



GOLDEN OCEAN™

RESULTS Q4 - 2020

February 18, 2021

FORWARD LOOKING STATEMENTS



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Matters discussed in this earnings report may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements, which 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. The Company desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. Words such as "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "projects," "likely," "will," "would," "could," "seeks," "potential," "continue," "contemplate," "possible," "might," "forecasts," "may," "should" and similar expressions or phrases may identify forward-looking statements. The forward-looking statements in this 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 the Company's records and other data available from third parties. Although the Company believes 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 the Company's control, the Company cannot assure you that it will achieve or accomplish these expectations, beliefs or projections. The information set forth herein speaks only as of the date hereof, and the Company disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication.

In addition to these important factors and matters discussed elsewhere herein, important factors that, in the Company's view, could cause actual results to differ materially from those discussed in the forward-looking statements include, among other things, the strength of world economies, fluctuations in currencies and interest rates, general market conditions, including fluctuations in charter hire rates and vessel values, changes in demand in the dry bulk market, the length and severity of the COVID-19 outbreak, the impact of public health threats and outbreaks of other highly communicable diseases, changes in the Company's operating expenses, including bunker prices, drydocking and insurance costs, the market for the Company's vessels, availability of financing and refinancing, the impact of the expected discontinuance of LIBOR after 2021 on interest rates of the Company's debt that reference LIBOR, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, political events or acts by terrorists, and other important factors described from time to time in the reports filed by the Company with the U.S. Securities and Exchange Commission, including the Company's most recently filed Annual Report on Form 20-F for the year ended December 31, 2019.



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COMPANY UPDATE

HIGHLIGHTS

- Adjusted **EBITDA** in the fourth quarter of 2020 was **\$59.3 million**, compared with \$76.7 million in the third quarter of 2020
- The Company reports **net income of \$25.4 million** and earnings per share of \$0.18 for the fourth quarter of 2020, compared with net loss of \$39.1 million and earnings per share of \$0.27 for the third quarter of 2020
- **Signed the Neptune Declaration** of Seafarer Wellbeing and Crew Change
- Entered into an **agreement in December 2020 to sell Golden Shea (2007)**, a Panamax vessel for \$9.6 million to an unrelated third party
- Entered into an **agreement in January 2021 to sell Golden Saguenay (2008)**, a Panamax vessel, for \$8.4 million to an unrelated third party
- In February 2021, entered into a **Heads of Agreement to acquire 18 modern dry bulk vessels** for a total consideration of \$752 million
- **Reported TCE rates for Capesize and Panamax/Ultramax vessels** of \$18,214 per day and \$12,586 per day, respectively, in the fourth quarter of 2020
- **Estimated TCE rates for the first quarter of 2021** calculated on a load-to-discharge basis and inclusive of charter coverage are:
 - approximately \$18,820 per day contracted for 60% of the available days for Capesize vessels
 - approximately \$13,120 per day contracted for 77% of the available days for Panamax vessels

We expect the spot TCEs for the full first quarter of 2021 to be lower than the TCEs currently contracted, due to the impact of ballast days at the end of the first quarter of 2021 as well as current weaker rates.



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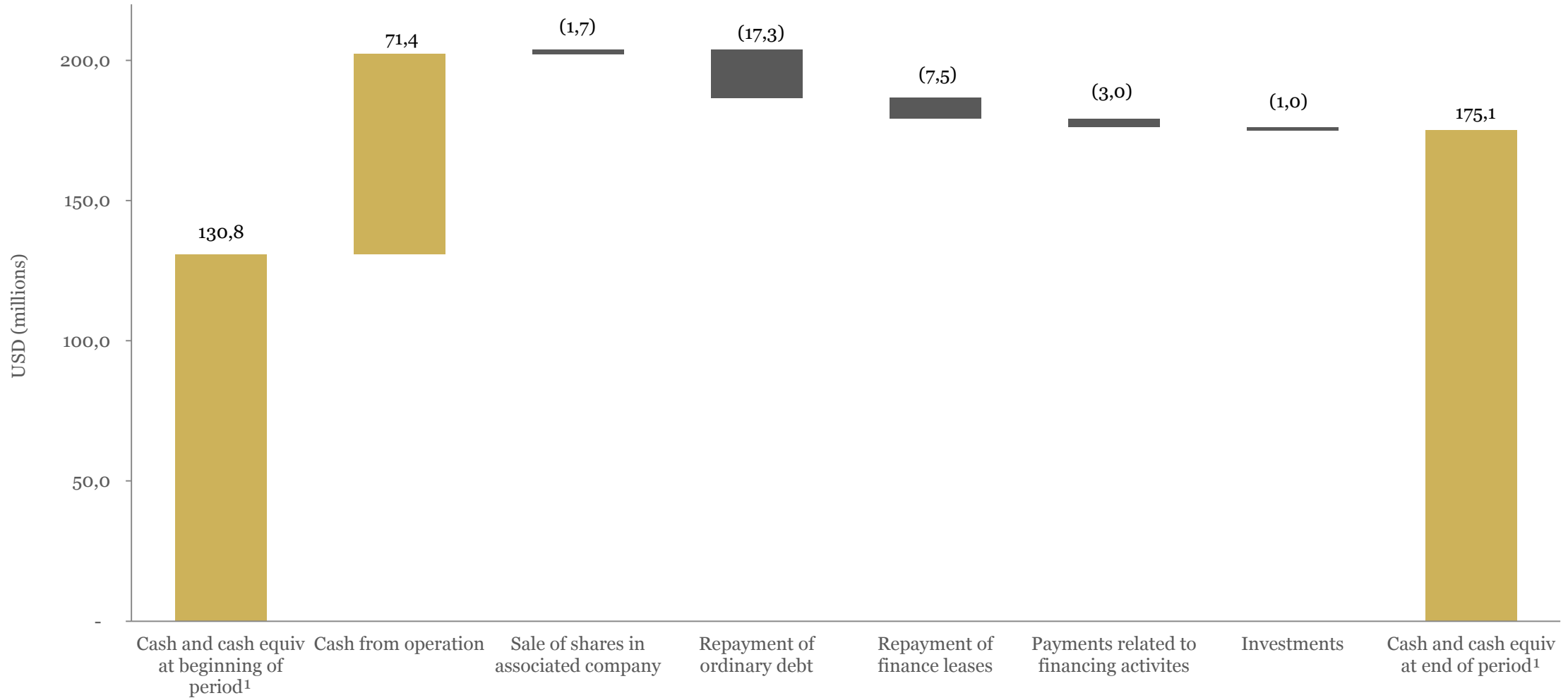
PROFIT & LOSS



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(in thousands of \$)	Q4 2020	Q3 2020	Quarterly Variance
Operating revenues and other operating income / expenses	168,001	186,892	(18,891)
Voyage expenses	(42,904)	(43,935)	1,031
Net revenues	125,097	142,957	(17,860)
Ship operating expenses	(47,632)	(43,444)	(4,188)
Administrative expenses	(4,024)	(3,103)	(921)
Charter hire expenses	(17,130)	(20,443)	3,313
Depreciation	(27,592)	(27,631)	39
Impairment loss on vessels	(721)	-	(721)
Net operating expenses	(97,099)	(94,621)	(2,478)
Net operating income (loss)	27,998	48,336	(20,338)
Net financial expenses	(9,352)	(9,805)	453
Derivatives and other financial income (loss)	6,735	570	6,165
Net income before taxation (loss)	25,381	39,101	(13,720)
Income Tax expense	11	40	(29)
Net income (loss)	25,370	39,061	(13,691)
Earnings (loss) per share: basic and diluted	\$0.18	\$0.27	(\$0.09)
Adjusted EBITDA	59,328	76,742	(17,414)
TCE per day	15,893	17,912	(2,019)

CASH FLOW – Q4 2020



1) INCLUDES RESTRICTED CASH

BALANCE SHEET



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(in thousands of \$)	Q4 2020	Q3 2020	Quarterly Variance
ASSETS			
Short term			
Cash and cash equivalents (incl. restricted cash)	175,102	130,826	44,276
Other current assets	109,427	120,696	(11,269)
Long term			
Vessels and equipment, net (incl. Held for Sale)	2,277,190	2,300,566	(23,376)
Leases, right of use of assets	136,219	141,609	(5,390)
Other long term assets	23,129	23,796	(667)
Total assets	2,721,067	2,717,493	3,574
LIABILITIES AND EQUITY			
Short term			
Current portion of long-term debt	87,831	83,158	4,673
Current portion of finance lease obligations	23,475	23,117	358
Current portion of operating leases obligations	16,783	14,852	1,931
Other current liabilities	113,586	107,149	6,437
Long term			
Long-term debt	957,652	981,762	(24,110)
Non-current portion of finance lease obligations	127,730	133,679	(5,949)
Non-current portion of operating lease obligations	25,254	30,691	(5,437)
Equity	1,368,756	1,343,085	25,671
Total liabilities and equity	2,721,067	2,717,493	3,574



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MARKET REVIEW & OUTLOOK

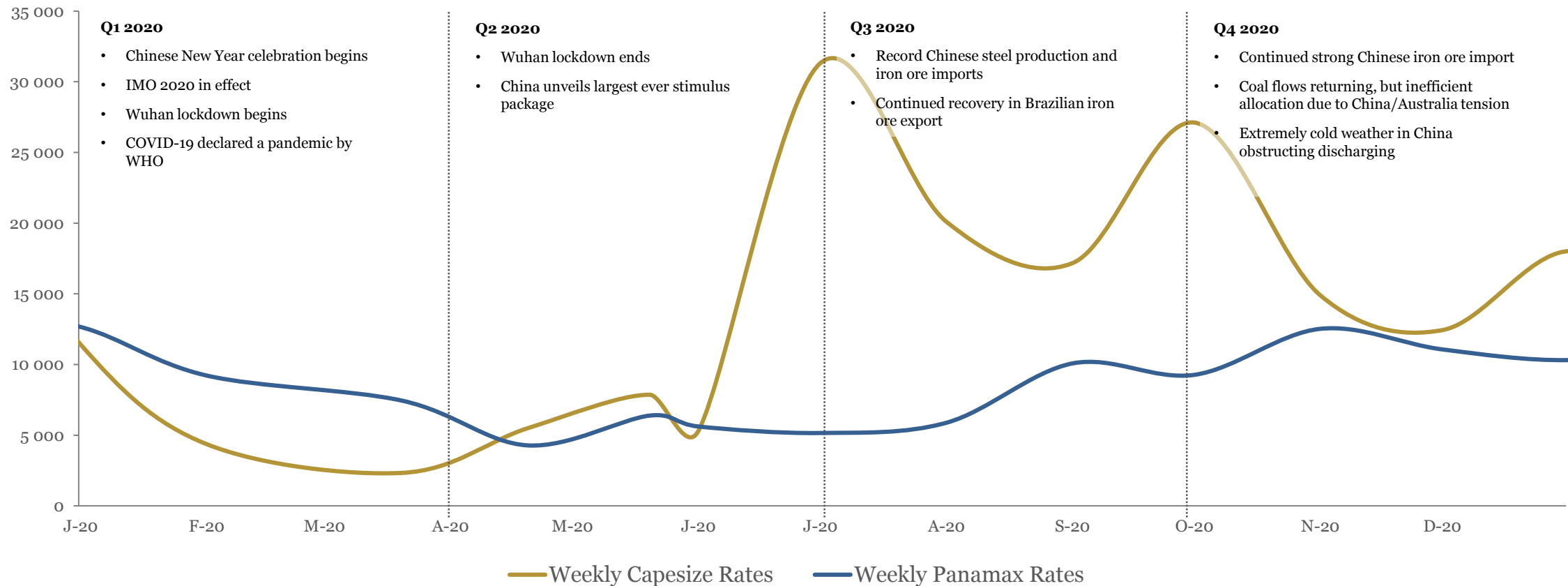
Q4 MARKET DEVELOPMENTS



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The strong rebound in rates at the end of the second quarter led by resumption in demand from China continued into the third quarter

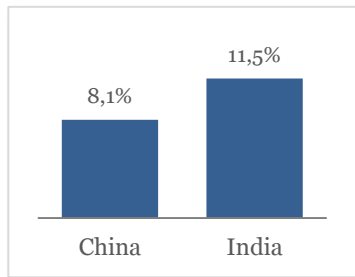
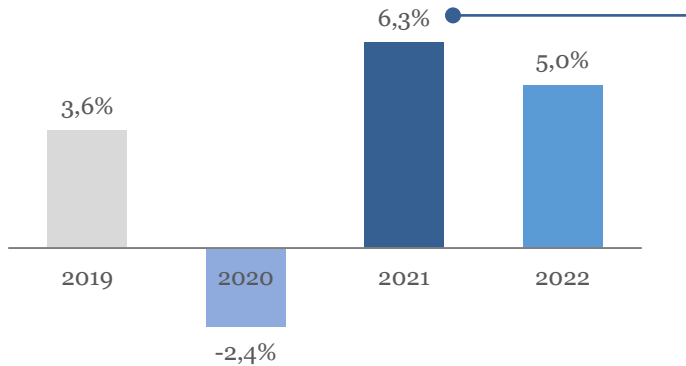
WEEKLY DRY BULK SHIPPING RATES – LAST 12 MONTHS



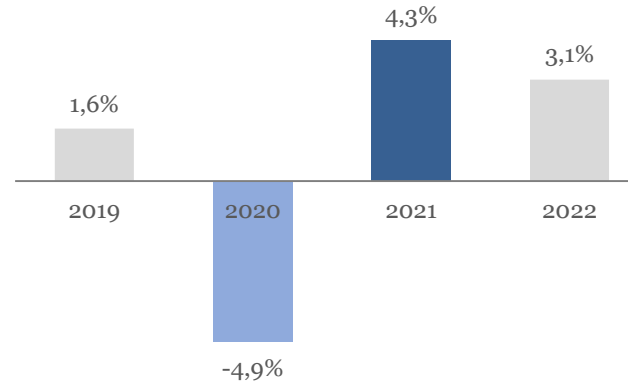
DEMAND TO REBOUND STRONGLY IN 2021

Rebound in global GDP growth for 2021 led by strong growth in China and India – the two largest importers of dry bulk commodities

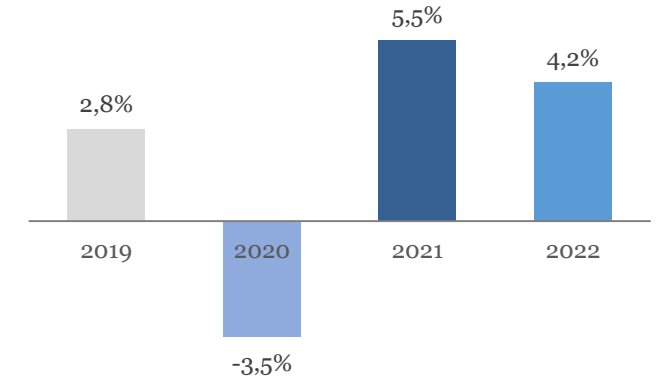
EMERGING ECONOMIES



ADVANCED ECONOMIES



GLOBAL ECONOMY

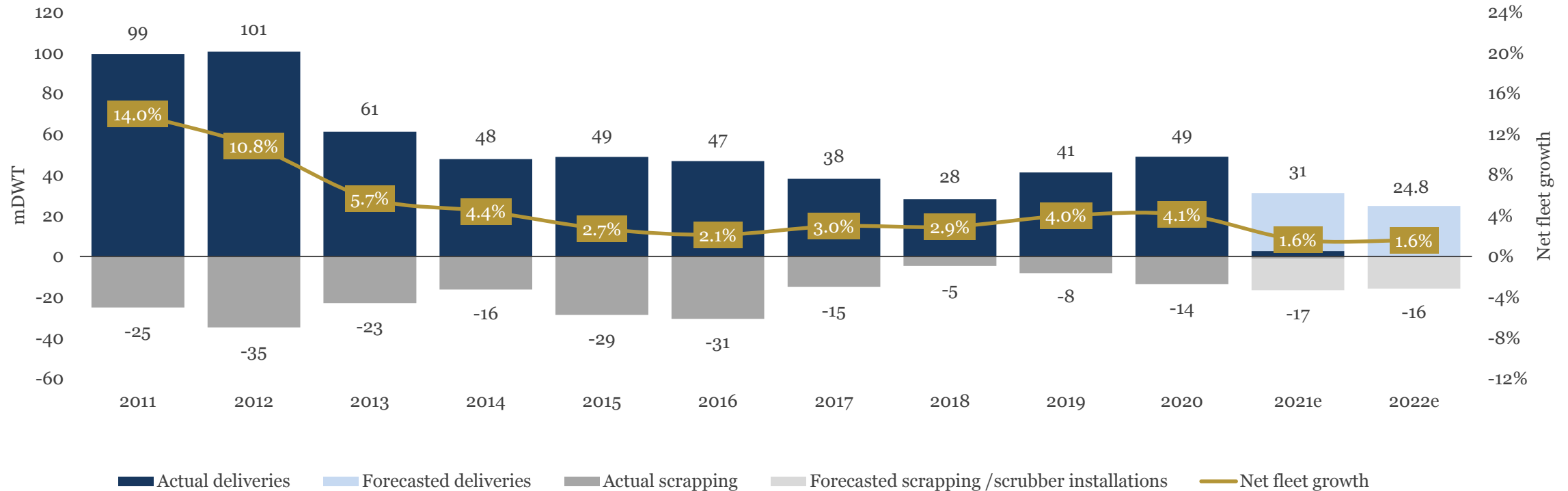


Global recovery backed by unprecedented global stimulus expected to be led by China and India and to boost demand for dry bulk transportation (*primarily iron ore and coal*).

DRY BULK NET GROWTH NEAR TO THE GROUND

Based on the current orderbook, as well as scrapping estimates¹ and ordering assumptions, estimated dry bulk net fleet growth is 1.6% and 1.6% in 2021 and 2022, respectively

ESTIMATED NET FLEET GROWTH OF ~1.6% in 2021 AND 2022 – the lowest in 30 years



SOURCE: ARCTIC SECURITIES RESEARCH; SEA-WEB
 1) 50% OF VESSELS TURNING 20, VESSELS TURNING 25 AND 30 YEARS SCRAPPED

FURTHER IMPROVEMENT IN UTILIZATION



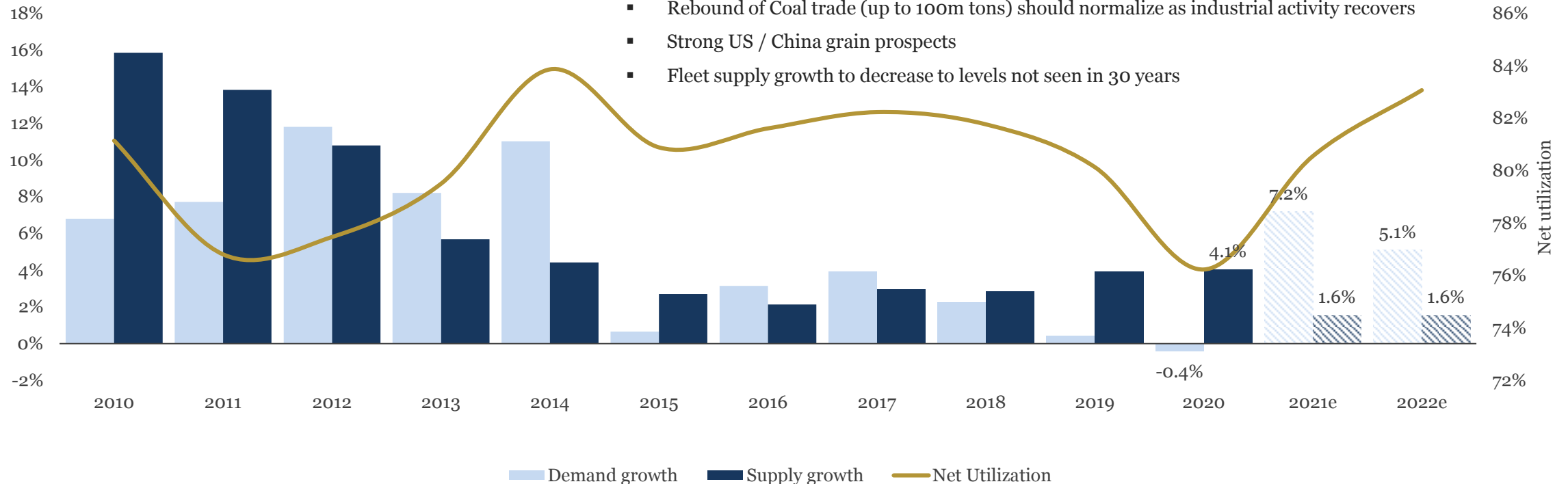
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Further increase in utilization going forward, based on slippage, as well as slow-steaming and scrapping potential of older vessels

SUPPLY/DEMAND MARKET BALANCE

Key Market Drivers

- GDP growth rebounding, led by strong growth from China/India, but also rest of the World
- Expected high commodity prices (an important barometer of demand for bulk materials)
- Increasing iron ore supply from Brazil (to benefit tonne-mile demand, particularly for Capesize)
- Rebound of Coal trade (up to 100m tons) should normalize as industrial activity recovers
- Strong US / China grain prospects
- Fleet supply growth to decrease to levels not seen in 30 years



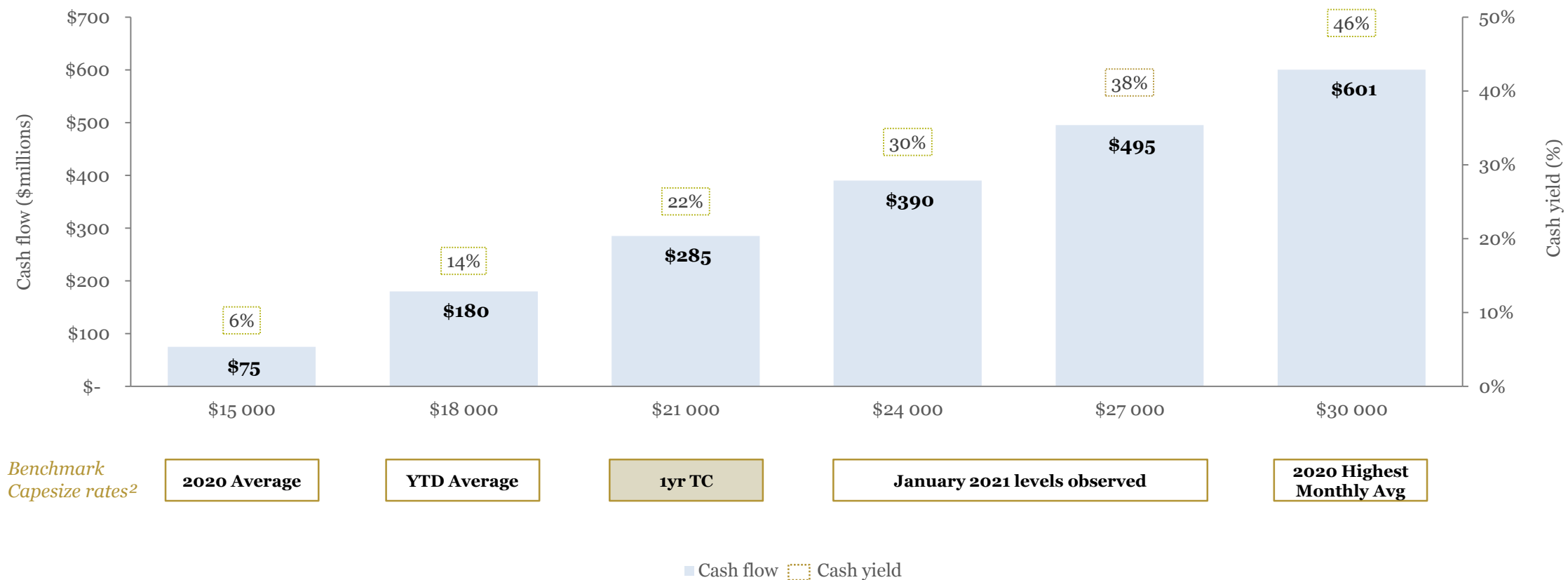
STRONG CASH FLOW POTENTIAL



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Accretive acquisition strengthens dividend potential

PRO-FORMA ANNUALIZED CASH FLOW SENSITIVITY ANALYSIS¹



Benchmark Capesize rates²

2020 Average	YTD Average	1yr TC	January 2021 levels observed	2020 Highest Monthly Avg
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SOURCE: CLARKSONS

1) CASH FLOW GENERATION CALCULATED BASED ON CASH BREAK EVEN RATES SUBTRACTED FROM X-AXIS TCE RATES; RATES NOT ADJUSTED FOR NEWCASTLEMAX AND KAMSARMAX PREMIUMS OF 130% AND 123%, RESPECTIVELY, TO BENCHMARKS OR TAKING INTO ACCOUNT SCRUBBER PREMIUMS

2) HISTORICAL FIGURED FOR SCRUBBER-FITTED CAPE-SIZE BULKER

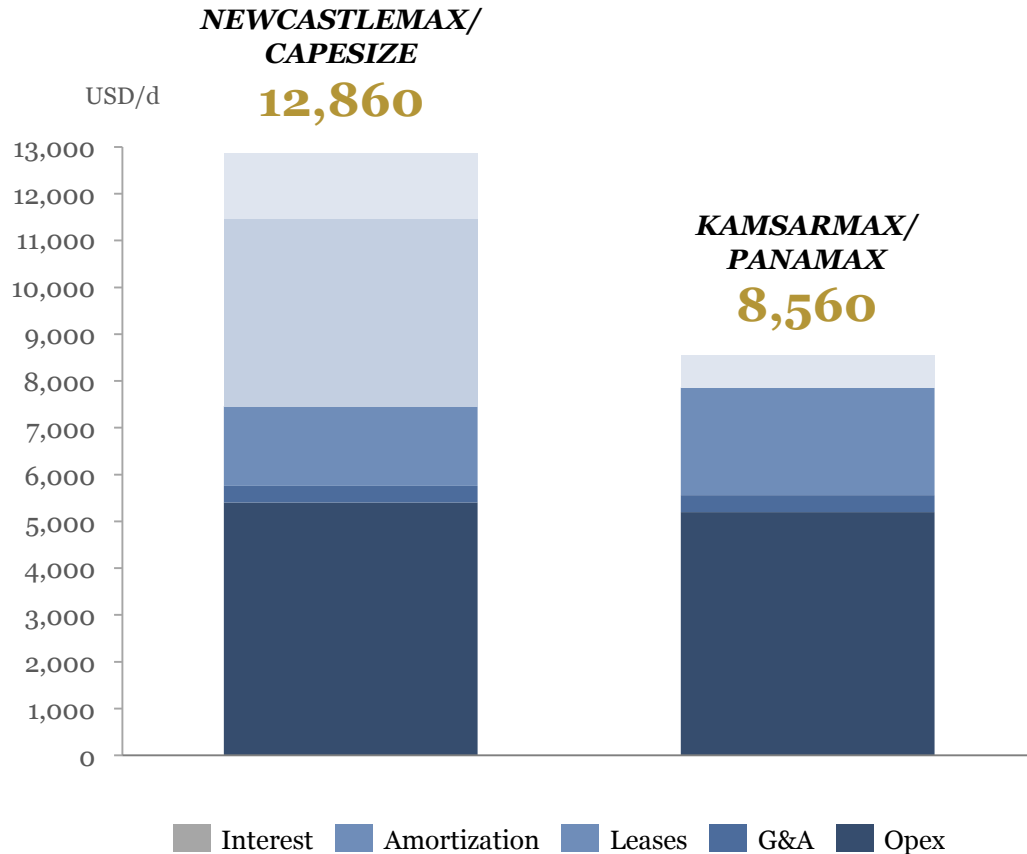
INDUSTRY LOW CASH BREAK-EVEN



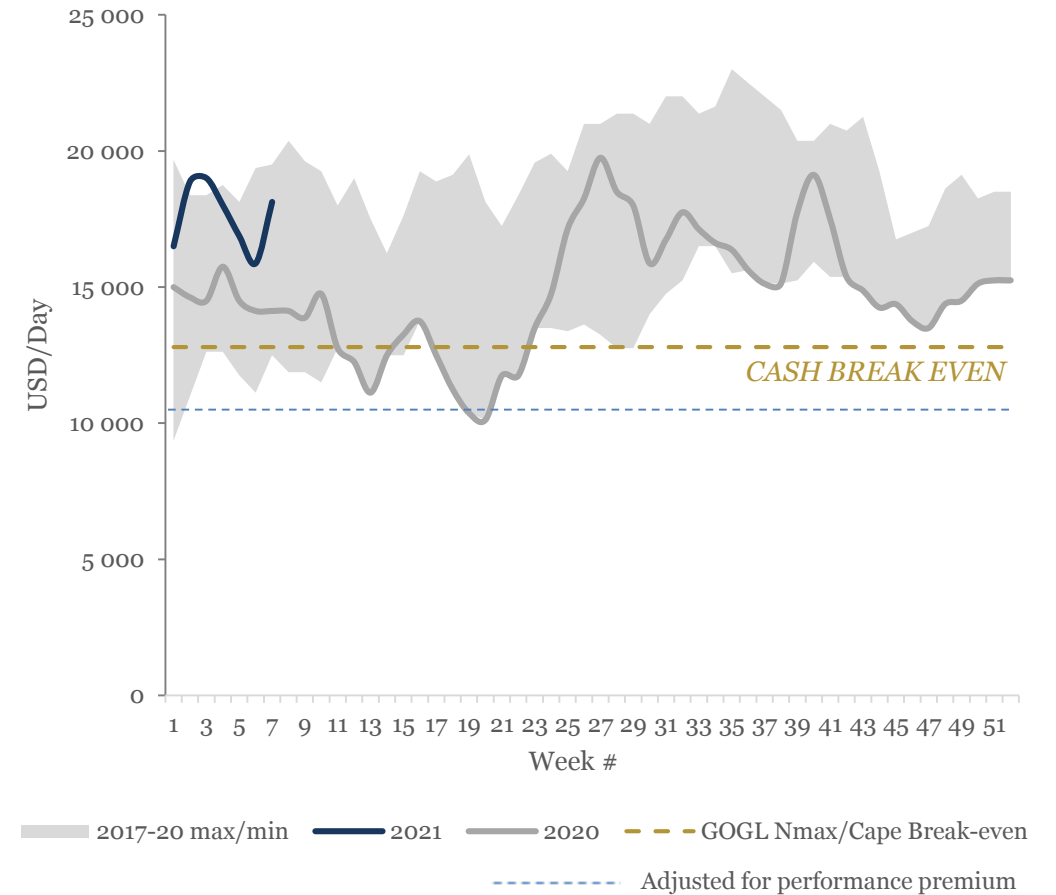
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Achieved through well timed acquisitions, economies of scale and access to competitive financing

POST TRANSACTION CASH BREAK EVEN



CAPEXSIZE 1YR TC RATES (USD/DAY)





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ACQUISITION OF 18 MODERN VESSELS WITH SCRUBBERS

TRANSACTION HIGHLIGHTS



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Significantly increasing exposure to booming commodity market at turning point in the cycle

Unique time to acquire quality assets

- ✓ Acquisition of **10x 2019-21 built Newcastlemaxes** and **8x 2020-21 built Kamsarmaxes** for USD 752 million en bloc
- ✓ Purchase at low point in cycle with **attractive financing attached**
- ✓ Increase operational leverage in **segment with most upside** on continued market strengthening
- ✓ All acquisition vessels are **scrubber fitted** and **four vessels with Ice-Class**

Fundamentals in place for prolonged market upturn

- ✓ **Commodity super cycle** will continue to drive dry bulk demand
- ✓ **Lowest fleet growth last 30 years** and **lowest orderbook last 20 years**
- ✓ Non-reversible, structural change **limit financing options effectively ending speculative ordering**
- ✓ Strong momentum building with 1yr TC Capesize **rates 27% higher than average 2015-2020**

Improving earnings power and commitment to dividends

- ✓ Vessels on the water **immediately able to capitalize on strong market**
- ✓ Attached financing **enables swift execution** of transaction
- ✓ **Strong balance sheet** enabling **dividend policy** to signal commitment to return capital to shareholders
- ✓ Low cash break even ensuring post acquisition **cash yield of 22%** at 1yr TC Capesize rates

Cementing position as the leading large-size dry owner

- ✓ Increasing fleet size to **96 vessels** (+23%) and pushing market cap above **USD 1.3 billion** (+35%)
- ✓ Reducing average fleet age from 7.4 to 6.0 years further **improves fuel efficiency and lowers emissions**
- ✓ New digitalization initiatives and **industry low opex and SG&A**
- ✓ Commitment to ESG to **enhance transparency and lower environmental impact** over time

ACQUISITION OF 18x VESSELS AT LOW POINT IN CYCLE



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High quality fleet with favorable financing attached enabling swift execution

TARGET FLEET – 18X NEWCASTLEMAX AND KAMSARMAX

	Vessel Type	Vessel name	Built	Dwt	Yard	Ice-Class	Scrubber	Performance vs. index	Purchase Price (USDm)	
1	Newcastlemax	Golden Coral	2019.7	208 000	NTS		✓			
2	Newcastlemax	Golden Champion	2019.9	208 000	NTS		✓			
3	Newcastlemax	Golden Comfort	2020.1	208 000	NTS		✓			
4	Newcastlemax	Golden Courage	2020.1	208 000	NTS		✓			
5	Newcastlemax	Golden Confidence	2020.6	208 000	NTS		✓	130% + Scrubber premium	USD 520m en bloc	
6	Newcastlemax	Golden Competence	2020.6	208 000	NTS		✓			
7	Newcastlemax	Golden Skies	2020.6	210 000	Bohai		✓		50-53m per vessel	
8	Newcastlemax	Golden Spirit	2020.6	210 000	Bohai		✓			
9	Newcastlemax	Golden Saint	2020.4	210 000	Bohai		✓			
10	Newcastlemax	Golden Spray	2021.6	210 000	Bohai		✓			
2,080,000										
11	Kamsarmax	Golden Fortune	2020.1	81 600	Dalian		✓			
12	Kamsarmax	Golden Forward	2020.6	81 600	Dalian		✓			
13	Kamsarmax	Golden Friend	2020.7	81 600	Dalian		✓	123% + Scrubber premium	USD 232m en bloc	
14	Kamsarmax	Golden Fellow	2020.8	81 600	Dalian		✓			
15	Kamsarmax	Golden Frost	2020.10	81 600	Dalian	✓	✓			
16	Kamsarmax	Golden Freeze	2021.1	81 600	Dalian	✓	✓	+ Ice-class premium	28-31m per vessel	
17	Kamsarmax	Golden Fast	2021.4	81 600	Dalian	✓	✓			
18	Kamsarmax	Golden Furious	2021.4	81 600	Dalian	✓	✓			
652,800										
Total									2,732,800	752

SOURCES AND USES

Sources	USDm	Uses	USDm
Equity private placement	338	Acquisition of 18x Vessels	752
Financing	414		
Total	752	Total	752

Competitive Financing adds flexibility

- The vessels will be purchased using cash proceeds from the equity raise and attractive financing from Affiliate of Hemen
- Attractive terms with 2.35% margin¹, 17 year profile and 18 month tenor
- Enables swift execution of deal and give company time to secure the most attractive commercial bank financing possible

HIGHLY ATTRACTIVE ENTRY POINT

Combination of low newbuild price and near-record discount to asset resembles trough in 2016



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CAPE-SIZE VESSEL PRICES (USDm)



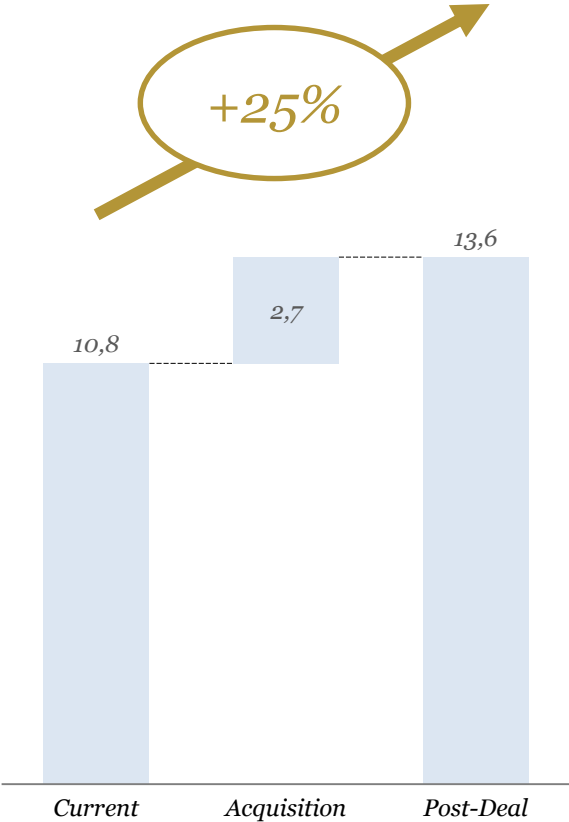
TRANSFORMATIONAL ACQUISITION



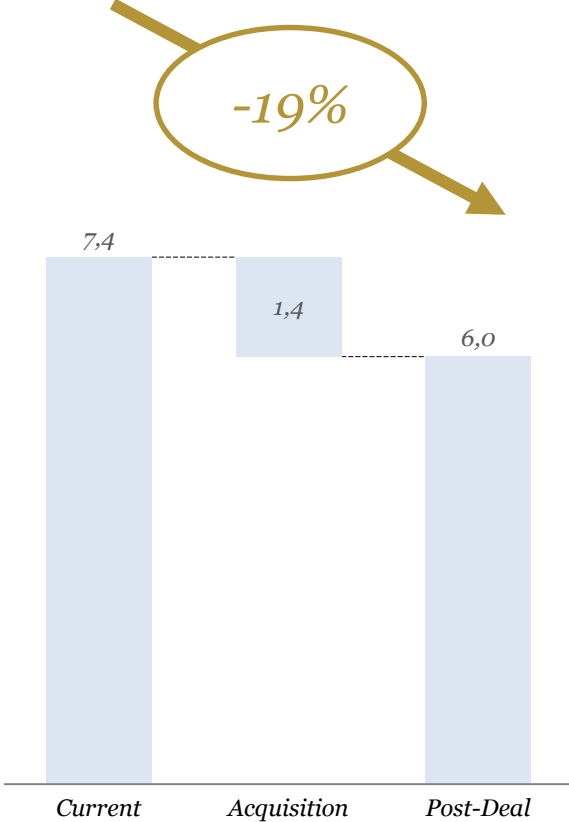
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Significantly increasing size and reducing fleet age at low point in cycle

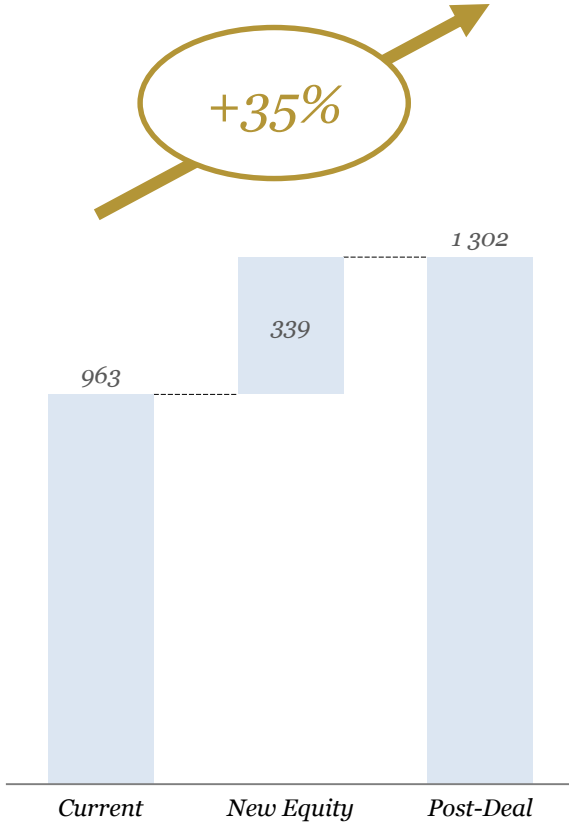
Fleet size (Million dwt)



Average age (years)



Market cap (USDm)



NOTE: MARKET CAPITALIZATION BASED ON CLOSING PRICE AS OF FEBRUARY 16, 2021

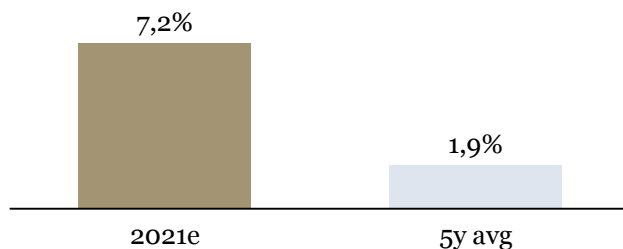


STARS ARE ALIGNED – STRONGER FOR LONGER

Fundamentals in place for prolonged market upturn

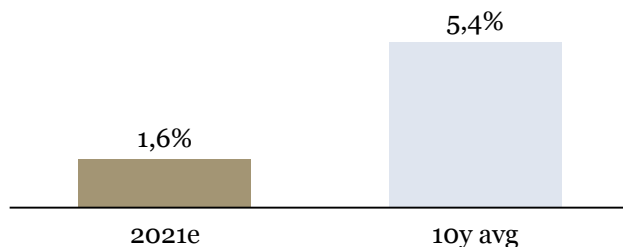
UNIQUE SITUATION WITH ALL KEY FACTORS FOR A BULL MARKET RUN PRESENT

Demand growth



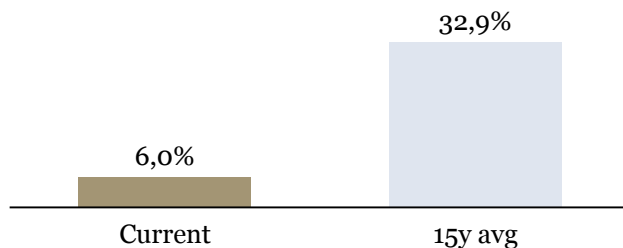
- ✓ Increasing commodity prices continue to push **relative freight cost down**
- ✓ **Strong economic growth** prospects following market rebound
- ✓ **The start of a commodity super cycle**

Net fleet growth



- ✓ **Substantial scrapping** due to high scrap prices and aging fleet
- ✓ **Lowest fleet growth seen over last 30 years**

Orderbook as % of fleet



- ✓ **Lack of financing** shut down speculative ordering activity
- ✓ **Non-reversible, structural change** driven by banking regulations



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QUESTIONS & ANSWERS

THANK YOU FOR YOUR ATTENTION!



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