in the accrual of default interest in accordance with paragraph (c) of Clause 8.2 (*Default interest*) for as long as such Listing Failure Event is continuing.

## **12.5 Information: Miscellaneous**

The Issuer shall:

- (a) promptly inform the Bond Trustee in writing of any Event of Default or any event or circumstance which the Issuer understands or could reasonably be expected to understand may lead to an Event of Default and the steps, if any, being taken to remedy it;
- (b) at the request of the Bond Trustee, report the balance of the Issuer's Bonds (to the best of its knowledge, having made due and appropriate enquiries);
- (c) send the Bond Trustee copies of any statutory notifications of the Issuer, including but not limited to in connection with mergers, demergers and reduction of the Issuer's share capital or equity;
- (d) if the Bonds are listed on an Exchange, send a copy to the Bond Trustee of its notices to the Exchange;

- (e) if the Issuer and/or the Bonds are rated, inform the Bond Trustee of its and/or the rating of the Bonds, and any changes to such rating;
- (f) inform the Bond Trustee of changes in the registration of the Bonds in the CSD; and
- (g) within a reasonable time, provide such information about the Issuer's business, assets and financial condition as the Bond Trustee may reasonably request.

### **13. GENERAL AND FINANCIAL UNDERTAKINGS**

The Issuer undertakes to (and shall, where applicable, procure that the other Group Companies will) comply with the undertakings set forth in this Clause 13.

#### **13.1 Authorisations**

The Issuer shall, and shall procure that each other Group Company will, in all material respects obtain, maintain and comply with the terms of any authorisation, approval, licence and consent required for the conduct of its business as carried out from time to time.

#### **13.2 Compliance with laws**

The Issuer shall, and shall procure that each other Group Company will, comply in all material respects with all laws and regulations to which it may be subject from time to time.

#### **13.3 Continuation of business**

The Issuer shall procure that no material change is made to the general nature of the business of the Group from that carried on by the Group at the Issue Date, which would have a Material Adverse Effect.

#### **13.4 Corporate status**

The Issuer shall not change its type of organization or jurisdiction of incorporation other than a re-domiciliation to Bermuda, the Cayman Islands, British Virgin Islands, Singapore, Liberia, Cyprus or Malta may, at the Issuer's sole discretion, be undertaken through a replacement of the Issuer with a new entity to which substantially all the obligations and assets of the Issuer are transferred, which shall then be deemed to be the "Issuer" under the Bond Terms, assuming all rights and obligations thereunder ("**Re-Domiciliation**"), provided that such re-domiciliation of the Issuer does not have a Material Adverse Effect and always subject to (i) 20 Business Days prior written notice to the Bond Trustee, and (ii) delivery of any confirmation and/or documents (including corporate resolutions, legal opinions and any other conditions precedent documents) in respect of the Re-Domiciliation, that the Bond Trustee, the Paying Agent and the CSD may, in their sole discretion, require. Nothing to the contrary in any other provision of these Bond terms shall prevent the Re-Domiciliation process or trigger any prepayment or put option in respect thereof (including a temporary Share De-Listing Event which may occur, Continuation of business, Disposal of business, guarantees or any loan or credit which may temporary be granted and exist in respect of the Re-Domiciliation process).

#### **13.5 Mergers and de-mergers**

The Issuer shall not, and shall procure that no other Group Company will, carry out:

- (a) any merger or other business combination or corporate reorganisation involving the consolidation of assets and obligations of the Issuer or any other Group Company with any other person; or
- (b) any demerger or other corporate reorganisation having the same or equivalent effect as a demerger involving the Issuer or any Group Company;

if such transaction would have a Material Adverse Effect.

### **13.6 Subsidiary distribution**

Save for obligations under any Financial Indebtedness, the Issuer shall not permit any Subsidiary to create or permit to exist any contractual obligation (or encumbrance) restricting the right of any Subsidiary to:

- (a) pay dividends or make other distributions to its shareholders;
- (b) service any Financial Indebtedness to the Issuer;
- (c) make any loans to the Issuer; or
- (d) transfer any of its assets and properties to the Issuer,

if, in each case, the creation of such contractual obligation would have a Material Adverse Effect.

### **13.7 Insurances**

The Issuer shall, and shall procure that each Group Company will, maintain with reputable insurance companies, funds or underwriters adequate insurance or captive arrangements with respect to its assets, equipment and business against such liabilities, casualties and contingencies and of such types and in such amounts as are consistent with prudent business practice in their relevant jurisdiction.

### **13.8 Financial support**

The Issuer shall procure that no other Group Company will provide any guarantee or other financial support in respect of any present or future unsecured Financial Indebtedness in the form of, or represented by, securities which are for the time being, or are capable of being, quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter or other securities market unless:

- (a) such unsecured Financial Indebtedness is incurred by any person or entity acquired by or merged with a Group Company after the Issue Date under arrangements which were in existence at the date of acquisition; provided however, such unsecured financial indebtedness is not incurred, increased, having its maturity date extended or having the benefit of any guarantee or other financial support from any Group Company in contemplation of, or after, that acquisition or merger; or
- (b) at the same time or prior thereto, the Issuer's obligations under the Bond Terms have the benefit of the same guarantee or financial support.



### 13.9 Distributions

The Issuer shall not, and shall procure that no other Group Company will, make any Distributions to the shareholders of the Issuer other than any Permitted Distributions.

### 13.10 Disposal of business

The Issuer shall not, and shall procure that no other Group Company will, sell, transfer or otherwise dispose of all or substantially all of the Group's assets or operations to any person not being a Group Company, if such disposal would have a Material Adverse Effect.

### 13.11 Related party transactions

Without limiting Clause 13.2 (*Compliance with laws*), the Issuer shall, and shall procure that each other Group Company will, conduct all business transactions with any Affiliate that is not a Group Company on an arm's length basis unless carried out in the ordinary course of business.

### 13.12 Financial covenants

The Issuer shall comply with the following financial covenants during the term of the Bonds:

- (a) **Tangible Net Worth:** The Issuer shall maintain a Tangible Net Worth of not less than USD 1,000,000,000;
- (b) **Liquidity:** The Issuer shall ensure that the Liquidity is no less than the greater of (i) USD 25,000,000 and (ii) USD 500,000 per each owned vessel and USD 250,000 per each time chartered-in vessel; and
- (c) **Total Net Debt to Total Capitalization:** The Issuer shall ensure that Total Net Debt to Total Capitalization does not exceed 70 per cent.

The financial covenants shall be calculated in accordance with the Accounting Standard in force on the Issue Date and tested by reference to each of the Financial Reports delivered pursuant to Clause 12 (*Information Undertakings*).

The Issuer undertakes to comply with the above financial covenants on a consolidated basis for the Group in respect of (i) Liquidity, at all times, and (ii) Tangible Net Worth and Total Net Debt to Total Capitalization at each Quarter Date, such compliance to be measured on each Quarter Date and certified by the Issuer in each Compliance Certificate.

## 14. EVENTS OF DEFAULT AND ACCELERATION OF THE BONDS

### 14.1 Events of Default

Each of the events or circumstances set out in this Clause 14.1 shall constitute an Event of Default:

#### (a) *Non-payment*

The Issuer fails to pay any amount payable by it under the Finance Documents when such amount is due for payment, unless:

- (i) its failure to pay is caused by administrative or technical error in payment systems or the CSD and payment is made within 5 Business Days following the original due date; or
- (ii) in the discretion of the Bond Trustee, the Issuer has substantiated that it is likely that such payment will be made in full within 5 Business Days following the original due date.

*(b) Breach of other obligations*

The Issuer does not comply with any provision of the Finance Documents other than set out under paragraph (a) (*Non-payment*) above, unless such failure is capable of being remedied and is remedied within 20 Business Days after the earlier of the Issuer's actual knowledge thereof, or notice thereof is given to the Issuer by the Bond Trustee.

*(c) Misrepresentation*

Any representation, warranty or statement (including statements in Compliance Certificates) made by the Issuer under or in connection with any Finance Documents is or proves to have been incorrect, inaccurate or misleading in any material respect when made.

*(d) Cross default*

If for the Issuer or any other Group Company:

- (i) any Financial Indebtedness is not paid when due nor within any applicable grace period; or
- (ii) any Financial Indebtedness is declared to be or otherwise becomes due and payable prior to its specified maturity as a result of an event of default (however described); or
- (iii) any commitment for any Financial Indebtedness is cancelled or suspended by a creditor as a result of an event of default (however described); or
- (iv) any creditor becomes entitled to declare any Financial Indebtedness due and payable prior to its specified maturity as a result of an event of default (however described),

provided however that the aggregate amount of such Financial Indebtedness or commitment for Financial Indebtedness falling within paragraphs (i) to (iv) above exceeds a total of USD 100,000,000 (or the equivalent thereof in any other currency).

*(e) Insolvency and insolvency proceedings*

The Issuer or any other Group Company:

- (i) is Insolvent; or

(ii) is object of any corporate action or any legal proceedings is taken in relation to:

- (A) the suspension of payments, a moratorium of any indebtedness, winding-up, dissolution, administration or reorganisation (by way of voluntary arrangement, scheme of arrangement or otherwise) other than a solvent liquidation or reorganisation; or
- (B) a composition, compromise, assignment or arrangement with any creditor which may materially impair its ability to perform its payment obligations under these Bond Terms; or
- (C) the appointment of a liquidator (other than in respect of a solvent liquidation), receiver, administrative receiver, administrator, compulsory manager or other similar officer of any of its assets; or
- (D) enforcement of any Security over any of its or their assets having an aggregate value exceeding the threshold amount set out in paragraph 14.1 (d) (*Cross default*) above; or
- (E) for paragraphs (A) - (D) above, any analogous procedure or step is taken in any jurisdiction in respect of any such company.

However, this shall not apply to any petition which is frivolous or vexatious and is discharged, stayed or dismissed within 20 Business Days of commencement.

*(f) Creditor's process*

Any expropriation, attachment, sequestration, distress or execution affects any asset or assets of the Issuer or any other Group Company having an aggregate value exceeding the threshold amount set out in paragraph (d) (*Cross default*) above and is not discharged within 20 Business Days.

*(g) Unlawfulness*

It is or becomes unlawful for the Issuer to perform or comply with any of its obligations under the Finance Documents to the extent this may materially impair:

- (i) the ability of the Issuer to perform its obligations under these Bond Terms; or
- (ii) the ability of the Bond Trustee to exercise any material right or power vested to it under the Finance Documents.

## **14.2 Acceleration of the Bonds**

If an Event of Default has occurred and is continuing, the Bond Trustee may, in its discretion in order to protect the interests of the Bondholders, or upon instruction received from the Bondholders pursuant to Clause 14.3 (*Bondholders' instructions*) below, by serving a Default Notice to the Issuer:

- (a) declare that the Outstanding Bonds, together with accrued interest and all other amounts accrued or outstanding under the Finance Documents be immediately due and payable, at which time they shall become immediately due and payable; and/or
- (b) exercise (or direct the Security Agent to exercise) any or all of its rights, remedies, powers or discretions under the Finance Documents or take such further measures as are necessary to recover the amounts outstanding under the Finance Documents.

#### **14.3 Bondholders' instructions**

The Bond Trustee shall serve a Default Notice pursuant to Clause 14.2 (*Acceleration of the Bonds*) if:

- (a) the Bond Trustee receives a demand in writing from Bondholders representing a simple majority of the Voting Bonds, that an Event of Default shall be declared, and a Bondholders' Meeting has not made a resolution to the contrary; or
- (b) the Bondholders' Meeting, by a simple majority decision, has approved the declaration of an Event of Default.

#### **14.4 Calculation of claim**

The claim derived from the Outstanding Bonds due for payment as a result of the serving of a Default Notice will be calculated at the call prices set out in Clause 10.2 (*Voluntary early redemption – Call Option*), as applicable at the following dates (and regardless of the Default Repayment Date):

- (a) for any Event of Default arising out of a breach of Clause 14.1 (*Events of Default*) paragraph (a) (*Non-payment*), the claim will be calculated at the call price applicable at the date when such Event of Default occurred; and
- (b) for any other Event of Default, the claim will be calculated at the call price applicable at the date when the Default Notice was served by the Bond Trustee.

However, if the situations described in paragraph (a) or (b) above takes place prior to the First Call Date, the calculation shall be based on the call price applicable on the First Call Date.

### **15. BONDHOLDERS' DECISIONS**

#### **15.1 Authority of the Bondholders' Meeting**

- (a) A Bondholders' Meeting may, on behalf of the Bondholders, resolve to alter any of these Bond Terms, including, but not limited to, any reduction of principal or interest and any conversion of the Bonds into other capital classes.
- (b) The Bondholders' Meeting cannot resolve that any overdue payment of any instalment shall be reduced unless there is a pro rata reduction of the principal that has not fallen due, but may resolve that accrued interest (whether overdue or not) shall be reduced without a corresponding reduction of principal.
- (c) The Bondholders' Meeting may not adopt resolutions which will give certain Bondholders an unreasonable advantage at the expense of other Bondholders.

- (d) Subject to the power of the Bond Trustee to take certain action as set out in Clause 16.1 (*Power to represent the Bondholders*), if a resolution by, or an approval of, the Bondholders is required, such resolution may be passed at a Bondholders' Meeting. Resolutions passed at any Bondholders' Meeting will be binding upon all Bondholders.
- (e) At least 50 per cent. of the Voting Bonds must be represented at a Bondholders' Meeting for a quorum to be present.
- (f) Resolutions will be passed by simple majority of the Voting Bonds represented at the Bondholders' Meeting, unless otherwise set out in paragraph (g) below.
- (g) Save for any amendments or waivers which can be made without resolution pursuant to paragraph (a) and (b) of Clause 17.1 (*Procedure for amendments and waivers*), a majority of at least 2/3 of the Voting Bonds represented at the Bondholders' Meeting is required for approval of any waiver or amendment of these Bond Terms.

## **15.2 Procedure for arranging a Bondholders' Meeting**

- (a) A Bondholders' Meeting shall be convened by the Bond Trustee upon the request in writing of:
  - (i) the Issuer;
  - (ii) Bondholders representing at least 1/10 of the Voting Bonds;
  - (iii) the Exchange, if the Bonds are listed and the Exchange is entitled to do so pursuant to the general rules and regulations of the Exchange; or
  - (iv) the Bond Trustee.

The request shall clearly state the matters to be discussed and resolved.

- (b) If the Bond Trustee has not convened a Bondholders' Meeting within 10 Business Days after having received a valid request for calling a Bondholders' Meeting pursuant to paragraph (a) above, then the requesting party may call the Bondholders' Meeting itself.
- (c) Summons to a Bondholders' Meeting must be sent no later than 10 Business Days prior to the proposed date of the Bondholders' Meeting. The Summons shall be sent to all Bondholders registered in the CSD at the time the Summons is sent from the CSD. If the Bonds are listed, the Issuer shall ensure that the Summons is published in accordance with the applicable regulations of the Exchange. The Summons shall also be published on the website of the Bond Trustee (alternatively by press release or other relevant information platform).
- (d) Any Summons for a Bondholders' Meeting must clearly state the agenda for the Bondholders' Meeting and the matters to be resolved. The Bond Trustee may include additional agenda items to those requested by the person calling for the Bondholders' Meeting in the Summons. If the Summons contains proposed amendments to these

Bond Terms, a description of the proposed amendments must be set out in the Summons.

- (e) Items which have not been included in the Summons may not be put to a vote at the Bondholders' Meeting.
- (f) By written notice to the Issuer, the Bond Trustee may prohibit the Issuer from acquiring or dispose of Bonds during the period from the date of the Summons until the date of the Bondholders' Meeting, unless the acquisition of Bonds is made by the Issuer pursuant to Clause 10 (*Redemption and Repurchase of Bonds*).
- (g) A Bondholders' Meeting may be held on premises selected by the Bond Trustee, or if paragraph (b) above applies, by the person convening the Bondholders' Meeting (however to be held in the capital of the Relevant Jurisdiction). The Bondholders' Meeting will be opened and, unless otherwise decided by the Bondholders' Meeting, chaired by the Bond Trustee. If the Bond Trustee is not present, the Bondholders' Meeting will be opened by a Bondholder and be chaired by a representative elected by the Bondholders' Meeting (the Bond Trustee or such other representative, the "**Chairperson**").
- (h) Each Bondholder, the Bond Trustee and, if the Bonds are listed, representatives of the Exchange, or any person or persons acting under a power of attorney for a Bondholder, shall have the right to attend the Bondholders' Meeting (each a "**Representative**"). The Chairperson may grant access to the meeting to other persons not being Representatives, unless the Bondholders' Meeting decides otherwise. In addition, each Representative has the right to be accompanied by an advisor. In case of dispute or doubt regarding whether a person is a Representative or entitled to vote, the Chairperson will decide who may attend the Bondholders' Meeting and exercise voting rights.
- (i) Representatives of the Issuer have the right to attend the Bondholders' Meeting. The Bondholders Meeting may resolve to exclude the Issuer's representatives and/or any person holding only Issuer's Bonds (or any representative of such person) from participating in the meeting at certain times, however, the Issuer's representative and any such other person shall have the right to be present during the voting.
- (j) Minutes of the Bondholders' Meeting must be recorded by, or by someone acting at the instruction of, the Chairperson. The minutes must state the number of Voting Bonds represented at the Bondholders' Meeting, the resolutions passed at the meeting, and the results of the vote on the matters to be decided at the Bondholders' Meeting. The minutes shall be signed by the Chairperson and at least one other person. The minutes will be deposited with the Bond Trustee who shall make available a copy to the Bondholders and the Issuer upon request.
- (k) The Bond Trustee will ensure that the Issuer, the Bondholders and the Exchange are notified of resolutions passed at the Bondholders' Meeting and that the resolutions are published on the website of the Bond Trustee (or other relevant electronically platform or press release).

- (l) The Issuer shall bear the costs and expenses incurred in connection with convening a Bondholders' Meeting regardless of who has convened the Bondholders' Meeting, including any reasonable costs and fees incurred by the Bond Trustee.

### **15.3 Voting rules**

- (a) Each Bondholder (or person acting for a Bondholder under a power of attorney) may cast one vote for each Voting Bond owned on the Relevant Record Date, ref. Clause 3.3 (*Bondholders' rights*). The Chairperson may, in its sole discretion, decide on accepted evidence of ownership of Voting Bonds.
- (b) Issuer's Bonds shall not carry any voting rights. The Chairperson shall determine any question concerning whether any Bonds will be considered Issuer's Bonds.
- (c) For the purposes of this Clause 15, a Bondholder that has a Bond registered in the name of a nominee will, in accordance with Clause 3.3 (*Bondholders' rights*), be deemed to be the owner of the Bond rather than the nominee. No vote may be cast by any nominee if the Bondholder has presented relevant evidence to the Bond Trustee pursuant to Clause 3.3 (*Bondholders' rights*) stating that it is the owner of the Bonds voted for. If the Bondholder has voted directly for any of its nominee registered Bonds, the Bondholder's votes shall take precedence over votes submitted by the nominee for the same Bonds.
- (d) Any of the Issuer, the Bond Trustee and any Bondholder has the right to demand a vote by ballot. In case of parity of votes, the Chairperson will have the deciding vote.

### **15.4 Repeated Bondholders' Meeting**

- (a) Even if the necessary quorum set out in paragraph (e) of Clause 15.1 (*Authority of the Bondholders' Meeting*) is not achieved, the Bondholders' Meeting shall be held and voting completed for the purpose of recording the voting results in the minutes of the Bondholders' Meeting. The Bond Trustee or the person who convened the initial Bondholders' Meeting may, within 10 Business Days of that Bondholders' Meeting, convene a repeated meeting with the same agenda as the first meeting.
- (b) The provisions and procedures regarding Bondholders' Meetings as set out in Clause 15.1 (*Authority of the Bondholders' Meeting*), Clause 15.2 (*Procedure for arranging a Bondholders' Meeting*) and Clause 15.3 (*Voting rules*) shall apply *mutatis mutandis* to a repeated Bondholders' Meeting, with the exception that the quorum requirements set out in paragraph (e) of Clause 15.1 (*Authority of the Bondholders' Meeting*) shall not apply to a repeated Bondholders' Meeting. A Summons for a repeated Bondholders' Meeting shall also contain the voting results obtained in the initial Bondholders' Meeting.
- (c) A repeated Bondholders' Meeting may only be convened once for each original Bondholders' Meeting. A repeated Bondholders' Meeting may be convened pursuant to the procedures of a Written Resolution in accordance with Clause 15.5 (*Written Resolutions*), even if the initial meeting was held pursuant to the procedures of a Bondholders' Meeting in accordance with Clause 15.2 (*Procedure for arranging a Bondholders' Meeting*) and vice versa.

## 15.5 Written Resolutions

- (a) Subject to these Bond Terms, anything which may be resolved by the Bondholders in a Bondholders' Meeting pursuant to Clause 15.1 (*Authority of the Bondholders' Meeting*) may also be resolved by way of a Written Resolution. A Written Resolution passed with the relevant majority is as valid as if it had been passed by the Bondholders in a Bondholders' Meeting, and any reference in any Finance Document to a Bondholders' Meeting shall be construed accordingly.
- (b) The person requesting a Bondholders' Meeting may instead request that the relevant matters are to be resolved by Written Resolution only, unless the Bond Trustee decides otherwise.
- (c) The Summons for the Written Resolution shall be sent to the Bondholders registered in the CSD at the time the Summons is sent from the CSD and published at the Bond Trustee's web site, or other relevant electronic platform or via press release.
- (d) The provisions set out in Clause 15.1 (*Authority of the Bondholders' Meeting*), 15.2 (*Procedure for arranging a Bondholders' Meeting*), Clause 15.3 (*Voting rules*) and Clause 15.4 (*Repeated Bondholders' Meeting*) shall apply *mutatis mutandis* to a Written Resolution, except that:
  - (i) the provisions set out in paragraphs (g), (h) and (i) of Clause 15.2 (*Procedure for arranging Bondholders Meetings*); or
  - (ii) provisions which are otherwise in conflict with the requirements of this Clause 15.5,shall not apply to a Written Resolution.
- (e) The Summons for a Written Resolution shall include:
  - (i) instructions as to how to vote to each separate item in the Summons (including instructions as to how voting can be done electronically if relevant); and
  - (ii) the time limit within which the Bond Trustee must have received all votes necessary in order for the Written Resolution to be passed with the requisite majority, which shall be at least 10 Business Days but not more than 15 Business Days from the date of the Summons (the "**Voting Period**").
- (f) Only Bondholders of Voting Bonds registered with the CSD on the Relevant Record Date, or the beneficial owner thereof having presented relevant evidence to the Bond Trustee pursuant to Clause 3.3 (*Bondholders' rights*), will be counted in the Written Resolution.
- (g) A Written Resolution is passed when the requisite majority set out in paragraph (e) or (f) of Clause 15.1 (*Authority of Bondholders' Meeting*) has been obtained, based on a quorum of the total number of Voting Bonds, even if the Voting Period has not yet expired. A Written Resolution will also be resolved if the sufficient numbers of negative votes are received prior to the expiry of the Voting Period.



- (h) The effective date of a Written Resolution passed prior to the expiry of the Voting Period is the date when the resolution is approved by the last Bondholder that results in the necessary voting majority being obtained.
- (i) If no resolution is passed prior to the expiry of the Voting Period, the number of votes shall be calculated at the time specified in the summons on the last day of the Voting Period, and a decision will be made based on the quorum and majority requirements set out in paragraphs (e) to (g) of Clause 15.1 (*Authority of Bondholders' Meeting*).

## **16. THE BOND TRUSTEE**

### **16.1 Power to represent the Bondholders**

- (a) The Bond Trustee has power and authority to act on behalf of, and/or represent, the Bondholders in all matters, including but not limited to taking any legal or other action, including enforcement of these Bond Terms, and the commencement of bankruptcy or other insolvency proceedings against the Issuer, or others.
- (b) The Issuer shall promptly upon request provide the Bond Trustee with any such documents, information and other assistance (in form and substance satisfactory to the Bond Trustee), that the Bond Trustee deems necessary for the purpose of exercising its and the Bondholders' rights and/or carrying out its duties under the Finance Documents.

### **16.2 The duties and authority of the Bond Trustee**

- (a) The Bond Trustee shall represent the Bondholders in accordance with the Finance Documents, including, inter alia, by following up on the delivery of any Compliance Certificates and such other documents which the Issuer is obliged to disclose or deliver to the Bond Trustee pursuant to the Finance Documents and, when relevant, in relation to accelerating and enforcing the Bonds on behalf of the Bondholders.
- (b) The Bond Trustee is not obligated to assess or monitor the financial condition of the Issuer unless to the extent expressly set out in these Bond Terms, or to take any steps to ascertain whether any Event of Default has occurred. Until it has actual knowledge to the contrary, the Bond Trustee is entitled to assume that no Event of Default has occurred. The Bond Trustee is not responsible for the valid execution or enforceability of the Finance Documents, or for any discrepancy between the indicative terms and conditions described in any marketing material presented to the Bondholders prior to issuance of the Bonds and the provisions of these Bond Terms.
- (c) The Bond Trustee is entitled to take such steps that it, in its sole discretion, considers necessary or advisable to protect the rights of the Bondholders in all matters pursuant to the terms of the Finance Documents. The Bond Trustee may submit any instructions received by it from the Bondholders to a Bondholders' Meeting before the Bond Trustee takes any action pursuant to the instruction.
- (d) The Bond Trustee is entitled to engage external experts when carrying out its duties under the Finance Documents.

- (e) The Bond Trustee shall hold all amounts recovered on behalf of the Bondholders on separated accounts.
- (f) The Bond Trustee shall facilitate that resolutions passed at the Bondholders' Meeting are properly implemented, provided, however, that the Bond Trustee may refuse to implement resolutions that may be in conflict with these Bond Terms, any other Finance Document, or any applicable law.
- (g) Notwithstanding any other provision of the Finance Documents to the contrary, the Bond Trustee is not obliged to do or omit to do anything if it would or might in its reasonable opinion constitute a breach of any law or regulation.
- (h) If the cost, loss or liability which the Bond Trustee may incur (including reasonable fees payable to the Bond Trustee itself) in:
  - (i) complying with instructions of the Bondholders; or
  - (ii) taking any action at its own initiative,
 will not, in the reasonable opinion of the Bond Trustee, be covered by the Issuer or the relevant Bondholders pursuant to paragraphs (e) and (g) of Clause 16.4 (*Expenses, liability and indemnity*), the Bond Trustee may refrain from acting in accordance with such instructions, or refrain from taking such action, until it has received such funding or indemnities (or adequate security has been provided therefore) as it may reasonably require.
- (i) The Bond Trustee shall give a notice to the Bondholders before it ceases to perform its obligations under the Finance Documents by reason of the non-payment by the Issuer of any fee or indemnity due to the Bond Trustee under the Finance Documents.
- (j) The Bond Trustee may instruct the CSD to split the Bonds to a lower nominal value in order to facilitate partial redemptions, write-downs or restructurings of the Bonds or in other situations where such split is deemed necessary.

### **16.3 Equality and conflicts of interest**

- (a) The Bond Trustee shall not make decisions which will give certain Bondholders an unreasonable advantage at the expense of other Bondholders. The Bond Trustee shall, when acting pursuant to the Finance Documents, act with regard only to the interests of the Bondholders and shall not be required to have regard to the interests or to act upon or comply with any direction or request of any other person, other than as explicitly stated in the Finance Documents.
- (b) The Bond Trustee may act as agent, trustee, representative and/or security agent for several bond issues relating to the Issuer notwithstanding potential conflicts of interest. The Bond Trustee is entitled to delegate its duties to other professional parties.

### **16.4 Expenses, liability and indemnity**

- (a) The Bond Trustee will not be liable to the Bondholders for damage or loss caused by any action taken or omitted by it under or in connection with any Finance Document,

unless directly caused by its gross negligence or wilful misconduct. The Bond Trustee shall not be responsible for any indirect or consequential loss. Irrespective of the foregoing, the Bond Trustee shall have no liability to the Bondholders for damage caused by the Bond Trustee acting in accordance with instructions given by the Bondholders in accordance with these Bond Terms.

- (b) The Bond Trustee will not be liable to the Issuer for damage or loss caused by any action taken or omitted by it under or in connection with any Finance Document, unless caused by its gross negligence or wilful misconduct. The Bond Trustee shall not be responsible for any indirect or consequential loss.
- (c) Any liability for the Bond Trustee for damage or loss is limited to the amount of the Outstanding Bonds. The Bond Trustee is not liable for the content of information provided to the Bondholders by or on behalf of the Issuer or any other person.
- (d) The Bond Trustee shall not be considered to have acted negligently in:
  - (i) acting in accordance with advice from or opinions of reputable external experts; or
  - (ii) taking, delaying or omitting any action if acting with reasonable care and provided the Bond Trustee considers that such action is in the interests of the Bondholders.
- (e) The Issuer is liable for, and will indemnify the Bond Trustee fully in respect of, all losses, expenses and liabilities incurred by the Bond Trustee as a result of negligence by the Issuer (including its directors, management, officers, employees and agents) in connection with the performance of the Bond Trustee's obligations under the Finance Documents, including losses incurred by the Bond Trustee as a result of the Bond Trustee's actions based on misrepresentations made by the Issuer in connection with the issuance of the Bonds, the entering into or performance under the Finance Documents, and for as long as any amounts are outstanding under or pursuant to the Finance Documents.
- (f) The Issuer shall cover all costs and expenses incurred by the Bond Trustee in connection with it fulfilling its obligations under the Finance Documents. The Bond Trustee is entitled to fees for its work and to be indemnified for costs, losses and liabilities on the terms set out in the Finance Documents. The Bond Trustee's obligations under the Finance Documents are conditioned upon the due payment of such fees and indemnifications. The fees of the Bond Trustee will be further set out in the Bond Trustee Fee Agreement.
- (g) The Issuer shall on demand by the Bond Trustee pay all costs incurred for external experts engaged after the occurrence of an Event of Default, or for the purpose of investigating or considering (i) an event or circumstance which the Bond Trustee reasonably believes is or may lead to an Event of Default or (ii) a matter relating to the Issuer or any Finance Document which the Bond Trustee reasonably believes may constitute or lead to a breach of any Finance Document or otherwise be detrimental to the interests of the Bondholders under the Finance Documents.

- (h) Fees, costs and expenses payable to the Bond Trustee which are not reimbursed in any other way due to an Event of Default, the Issuer being Insolvent or similar circumstances pertaining to the Issuer, may be covered by making an equal reduction in the proceeds to the Bondholders hereunder of any costs and expenses incurred by the Bond Trustee in connection therewith. The Bond Trustee may withhold funds from any escrow account (or similar arrangement) or from other funds received from the Issuer or any other person, and to set-off and cover any such costs and expenses from those funds.
- (i) As a condition to effecting any instruction from the Bondholders (including, but not limited to, instructions set out in Clause 14.3 (*Bondholders' instructions*) or Clause 15.2 (*Procedure for arranging a Bondholders' Meeting*)), the Bond Trustee may require satisfactory Security, guarantees and/or indemnities for any possible liability and anticipated costs and expenses from those Bondholders who have given that instruction and/or who voted in favour of the decision to instruct the Bond Trustee.

## **16.5 Replacement of the Bond Trustee**

- (a) The Bond Trustee may be replaced by a majority of 2/3 of Voting Bonds in accordance with the procedures set out in Clause 15 (*Bondholders' Decisions*), and the Bondholders may resolve to replace the Bond Trustee without the Issuer's approval.
- (b) The Bond Trustee may resign by giving notice to the Issuer and the Bondholders, in which case a successor Bond Trustee shall be elected pursuant to this Clause 16.5, initiated by the retiring Bond Trustee.
- (c) If the Bond Trustee is Insolvent, or otherwise is permanently unable to fulfil its obligations under these Bond Terms, the Bond Trustee shall be deemed to have resigned and a successor Bond Trustee shall be appointed in accordance with this Clause 16.5. The Issuer may appoint a temporary Bond Trustee until a new Bond Trustee is elected in accordance with paragraph (a) above.
- (d) The change of Bond Trustee shall only take effect upon execution of all necessary actions to effectively substitute the retiring Bond Trustee, and the retiring Bond Trustee undertakes to co-operate in all reasonable manners without delay to such effect. The retiring Bond Trustee shall be discharged from any further obligation in respect of the Finance Documents from the change takes effect, but shall remain liable under the Finance Documents in respect of any action which it took or failed to take whilst acting as Bond Trustee. The retiring Bond Trustee remains entitled to any benefits and any unpaid fees or expenses under the Finance Documents before the change has taken place.
- (e) Upon change of Bond Trustee, the Issuer shall co-operate in all reasonable manners without delay to replace the retiring Bond Trustee with the successor Bond Trustee and release the retiring Bond Trustee from any future obligations under the Finance Documents and any other documents.

## **17. AMENDMENTS AND WAIVERS**

### **17.1 Procedure for amendments and waivers**

The Issuer and the Bond Trustee (acting on behalf of the Bondholders) may agree to amend the Finance Documents or waive a past default or anticipated failure to comply with any provision in a Finance Document, provided that:

- (a) such amendment or waiver is not detrimental to the rights and benefits of the Bondholders in any material respect, or is made solely for the purpose of rectifying obvious errors and mistakes;
- (b) such amendment or waiver is required by applicable law, a court ruling or a decision by a relevant authority; or
- (c) such amendment or waiver has been duly approved by the Bondholders in accordance with Clause 15 (*Bondholders' Decisions*).

### **17.2 Authority with respect to documentation**

If the Bondholders have resolved the substance of an amendment to any Finance Document, without resolving on the specific or final form of such amendment, the Bond Trustee shall be considered authorised to draft, approve and/or finalise (as applicable) any required documentation or any outstanding matters in such documentation without any further approvals or involvement from the Bondholders being required.

### **17.3 Notification of amendments or waivers**

- (a) The Bond Trustee shall as soon as possible notify the Bondholders of any amendments or waivers made in accordance with this Clause 17, setting out the date from which the amendment or waiver will be effective, unless such notice according to the Bond Trustee's sole discretion is unnecessary. The Issuer shall ensure that any amendment to these Bond Terms is duly registered with the CSD.
- (b) Prior to agreeing to an amendment or granting a waiver in accordance with paragraph (a) of Clause 17.1 (*Procedure for amendments and waivers*), the Bond Trustee may inform the Bondholders of such waiver or amendment at a relevant information platform.

## **18. MISCELLANEOUS**

### **18.1 Limitation of claims**

All claims under the Finance Documents for payment, including interest and principal, will be subject to the legislation regarding time-bar provisions of the Relevant Jurisdiction.

### **18.2 Access to information**

- (a) These Bond Terms will be made available to the public and copies may be obtained from the Bond Trustee or the Issuer. The Bond Trustee will not have any obligation to distribute any other information to the Bondholders or any other person, and the Bondholders have no right to obtain information from the Bond Trustee, other than as explicitly stated in these Bond Terms or pursuant to statutory provisions of law.

- (b) In order to carry out its functions and obligations under these Bond Terms, the Bond Trustee will have access to the relevant information regarding ownership of the Bonds, as recorded and regulated with the CSD.
- (c) The information referred to in paragraph (b) above may only be used for the purposes of carrying out their duties and exercising their rights in accordance with the Finance Documents and shall not disclose such information to any Bondholder or third party unless necessary for such purposes.

### **18.3 Notices, contact information**

- (a) Written notices to the Bondholders made by the Bond Trustee will be sent to the Bondholders via the CSD with a copy to the Issuer and the Exchange (if the Bonds are listed). Any such notice or communication will be deemed to be given or made via the CSD, when sent from the CSD.
- (b) The Issuer's written notifications to the Bondholders will be sent to the Bondholders via the Bond Trustee or through the CSD with a copy to the Bond Trustee and the Exchange (if the Bonds are listed).
- (c) Notwithstanding paragraph (a) above and provided that such written notification does not require the Bondholders to take any action under the Finance Documents, the Issuer's written notifications to the Bondholders may be published by the Bond Trustee on a relevant information platform only.
- (d) Unless otherwise specifically provided, all notices or other communications under or in connection with these Bond Terms between the Bond Trustee and the Issuer will be given or made in writing, by letter or e-mail. Any such notice or communication will be deemed to be given or made as follows:
  - (i) if by letter, when delivered at the address of the relevant party;
  - (ii) if by e-mail, when received; and
  - (iii) if by publication on a relevant information platform, when published.
- (e) The Issuer and the Bond Trustee shall each ensure that the other party is kept informed of changes in postal address, e-mail address and telephone and contact persons.
- (f) When determining deadlines set out in these Bond Terms, the following will apply (unless otherwise stated):
  - (i) if the deadline is set out in days, the first day of the relevant period will not be included and the last day of the relevant period will be included;
  - (ii) if the deadline is set out in weeks, months or years, the deadline will end on the day in the last week or the last month which, according to its name or number, corresponds to the first day the deadline is in force. If such day is not a part of an actual month, the deadline will be the last day of such month; and

- (iii) if a deadline ends on a day which is not a Business Day, the deadline is postponed to the next Business Day.

#### 18.4 Defeasance

- (a) Subject to paragraph (b) below and provided that:

- (i) an amount sufficient for the payment of principal and interest on the Outstanding Bonds to the relevant Repayment Date (including, to the extent applicable, any premium payable upon exercise of a Call Option), and always subject to paragraph (c) below (the “**Defeasance Amount**”) is credited by the Issuer to an account in a financial institution acceptable to the Bond Trustee (the “**Defeasance Account**”);
- (ii) the Defeasance Account is irrevocably pledged and blocked in favour of the Bond Trustee on such terms as the Bond Trustee shall request (the “**Defeasance Pledge**”); and
- (iii) the Bond Trustee has received such legal opinions and statements reasonably required by it, including (but not necessarily limited to) with respect to the validity and enforceability of the Defeasance Pledge,

then the Issuer will be relieved from its obligations under paragraph (a) of Clause 12.2 (*Requirements as to Financial Reports*), Clause 12.3 (*Put Option Event*), Clause 12.5 (*Information: miscellaneous*) and Clause 13 (*General and Financial Undertakings*).

- (b) The Bond Trustee shall be authorised to apply any amount credited to the Defeasance Account towards any amount payable by the Issuer under any Finance Document on the due date for the relevant payment until all obligations of the Issuer and all amounts outstanding under the Finance Documents are repaid and discharged in full.
- (c) The Bond Trustee may, if the Defeasance Amount cannot be finally and conclusively determined, decide the amount to be deposited to the Defeasance Account in its discretion, applying such buffer amount as it deems necessary.

A defeasance established according to this Clause 18.4 may not be reversed.

### 19. GOVERNING LAW AND JURISDICTION

#### 19.1 Governing law

These Bond Terms are governed by the laws of the Relevant Jurisdiction, without regard to its conflict of law provisions.

#### 19.2 Main jurisdiction

The Bond Trustee and the Issuer agree for the benefit of the Bond Trustee and the Bondholders that the City Court of the capital of the Relevant Jurisdiction shall have jurisdiction with respect to any dispute arising out of or in connection with these Bond Terms. The Issuer agrees for the benefit of the Bond Trustee and the Bondholders that any legal

action or proceedings arising out of or in connection with these Bond Terms against the Issuer or any of its assets may be brought in such court.

### **19.3 Alternative jurisdiction**

Clause 19 (*Governing law and jurisdiction*) is for the exclusive benefit of the Bond Trustee and the Bondholders and the Bond Trustee have the right:

- (a) to commence proceedings against the Issuer or any of its assets in any court in any jurisdiction; and
- (b) to commence such proceedings, including enforcement proceedings, in any competent jurisdiction concurrently.

### **19.4 Service of process**

- (a) Without prejudice to any other mode of service allowed under any relevant law, the Issuer:
  - (i) irrevocably appoints CSC (Norway) AS as its agent for service of process in relation to any proceedings in connection with these Bond Terms; and
  - (ii) agrees that failure by an agent for service of process to notify the Issuer of the process will not invalidate the proceedings concerned.
- (b) If any person appointed as an agent for service of process is unable for any reason to act as agent for service of process, the Issuer must immediately (and in any event within 10 Business Days of such event taking place) appoint another agent on terms acceptable to the Bond Trustee. Failing this, the Bond Trustee may appoint another agent for this purpose.

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These Bond Terms have been executed in two originals, of which the Issuer and the Bond Trustee shall retain one each.

**SIGNATURES:**



|                                                                                                                                                                               |                                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>The Issuer:</b></p> <p><b>Scorpio Tankers Inc.</b></p> <p><br/></p> <p>/s/Christopher Avella</p> <p>By: Christopher Avella</p> <p>Position: Chief Financial Officer</p> | <p><b>As Bond Trustee:</b></p> <p><b>Nordic Trustee AS</b></p> <p><br/></p> <p>/s/ Jorgen Andersen</p> <p>By: Jorgen Andersen</p> <p>Position: Authorized Signatory</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**ATTACHMENT 1**  
**COMPLIANCE CERTIFICATE**

[date]

**Scorpio Tankers Inc. 7.50% senior unsecured bonds 2025/2030 ISIN NO0013462630**

We refer to the Bond Terms for the above captioned Bonds made between Nordic Trustee AS as Bond Trustee on behalf of the Bondholders and the undersigned as Issuer. Pursuant to Clause 12 (*Information Undertakings*) of the Bond Terms, a Compliance Certificate shall be issued in connection with each delivery of Financial Reports to the Bond Trustee.

This letter constitutes the Compliance Certificate for the period [●].

Capitalised terms used herein will have the same meaning as in the Bond Terms.

With reference to Clause 12.2 (*Requirements as to Financial Reports*), we hereby certify that all information delivered under cover of this Compliance Certificate is true and accurate. Copies of our latest consolidated [Annual Financial Statements] / [Interim Accounts] are enclosed.

The financial covenants set out in Clause 13.12 (*Financial covenants*) are met, please see the calculations and figures in respect of the covenants attached hereto.

We confirm that, to the best of our knowledge, no Event of Default has occurred or is likely to occur.

Yours faithfully,

**Scorpio Tankers Inc.**

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Name of authorised person

*Enclosure: Annual Financial Statements / Interim Accounts; and any other written documentation*

## SUBSIDIARIES OF SCORPIO TANKERS INC

| Company                                                                                        | Incorporated in                      | Ownership Percentage |
|------------------------------------------------------------------------------------------------|--------------------------------------|----------------------|
| DF Green Limited                                                                               | The Republic of The Marshall Islands | 100%                 |
| STI Acquisition Holding Ltd (formerly Navig8 Product Tankers Inc.)                             | The Republic of The Marshall Islands | 100%                 |
| STI Acton Shipping Company Limited                                                             | The Republic of The Marshall Islands | 100%                 |
| STI Alexis Shipping Company Limited                                                            | The Republic of The Marshall Islands | 100%                 |
| STI Amber Shipping Company Limited                                                             | The Republic of The Marshall Islands | 100%                 |
| STI Aqua Shipping Company Limited                                                              | The Republic of The Marshall Islands | 100%                 |
| STI Battersea Shipping Company Limited                                                         | The Republic of The Marshall Islands | 100%                 |
| STI Battery Shipping Company Limited                                                           | The Republic of The Marshall Islands | 100%                 |
| STI Benicia Shipping Company Limited                                                           | The Republic of The Marshall Islands | 100%                 |
| STI Beryl Shipping Company Limited                                                             | The Republic of The Marshall Islands | 100%                 |
| STI Blackhawk Shipping Company Limited                                                         | The Republic of The Marshall Islands | 100%                 |
| STI Bosphorus Shipping Company Limited (formerly STI Taksim Shipping Company Limited)          | The Republic of The Marshall Islands | 100%                 |
| STI Brixton Shipping Company Limited                                                           | The Republic of The Marshall Islands | 100%                 |
| STI Broadway Shipping Company Limited                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Bronx Shipping Company Limited                                                             | The Republic of The Marshall Islands | 100%                 |
| STI Brooklyn Shipping Company Limited                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Camden Shipping Company Limited                                                            | The Republic of The Marshall Islands | 100%                 |
| STI Carnaby Shipping Company Limited                                                           | The Republic of The Marshall Islands | 100%                 |
| STI Chartering and Trading Ltd                                                                 | The Republic of The Marshall Islands | 100%                 |
| STI Cistern 1 Limited                                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Cistern 2 Limited                                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Cistern 3 Limited                                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Cistern 4 Limited                                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Clapham Shipping Company Limited                                                           | The Republic of The Marshall Islands | 100%                 |
| STI Comandante Shipping Company Limited                                                        | The Republic of The Marshall Islands | 100%                 |
| STI Condotti Shipping Company Limited                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Connaught Shipping Company Limited                                                         | The Republic of The Marshall Islands | 100%                 |
| STI Dama Shipping Company Limited                                                              | The Republic of The Marshall Islands | 100%                 |
| STI Donald C. Trauscht Shipping Company Limited (formerly STI Jurere Shipping Company Limited) | The Republic of The Marshall Islands | 100%                 |
| STI Duchessa Shipping Company Limited                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Elysees Shipping Company Limited                                                           | The Republic of The Marshall Islands | 100%                 |
| STI Esles II Shipping Company Limited                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Exceed Shipping Company Limited                                                            | The Republic of The Marshall Islands | 100%                 |
| STI Excel Shipping Company Limited                                                             | The Republic of The Marshall Islands | 100%                 |
| STI Excellence Shipping Company Limited                                                        | The Republic of The Marshall Islands | 100%                 |
| STI Excelsior Shipping Company Limited                                                         | The Republic of The Marshall Islands | 100%                 |
| STI Executive Shipping Company Limited                                                         | The Republic of The Marshall Islands | 100%                 |
| STI Expedite Shipping Company Limited                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Experience Shipping Company Limited                                                        | The Republic of The Marshall Islands | 100%                 |
| STI Express Shipping Company Limited                                                           | The Republic of The Marshall Islands | 100%                 |
| STI Finchley Shipping Company Limited                                                          | The Republic of The Marshall Islands | 100%                 |
| STI Fontvieille Shipping Company Limited                                                       | The Republic of The Marshall Islands | 100%                 |

|                                                                                   |                                      |      |
|-----------------------------------------------------------------------------------|--------------------------------------|------|
| STI Fulham Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Galata Chartering Limited                                                     | The Republic of The Marshall Islands | 100% |
| STI Galata Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Gallantry Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Garnet Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Gauntlet Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Gladiator Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Goal Shipping Company Limited                                                 | The Republic of The Marshall Islands | 100% |
| STI Grace Shipping Company Limited (formerly named SBI Macanudo Shipping Co Ltd.) | The Republic of The Marshall Islands | 100% |
| STI Gramercy Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Gratitude Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Guard Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Guide Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Hackney Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Hammersmith Shipping Company Limited                                          | The Republic of The Marshall Islands | 100% |
| STI Jardins Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Jermyn Shipping Company Limited (formerly named SBI Cuaba Shipping Co Ltd.)   | The Republic of The Marshall Islands | 100% |
| STI Kingsway Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI La Boca Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Larvotto Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Lauren Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Lavender Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Le Rocher Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Leblon Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Lexington Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Lily Shipping Company Limited                                                 | The Republic of The Marshall Islands | 100% |
| STI Lobelia Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Lombard Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Lotus Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Madison Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Maestro Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Magic Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Magister Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Magnetic Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Manhattan Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Marshall Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Marvel Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Maverick Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Maximus Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Mayfair Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Memphis Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Meraux Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Mighty Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Millennia Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Milwaukee Shipping Company Limited                                            | The Republic of The Marshall Islands | 100% |
| STI Miracle Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Modest Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |

|                                                                                       |                                      |      |
|---------------------------------------------------------------------------------------|--------------------------------------|------|
| STI Mystery Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |
| STI Mythic Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Nautilus Shipping Company Limited                                                 | The Republic of The Marshall Islands | 100% |
| STI Notting Hill Shipping Company Limited                                             | The Republic of The Marshall Islands | 100% |
| STI Onyx Shipping Company Limited                                                     | The Republic of The Marshall Islands | 100% |
| STI Opera Shipping Company Limited                                                    | The Republic of The Marshall Islands | 100% |
| STI Orchard Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |
| STI Osceola Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |
| STI Oxford Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Park Shipping Company Limited                                                     | The Republic of The Marshall Islands | 100% |
| STI Pimlico Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |
| STI Pontiac Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |
| STI Poplar Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Precision Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Prestige Shipping Company Limited                                                 | The Republic of The Marshall Islands | 100% |
| STI Pride Shipping Company Limited                                                    | The Republic of The Marshall Islands | 100% |
| STI Providence Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Queens Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Rambla Shipping Company Limited (formerly SBI Tuscamina Shipping Company Limited) | The Republic of The Marshall Islands | 100% |
| STI Regina Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Rose Shipping Company Limited                                                     | The Republic of The Marshall Islands | 100% |
| STI Rotherhithe Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Ruby Shipping Company Limited                                                     | The Republic of The Marshall Islands | 100% |
| STI San Antonio Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI San Telmo Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Sanctity Shipping Company Limited                                                 | The Republic of The Marshall Islands | 100% |
| STI Savile Row Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Selatar Shipping Company Limited (formerly named SBI Parejo Shipping Co Ltd.)     | The Republic of The Marshall Islands | 100% |
| STI Seneca Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Sloane Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Soho Shipping Company Limited                                                     | The Republic of The Marshall Islands | 100% |
| STI Solace Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Solidarity Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Spiga Shipping Company Limited                                                    | The Republic of The Marshall Islands | 100% |
| STI St. Charles Shipping Company Limited                                              | The Republic of The Marshall Islands | 100% |
| STI Stability Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Steadfast Shipping Company Limited                                                | The Republic of The Marshall Islands | 100% |
| STI Supreme Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |
| STI Symphony Shipping Company Limited                                                 | The Republic of The Marshall Islands | 100% |
| STI Texas City Shipping Company Limited                                               | The Republic of The Marshall Islands | 100% |
| STI Topaz Shipping Company Limited                                                    | The Republic of The Marshall Islands | 100% |
| STI Tribeca Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |
| STI Venere Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Veneto Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Ville Shipping Company Limited                                                    | The Republic of The Marshall Islands | 100% |
| STI Virtus Shipping Company Limited                                                   | The Republic of The Marshall Islands | 100% |
| STI Wembley Shipping Company Limited                                                  | The Republic of The Marshall Islands | 100% |

|                                          |                                             |      |
|------------------------------------------|---------------------------------------------|------|
| STI Westminster Shipping Company Limited | The Republic of The Marshall Islands        | 100% |
| STI Winnie Shipping Company Limited      | The Republic of The Marshall Islands        | 100% |
| STI Yorkville Shipping Company Limited   | The Republic of The Marshall Islands        | 100% |
| Sting LLC                                | State of Delaware, United States of America | 100% |
| STINGER LR2 One Shipping Company Limited | The Republic of The Marshall Islands        | 100% |
| STINGER MR One Shipping Company Limited  | The Republic of The Marshall Islands        | 100% |
| STINGER MR Two Shipping Company Limited  | The Republic of The Marshall Islands        | 100% |
| STNGR LR2 One Pte. Ltd                   | The Republic of Singapore                   | 100% |
| STNGR MR One Pte. Ltd.                   | The Republic of Singapore                   | 100% |
| STNGR MR Two Pte. Ltd.                   | The Republic of Singapore                   | 100% |
| STNGR Singapore (Pte) Ltd                | The Republic of Singapore                   | 100% |

**AMENDED AND RESTATED SCORPIO TANKERS INC.  
POLICIES AND PROCEDURES TO DETECT AND  
PREVENT INSIDER TRADING**

Amended and Restated: March 6, 2024

**GENERAL**

The Securities Exchange Act of 1934, as amended, prohibits the misuse of material, nonpublic information. In order to avoid even the appearance of impropriety, SCORPIO TANKERS INC. (the “**Company**”) has instituted procedures to prevent the misuse of nonpublic information.

Although “insider trading” is not defined in the securities laws, it is generally thought to be described as trading either personally, or on behalf of others, on the basis of material non-public information or communicating material non-public information to others in violation of the law.

This policy (the “**Policy**”) will be administered and supervised by the Company’s Chief Financial Officer and Corporate Secretary. Please pay special attention to the section “*Blackout Policy and Trading Window*” stated on page 6 of this Policy.

Please note that, in addition to this Policy, (i) trading when in possession of material non-public information is absolutely prohibited in all circumstances and for all people and (ii) the Company’s Code of Ethics which includes a chapter on securities trading applies to all the officers, directors and employees of the Company.

**WHOM DOES THE POLICY COVER?**

This Policy covers (i) all of the Company’s officers and directors (the “**Insiders**”), (ii) certain employees of the Company and of its affiliates if the conditions stated on page 6 of this

Policy apply (the “**Restricted Employees**”), and (iii) any transactions in any securities participated in by family members, trusts or corporations directly or indirectly controlled by Insiders or Restricted Employees. In addition, this Policy applies to transactions engaged in by corporations in which the Insider or Restricted Employee is an officer, director or 10% or greater stockholder and a partnership of which the Insider or Restricted Employee is a partner, unless the Insider or Restricted Employee has no direct or indirect control over the partnership.

The Company forbids any insider from trading, either for his or her personal account or on behalf of others, while in possession of material nonpublic information, or communicating material nonpublic information to others in violation of the law. This prohibited conduct is often referred to as “insider trading.”

This Policy extends to each Insider’s activities within and outside his/her duties at the Company. Each Insider and each Restricted Employee must read and retain this statement.

Failure to comply with this Policy may cause an Insider or a Restricted Employee to be subject to disciplinary action.

## **WHAT IS INSIDER TRADING?**

The term “insider trading” generally is used to refer to trading while in possession of material nonpublic information (whether or not one is an “insider”) and/or to communications of material nonpublic information to others. The law in this area is generally understood to prohibit, among other things:

- trading by an insider while in possession of material nonpublic information;
- trading by a non-insider while in possession of material nonpublic information, where the information either was disclosed to the non-insider in violation of an insider’s duty to keep it confidential or the information was misappropriated;
- trading while in possession of material nonpublic information concerning a tender offer; and



- wrongfully communicating, or “tipping”, material nonpublic information to others or making any recommendations or expressing opinions on the basis of material non-public information as to trading in Company securities unless such disclosure is made in accordance with Company policies regarding the protection or authorized external disclosure of information. This prohibition applies whether or not the insider receives any benefit from the use of that information by the other person or entity.

## THE INSIDER CONCEPT

As a general guide for our directors, officers and employees, components of what amounts to “insider trading” are described below:

### Who is an insider?

The concept of “insider” is broad. It includes officers, directors, trustees, and employees of a company. In addition, a person can be a “temporary insider” if he or she enters into a special confidential relationship in the conduct of a company’s affairs and as a result is given access to information solely for the company’s purposes. A temporary insider can include, among others, a company’s external attorneys, accountants, consultants, bank lending officers, and the employees of those organizations.

### What information is material?

Trading on information that is “material” is prohibited. Information generally is considered “material” if:

- there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision, or
- the information is reasonably certain to have a substantial effect on the price of a company’s securities.

Information that should be considered material includes: dividend changes, earnings estimates not previously disseminated, material changes in previously-released earnings

estimates, significant merger or acquisition proposals or agreements, major litigation, liquidity problems, and extraordinary management developments.

*What information is non-public?*

Information is nonpublic until it has been effectively communicated to the market place. For example, information found in a report filed with the U.S. Securities and Exchange Commission, or appearing in Dow Jones, Reuters, The Wall Street Journal, on Bloomberg or in other publications of general circulation ordinarily would be considered public. In addition, in certain circumstances, information disseminated to certain segments of the investment community may be deemed “public”, for example, research communicated through institutional information dissemination services such as First Call. (However, the fact that research has been disseminated through such a service does not automatically mean that it is public.) Remember, it takes time for information to become public. The amount of time since the information was first disseminated ordinarily is a factor regarding whether the information is considered “public”.

**PENALTIES FOR INSIDER TRADING**

Penalties for insider trading are severe both for the individuals involved as well as for their employers. A person can be subject to some or all of the penalties listed below, even if he or she does not personally benefit from the violation. Penalties may include:

- Jail sentences;
- Civil injunctions;
- Civil treble (3x) damages;
- Disgorgement of profits;
- Criminal fines of up to three times the profit gained or loss avoided, whether or not the person actually benefited; and
- Fines for the employers or other controlling person of up to the greater of \$1 million or three times the amount of the profit gained or loss avoided.

Clearly, it is in the Company's and your best interests for the Company to put into place procedures to prevent improper trading by its insiders.

## **PROCEDURES TO PREVENT INSIDER TRADING**

The following procedures have been established to aid in the prevention of insider trading. Every Insider and Restricted Employee must follow these procedures or risk sanctions, including: dismissal, substantial personal liability and criminal penalties.

### Questions to Ask

Prior to trading in the Company's shares, and if you think you may have material non-public information, ask yourself the following questions:

- Is the information material? Is this information that an investor would consider important in making an investment decision? Would you take it into account in deciding whether to buy or sell? Is this information that would affect the market price of the securities if generally disclosed?
- Is the information non-public? To whom has this information been provided? Has it been effectively communicated to the marketplace? Has enough time gone by?

### Action Required

If you are at all uncertain as to whether any information you have is "inside information," you must:

- Immediately report the matter to the Chief Financial Officer or the Corporate Secretary;
- Refrain from purchasing or selling the shares; and
- Not communicate the information inside or outside the Company.

After the Insider or Restricted Employee and the Company's Chief Financial Officer or Corporate Secretary have reviewed the issue and consulted with outside counsel to the extent appropriate, the Insider or Restricted Employee will be instructed as to whether he/she may trade and/or communicate that information.

### Blackout Policy and Trading Window

To assure compliance with the Policy and applicable securities laws, the Company requires that (a) all Insiders, (b) all Restricted Employees, i.e. employees working in the accounting, finance and legal departments of the Company and its affiliates if and when having access to the Company's internal financial information, statements or other material non-public information regarding the Company's performance during annual and quarterly fiscal periods, and family members of the foregoing, and (c) such other employees of the Company and its affiliates designated from time to time by the Company's Chief Financial Officer and/or Corporate Secretary (each an "**Additional Restricted Employee**") shall refrain from conducting transactions involving the purchase or sale of Company shares other than when the trading window is open, i.e. during the period commencing at the open of the New York Stock Exchange trading market on the trading day immediately following the completion of one (1) full trading session after the public disclosure of the financial results for a particular fiscal quarter or year and continuing until the close of the New York Stock Exchange (i) in respect of the fiscal quarters ending 31 March, 30 June and 30 September, on the fourteenth (14<sup>th</sup>) day after the last day of the current fiscal quarter and (ii) in respect of the fiscal quarter ending 31 December, on the twenty-first (21<sup>st</sup>) day after the last day of the fiscal quarter (the "**Trading Window**"). In addition, from time to time, material non-public information regarding the Company may be pending. While such information is pending, the Company may impose a special "blackout" period during which the same prohibitions and recommendations may apply to the Insiders, the Restricted Employees and the Additional Restricted Employees.

Remember: Even during the Trading Window, any person possessing material non-public information concerning the Company, should not engage in any transactions in Company shares until such information has been made public and absorbed by the market.

Trading According to a Pre-established Plan (10b5-1)

The SEC has adopted Rule 10b5-1, as amended, under which insider trading liability can be avoided if insiders follow very specific procedures. In general, such procedures involve trading according to pre-established instructions, plans or programs (a “**10b5-1 Plan**”) after a required “cooling off” period described below. 10b5-1 Plans must:

- *Be documented by a contract, written plan, or formal instruction which provides that the trade take place in the future:*  
For example, an Insider or a Restricted Employee can contract to sell his or her shares on a specific date, or simply delegate such decisions to an investment manager, 401(k) plan administrator or similar third party. This documentation must be provided to the Company’s Chief Financial Officer and Corporate Secretary;
- *Include in its documentation the specific amount, price and timing of the trade, or the formula for determining the amount, price and timing.* For example, the Insider or Restricted Employee can buy or sell shares in a specific amount and on a specific date each month, or according to a pre-established percentage (of the insider’s salary, for example) each time that the share price falls or rises to pre-established levels. In the case where trading decisions have been delegated (i.e., to a third party broker or money manager), the specific amount, price and timing need not be provided;

- *Be implemented at a time when the insider does not possess material non-public information.* As a practical matter, for Insiders and Restricted Employees this means that the Insider or Restricted Employee may set up 10b5-1 Plans, or delegate trading discretion, only during an open Trading Window and outside a “blackout” period (discussed above), assuming the Insider or Restricted Employee is not in possession of material non-public information;
- *Remain beyond the scope of the insider’s influence after implementation.* In general, the Insider or Restricted Employee must allow the 10b5-1 Plan to be executed without changes to the accompanying instructions, and the Insider or Restricted Employee cannot later execute a hedge transaction that modifies the effect of the 10b5-1 Plan. Insiders should be aware that the termination or modification of a 10b5-1 Plan after trades have been undertaken under such plan could negate the 10b5-1 affirmative defense afforded by such program for all such prior trades. As such, termination or modification of a 10b-5 Plan should only be undertaken in consultation with your legal counsel. If the insider has delegated decision-making authority to a third party, the insider cannot subsequently influence the third party in any way and such third party must not possess material non-public information at the time of any of the trades;
- *Be subject to a “cooling off” period.* Rule 10b5-1 contains a “cooling-off period” for insiders that prohibit such Insiders or Restricted Employee from trading in a 10b5-1 Plan until the later of (i) ninety (90) days following the plan’s adoption or modification or (ii) two (2) business days following the Company’s disclosure

(via a report filed with the SEC) of its financial results for the fiscal quarter in which the plan was adopted or modified; and

- *Contain Insider certifications.* The Insiders and the Restricted Employees are required to include a certification in their 10b5-1 Plans to certify that at the time the plan is adopted or modified: (i) they are not aware of material non-public information about the Company or its securities and (ii) they are adopting the 10b5-1 Plan in good faith and not as part of a plan or scheme to evade the anti-fraud provisions of the Exchange Act.

In addition, the Insiders and the Restricted Employees are prohibited from having multiple overlapping 10b5-1 Plans or more than one plan in any given year and a modification relating to amount, price and timing of trades under a 10b5-1 Plan is deemed a plan termination and the adoption of a new 10b5-1 Plan which requires a new cooling off period.

Rule 144 Forms, etc., Pre-Clearance of Trades, and 10b5-1 Plans

All Insiders and Restricted Employees must refrain from trading in Company shares without first complying with the Company's "pre-clearance" process. Each such person should contact the Company's Chief Financial Officer or Corporate Secretary prior to commencing any trade. The Company's Chief Financial Officer or Corporate Secretary will consult as necessary with senior management and/or outside counsel to the Company before clearing any proposed trade.

**Each Insider is solely responsible for compliance** with all applicable securities laws, rules and regulations related to any trading of Company shares by such insider, including without limitation the timely filing of any and all forms, schedules and other filings required by Rule 144

of the U.S. Securities Act of 1933, as amended, Sections 13 and 16, as applicable, of the U.S. Securities Exchange Act of 1934, as amended, and any other applicable securities laws. Each Insider, at least twenty-four (24) hours before submitting any of the above filings, must e-mail them to the Company's Chief Financial Officer and to the Corporate Secretary, and the clearance of any proposed trade may, *at the discretion of the Company*, be conditioned on the Company's reasonable satisfaction with such filings and/or other compliance requirements.

Additionally, Rule 10b5-1 Plans and any amendments thereto must be approved by the Company's Chief Financial Officer or Corporate Secretary and meet the requirements of Rule 10b5-1 guidelines detailed in this Policy. Any Rule 10b5-1 Plan must be submitted for approval five (5) business days prior to the entry into the Rule 10b5-1 Plan.

### Coverage

This Policy applies not only to Company shares, but also any other securities issued by the Company.

### **QUESTIONS OR CONCERNS**

Any questions or concerns regarding the Company's Policies and Procedures to detect and prevent insider trading should be directed to the Company's Chief Financial Officer or Corporate Secretary, or, if such questions or concerns involve such persons, to the Chief Executive Officer. The personal trading activity of each of the Chief Financial Officer and Corporate Secretary will be reviewed by the Chief Executive Officer.



**Addendum A**

**INSIDER TRADING POLICIES AND PROCEDURES  
CERTIFICATION FORM**

I have recently read and reviewed SCORPIO TANKERS INC.'s Policies and Procedures to Detect and Prevent Insider Trading.

I understand such policies and procedures and recognize that I am subject to them and understand the penalties for non-compliance. I

certify that I am in full compliance with the Policies and Procedures to Detect and Prevent Insider Trading.

CERTIFIED BY:

NAME: \_\_\_\_\_

(PRINT)

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER**

I, Emanuele A. Lauro, certify that:

1. I have reviewed this annual report on Form 20-F of Scorpio Tankers Inc. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: March 21, 2025

/s/ Emanuele A. Lauro

Emanuele A. Lauro

Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER**

I, Christopher Avella, certify that:

1. I have reviewed this annual report on Form 20-F of Scorpio Tankers Inc. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: March 21, 2025

/s/ Christopher Avella

Christopher Avella

Chief Financial Officer (Principal Financial Officer)

**PRINCIPAL EXECUTIVE OFFICER CERTIFICATION**  
**PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with this Annual Report of Scorpio Tankers Inc. (the “Company”) on Form 20-F for the year ended December 31, 2024 as filed with the Securities and Exchange Commission (the “SEC”) on or about the date hereof (the “Report”), I, Emanuele A. Lauro, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: March 21, 2025

/s/ Emanuele A. Lauro

Emanuele A. Lauro

Chief Executive Officer (Principal Executive Officer)

**PRINCIPAL FINANCIAL OFFICER CERTIFICATION**  
**PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with this Annual Report of Scorpio Tankers Inc. (the “Company”) on Form 20-F for the year ended December 31, 2024 as filed with the Securities and Exchange Commission (the “SEC”) on or about the date hereof (the “Report”), I, Christopher Avella, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: March 21, 2025

/s/ Christopher Avella

\_\_\_\_\_  
Christopher Avella

Chief Financial Officer (Principal Financial Officer)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-277147) and Form F-3 (No. 333-264084) of Scorpio Tankers Inc. of our report dated March 21, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

/s/ PricewaterhouseCoopers Audit

Neuilly-sur-Seine, France

March 21, 2025

Scorpio Tankers Inc.  
99 Boulevard du Jardin Exotique  
Monaco 98000

March 21, 2025

Dear Sir/Madam:

Reference is made to the annual report on Form 20-F of Scorpio Tankers Inc. (the “Company”) for the year ended December 31, 2024 (the “Annual Report”) and the registration statements on Form F-3 (No. 333-264084) and Form S-8 (No. 333-277147) of the Company, as may be amended, including the prospectus contained therein and any prospectus supplement related thereto (the “Registration Statements”). We hereby consent to the incorporation by reference in the Registration Statements of all references to our name in the Annual Report and to the use of the statistical information supplied by us set forth in the Annual Report. We further advise the Company that our role has been limited to the provision of such statistical data supplied by us. With respect to such statistical data, we advise you that:

(1) we have accurately described the information and data of the oil tanker shipping industry, subject to the availability and reliability of the data supporting the statistical and graphical information presented; and

(2) our methodologies for collecting information and data may differ from those of other sources and does not reflect all or even necessarily a comprehensive set of the actual transactions occurring in the oil tanker shipping industry.

We hereby consent to the filing of this letter as an exhibit to the Annual Report, which is incorporated by reference into the Registration Statements and any related prospectus.

Best Regards,



William Gaine  
McQuilling Partners, Inc.  
T: +1.516.227.5700 | E: [william.k.gaine@mcquilling.com](mailto:william.k.gaine@mcquilling.com)

**CONSENT OF SEWARD & KISSEL LLP**

Reference is made to the annual report on Form 20-F of Scorpio Tankers Inc. (the “Company”) for the year ended December 31, 2024 (the “Annual Report”) and the Registration Statements on Form F-3 (No. 333-264084) and Form S-8 (No. 333-277147) of the Company including the prospectus contained therein (the “Registration Statements”). We hereby consent to (i) the filing of this letter as an exhibit to the Annual Report, which is incorporated by reference into the Registration Statements and (ii) each reference to us and the discussions of advice provided by us in the Annual Report under “Item 10. Additional Information—E. Taxation” and to the incorporation by reference of the same in the Registration Statements, in each case, without admitting we are “experts” within the meaning of the Securities Act of 1933, as amended, or the rules and regulations of the U.S. Securities and Exchange Commission promulgated thereunder with respect to any part of the Registration Statements.

/s/ Seward & Kissel LLP  
Seward & Kissel LLP  
New York, New York  
March 21, 2025