



Explorer II AS

Second Quarter and First Half report 2023

Published 29 August 2023

Key figures¹⁾

<i>(EUR 1 000)</i>	2nd quarter 2023	2nd quarter 2022	% Change	01.01-30.06 2023	01.01-30.06 2022	% Change	Full year 2022
Operating revenue	12 466	12 466	0 %	24 795	24 795	0 %	50 000
Total revenue	12 466	12 466	0 %	24 795	24 795	0 %	50 000
EBITDA	12 477	12 374	1 %	24 829	24 792	0 %	50 065

¹⁾ The figures presented in this report are unaudited

Operational review

Explorer II AS is a shipping company located in Oslo within the Hurtigruten Group (Hurtigruten). Its purpose is to invest in, and lease out, under bareboat charter agreements, specialised cruise vessels for the operation in other Hurtigruten Group companies. As of 30 June 2023, Explorer II AS owned the two hybrid-powered expedition ships, MS Roald Amundsen and MS Fridtjof Nansen. MS Roald Amundsen was delivered from Green Yard Kleven yard in June 2019. In December 2019, its sister ship MS Fridtjof Nansen was delivered.

MS Roald Amundsen and MS Fridtjof Nansen have an ice-reinforced hull, a total length of 140 metres and are able to carry 530 guests. The hybrid technology engines reduce fuel consumption substantially and permit periods of emission-free sailing. The investment in new technology has been

partly funded by Enova, a Norwegian government enterprise responsible for the promotion of environmentally friendly production and consumption of energy, and as such lives up to Hurtigruten's vision of becoming the world's leading expedition travel company by offering authentic and accessible experiences to travellers who wish to explore and travel in a sustainable way. Both vessels are operated by Hurtigruten Expedition Cruises AS, a sister company within the Hurtigruten Group.

MS Roald Amundsen and MS Fridtjof Nansen are state of the art battery-hybrid powered expedition vessels. They have received excellent guest feedback on the overall onboard experience among others in the Hurtigruten fleet.

Financial review

Profit and loss

Operating revenue in the second quarter of 2023 amounted to EUR 12.5 million compared to EUR 12.5 million for the same period last year. Revenues for the quarter include bareboat charter for both MS Roald Amundsen and MS Fridtjof Nansen.

Net financial expenses in the second quarter of 2023 were EUR 1.8 million compared to EUR 3.0 million for the second quarter of 2022.

Net income in the second quarter of 2023 was EUR 7.9 million, compared to EUR 6.6 million in the same period last year.

Financial position and liquidity

Balance sheet

Non-current assets consist of the ships MS Fridtjof Nansen and MS Roald Amundsen. Carrying value as of 30 June 2023, was EUR 350.2 million (EUR 355.4 million as of 31 December 2022).

In the second quarter of 2019, the company drew on the ECA credit facility entered into in 2017 for financing the purchase of the two vessels, in the amount of EUR 260 million. At year-end 2019, the facility was fully drawn. In February 2020 the company replaced its existing ECA credit facility of EUR 260 million with a bond of EUR 300 million. The bond has a 5-year tenor with semi-annual interest payments of 3.375% p.a. and was listed at Oslo Stock Exchange on 10 July 2020. The carrying value of the bond was EUR 298 million as of 30 June 2023.

The equity ratio was 38.4% as of 30 June 2023, compared to 36.4% as of 31 December 2022.

Cash flow

Net cash inflow from operating activities in the second quarter of 2023 was EUR 0.02 million (inflow of EUR 25.6 million in the same quarter last year). The change is mainly explained by working capital movements.

Net cash flow from investment activities was EUR zero in the second quarter of 2023 compared to an inflow of EUR 0,01 in the second quarter of 2022.

Net cash flow from financing activities in the second quarter of 2023 was EUR zero compared to an outflow of EUR 29.2 million in the second quarter of 2022. The change is related to group company repayments.

Cash and cash equivalents were EUR 2.7 million as of 30 June 2023. At year-end 2022 cash and cash equivalents was EUR 2.7 million.

Outlook

At the date of this report, the operating conditions are back to normal after the pandemic, and Hurtigruten Group is experiencing an increasing booking momentum across most key markets across the next 12 months. The Board of Directors assumes that booking behavior in the 2023 financial year will continue to develop positively. The Board of Directors assumes that travel behavior will not be affected by further long-term closures and lockdowns or by the impact of Russia's war of aggression on Ukraine. Nevertheless, the intensified general price increase of recent months could continue, in particular due to rising energy costs, and lead to a significant reduction in the private budget available for travel services, thus lowering purchasing power and resulting in declining customer demand. The group is executing a slightly adjusted pricing and occupancy strategy to try and mitigate any potential weaknesses in consumer demand and competitive pressures.

As of 25 August 2023, Hurtigruten Group had EUR 551 million in pre-booked revenue for 2023 (excluding the EUR 67 million related to the contract revenue received from the Norwegian Government) which is 31% higher compared to same time last year for 2022 and EUR 175 million in pre-booked revenue for 2024. Pre booking levels for short-term departures are lower than expected, while we see good booking momentum for 24 departures entering into the key sales window in Q3/Q4. Over the last 30 days, the Company made a total of EUR 44 million in new sales which is up 51% vs. the same period last year.

The Company emphasizes that the information included in this report contains certain forward-looking statements that address activities or developments that the Company anticipates will or may occur in the future. The statements are based on assumptions and estimates, and some of them are beyond the Company's control and therefore subject to risks and uncertainties.

Risks and uncertainties

As part of the Hurtigruten Group Explorer II AS is subject to a range of risks and uncertainties which may affect its business operations, results and financial condition. An evaluation of Hurtigruten Group's main risks has been performed as part of the overall enterprise risk assessment.

The risk description in the Annual Report 2022 gives a fair description of principal risks and uncertainties that may affect Hurtigruten Group. An elaboration of our ESG Risk programme with the top identified risks for each of the Group's ESG pillars, including a high-level mitigation plan, can be found in Appendix D of our ESG Report 2022. The Company is not aware of any significant new risks or uncertainties or significant changes to those risks or uncertainties, except for those described below.

The Russian invasion of Ukraine in late February 2022 has brought increased geopolitical risks to global markets and business operations. While energy prices are currently at a more normalized level compared to 2022, the conflict has adversely affected global and regional economic conditions and triggered volatility in energy prices. As a result, the Group has entered a derivatives contract to hedge 50% of the forecasted total fuel consumption for 2023.

Inflation in our core markets has gradually been coming down from high levels in the second quarter. The NOK is weakened against the Euro, while the USD remains stable against the Euro. Fluctuations in these and other macroeconomic elements may adversely affect the cost base of Hurtigruten Group or lead to a significant reduction in the private budget available for travel services, and thereby lowering purchasing power and customer demand.

Hurtigruten Group is closely monitoring its liquidity situation as the financial performance continues to recover. The Board of Directors expects booking momentum to continue to improve towards above pre-pandemic levels over the next 12 months. The ultimate shareholders of the company have supported the liquidity position with additional shareholder funding.

Interim financial statements

Condensed statement of income

Unaudited

<i>(EUR 1 000)</i>	<i>Note</i>	2nd quarter 2023	2nd quarter 2022	01.01-30.06 2023	01.01-30.06 2022	Full year 2022
Operating revenue		12 466	12 466	24 795	24 795	50 000
Total revenues		12 466	12 466	24 795	24 795	50 000
Depreciation		(2 610)	(2 610)	(5 220)	(5 220)	(10 440)
Operating costs		(2)	(28)	(21)	(35)	(57)
Other gains/(losses)		13	(63)	56	32	121
Operating profit/(loss)		9 867	9 764	19 609	19 572	39 625
Operating profit/(loss) before depreciation, amortisation and impairment losses (EBITDA)		12 477	12 374	24 829	24 792	50 065
Financial income		-	-	-	-	143
Financial expenses		(1 824)	(3 040)	(4 012)	(6 094)	(11 709)
Net foreign exchange gains/(losses)		(65)	(79)	(273)	(107)	(231)
Net financial items	4	(1 889)	(3 119)	(4 284)	(6 200)	(11 797)
Profit/(loss) before income tax		7 978	6 646	15 325	13 371	27 828
Income taxes		-	-	-	-	-
Net income		7 978	6 646	15 325	13 371	27 828

Condensed statement of comprehensive income

Unaudited

<i>(EUR 1 000)</i>		2nd quarter 2023	2nd quarter 2022	01.01-30.06 2023	01.01-30.06 2022	Full year 2022
Net income		7 978	6 646	15 325	13 371	27 828
Total comprehensive income for the period		7 978	6 646	15 325	13 371	27 828

Condensed statement of financial position

Unaudited

<i>(EUR 1 000)</i>	<i>Note</i>	30.6. 2023	30.6. 2022	31.12. 2022
Ships		350 229	360 669	355 449
Total non-current assets		350 229	360 669	355 449
Intragroup trade receivables	5	140 913	99 368	119 968
Other current receivables	5	15	8	-
Cash and cash equivalents	5	2 745	2 793	2 711
Total current assets		143 672	102 169	122 679
Total assets		493 901	462 838	478 128
EQUITY				
Share capital		3	3	3
Share premium		105 000	105 000	105 000
Paid -in capital		105 003	105 003	105 003
Retained earnings		84 418	54 636	69 093
Total equity		189 421	159 640	174 096
LIABILITIES				
Interest-bearing liabilities	3,5	268 303	297 232	282 768
Interest-bearing liabilities to group companies	3,5	0	221	0
Total non-current liabilities		268 304	297 453	282 768
Current interest-bearing liabilities	3,5	30 000	-	15 000
Accounts payables	5	9	-	27
Income tax payable		(0)	1	8
Intragroup trade payables	5	2 605	2 181	2 657
Other current liabilities		3 564	3 563	3 572
Total current liabilities		36 177	5 745	21 264
Total equity and liabilities		493 901	462 838	478 128

Condensed statement of changes in equity

Unaudited

<i>(EUR 1 000)</i>	01.01-30.06.2023			
	Attributable to shareholders of Explorer II AS			
	Share capital	Share premium	Retained earnings	Total
Equity at beginning of the period	3	105 000	69 093	174 096
Net income	-	-	15 325	15 325
Equity at the close of the period	3	105 000	84 418	189 421

<i>(EUR 1 000)</i>	01.01-31.12.2022			
	Attributable to shareholders of Explorer II AS			
	Share capital	Share premium	Retained earnings	Total
Equity at beginning of the period	3	105 000	41 265	146 268
Net income	-	-	27 828	27 828
Equity at the close of the period	3	105 000	69 093	174 096

Condensed statement of cash flows

Unaudited

<i>(EUR 1 000)</i>	2nd quarter Note	2nd quarter 2022	01.01- 30.06 2023	01.01- 30.06 2022	Full year 2022
Cash flow from operating activities					
Profit/(loss) before income tax	7 978	6 646	15 325	13 371	27 836
<i>Adjustments for:</i>					
Depreciation, amortisation and impairment losses	2 610	2 610	5 220	5 220	10 440
Interest expenses	4 1 824	6 094	4 011	6 094	11 566
Change in working capital	(12 444)	10 191	(19 676)	4 452	(15 757)
Other adjustments	52	74	217	75	109
Net cash flow from (used in) operating activities	20	25 615	5 097	29 212	34 194
Cash flow from investing activities					
Purchase of property, plant, equipment (PPE)	-	10	-	10	10
Change in restricted cash	-	-	-	-	-
Net cash flows from (used in) investing activities	-	10	-	10	10
Cash flow from financing activities					
Proceeds from borrowings	-	-	-	-	-
Repayment of borrowings to financial institutions	-	-	-	-	-
Net change of borrowings to group companies	-	-	-	-	(28 975)
Paid interest and fees	4 -	-	(5 062)	(0)	(5 065)
Net borrowings from other group companies	-	(29 202)	-	(28 975)	-
Net cash flow from (used in) financing activities	-	(29 202)	(5 062)	(28 975)	(34 041)
Net (decrease)/increase in cash, cash equivalents and bank overdrafts	20	(3 577)	35	247	164
Cash and cash equivalents at the beginning of period	2 725	6 370	2 711	2 547	2 547
Cash and cash equivalents at end of period	2 745	2 793	2 745	2 793	2 711

Notes to the condensed financial statements

Note 1 Accounting policies

The interim financial report for Explorer II AS is prepared in accordance with IAS 34 Interim Financial Reporting. The interim financial report does not include all information which will appear in the annual financial report, which is prepared in accordance with all effective IFRS-standards and should therefore be read in connection with the annual report for Explorer II AS for 2022.

The annual report for 2022 for the company can be obtained through a request to the company's main office. The accounting policies applied in the interim financial reporting are described in the note of accounting policies in the annual report for 2022.

In the preparation of the interim financial report, estimates and assumptions have been applied, which has affected assets, liabilities, revenues and costs. Actual figures can deviate from estimates applied.

Note 2 Financial risk management

There are potential risks and uncertainties that can affect the operations of the company. The company main source of income is from Hurtigruten Expeditions Cruise AS, a sister company within the Silk Topco Group. The funding position within Silk Topco Group is sound. The company's financing through the issued bond is at a fixed rate. Any market fluctuations will not affect the financing charge. Information concerning the most important risks and uncertainties is disclosed in the financial review.

Note 3 Interest-bearing liabilities

<i>(EUR 1 000)</i>	30.6. 2023	30.6. 2022	31.12. 2022
Non-current interest-bearing liabilities			
Bond	268 303	297 232	282 768
Interest-bearing liabilities to group companies	-	221	-
Total	268 303	297 453	282 768
Current interest bearing debt			
Collateralized borrowings	30 000	-	15 000
Total	30 000	-	15 000
Total interest-bearing liabilities	298 303	297 453	297 768

The interest-bearing liabilities in the company is classified as financial liabilities measured at amortised cost.

During Q1 23 a EUR11million revolving credit facility was made available to Explorer II AS from Hurtigruten Group AS. The Facility is available for utilisation by Explorer II AS on a revolving basis. As of Q2 23 the facility was undrawn. The facility is included in the definition of available liquidity under the Minimum Liquidity covenant.

Maturity profile in nominal value

The below maturity schedule reflects the borrowings at nominal values.

<i>(EUR 1 000)</i>	30.6. 2023	30.6. 2022	31.12. 2022
Less than one year	30 000	-	15 000
Year 2 and 3	270 000	300 000	285 000
Year 4 and 5	-	-	-
More than 5 years	-	221	-
Total	300 000	300 221	300 000
Unamortised transaction cost	(1 696)	(2 768)	(2 232)
Total carrying value in balance sheet	298 304	297 453	297 768

Note 4 Net financial items

<i>(EUR 1000)</i>	2nd quarter 2023	2nd quarter 2022	01.01-30.06 2023	01.01-30.06 2022	Full year 2022
Interest expense and amortized borrowing fees	(1 824)	(3 040)	(4 012)	(6 094)	(11 566)
Financial expenses	(1 824)	(3 040)	(4 012)	(6 094)	(11 566)
Net foreign exchange gains/(losses)	(65)	(79)	(273)	(107)	(231)
Net financial items	(1 889)	(3 119)	(4 284)	(6 200)	(11 797)

Note 5 Financial assets and liabilities at fair value

The following principles have been applied for the subsequent measurement of financial assets and liabilities:

<i>(EUR 1000)</i>	30.6. 2023	30.6. 2022	31.12. 2022
	Amortised Cost (AC)	Amortised Cost (AC)	Amortised Cost (AC)
Assets as per balance sheet			
Current intragroup receivables and other receivables	140 928	99 376	119 968
Cash and cash equivalents	2 745	2 793	2 711
Total	143 672	102 169	122 679
Liabilities as per balance sheet			
Non-current interest-bearing liabilities	268 303	297 232	282 768
Non-current interest-bearing liabilities to Group companies	0	221	0
Current interest-bearing liabilities	30 000	-	15 000
Trade payables and other short term payables	2 614	2 181	2 684
Total	300 917	299 634	300 452

The carrying values for the financial assets and liabilities have been assessed and do not differ materially from fair value, except for the non-current interest-bearing liabilities (bond). Fair value of the bond as of 30 June 2023 was EUR 277.62 million (EUR 251.55 million as of 31 December 2022).

Note 7 Events after the reporting period

No events of significance have occurred after the reporting period.

Responsibility Statement

We confirm that, to the best of our knowledge, the condensed interim financial statements for the first half of 2023, which have been prepared in accordance with IFRS as adopted by the European Union, and *IAS 34 Interim Financial Reporting*, give a true and fair view of the Company's assets, liabilities, financial position and results of operations. To the best of our knowledge, the interim report for the first half of 2023 includes a fair review of important events that have occurred during the period and their impact on the condensed financial statements and the principal risks and uncertainties for the remaining half of 2023.

Oslo, 28 August 2023

The Board of Directors of Explorer II AS



Asta Sofie Lassesen

Chairman



James Stewart McArthur

Board member