

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

FORM 20-F

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, 2025

---

OR

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

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 .....

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

Commission file number

001-32199

**SFL Corporation Ltd.**

---

(Exact name of Registrant as specified in its charter)

---

(Translation of Registrant's name into English)

Bermuda

---

(Jurisdiction of incorporation or organization)

Par-la-Ville Place 14 Par-la-Ville Road Hamilton HM 08 Bermuda

---

(Address of principal executive offices)

James Ayers

---

Par-la-Ville Place 14 Par-la-Ville Road Hamilton HM 08 Bermuda

Tel: +1 (441) 295-9500 Fax: +1 (441) 295-3494

---

(Name, Telephone, Email and/or Facsimile number 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

Name of each exchange on which registered

Common Shares, \$0.01 Par Value

SFL

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.

144,562,927 Common Shares, \$0.01 Par Value

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

Yes  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  No

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.

Yes  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 during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  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 definition 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† provided pursuant to Section 13(a) of the Exchange Act.

† 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

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:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

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

## INDEX TO REPORT ON FORM 20-F

	<b><u>PART I</u></b>	<b>PAGE</b>
<u>ITEM 1.</u>	<u>IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>	<u>1</u>
<u>ITEM 2.</u>	<u>OFFER STATISTICS AND EXPECTED TIMETABLE</u>	<u>1</u>
<u>ITEM 3.</u>	<u>KEY INFORMATION</u>	<u>1</u>
<u>ITEM 4.</u>	<u>INFORMATION ON THE COMPANY</u>	<u>29</u>
<u>ITEM 4A.</u>	<u>UNRESOLVED STAFF COMMENTS</u>	<u>47</u>
<u>ITEM 5.</u>	<u>OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>	<u>48</u>
<u>ITEM 6.</u>	<u>DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>	<u>65</u>
<u>ITEM 7.</u>	<u>MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u>	<u>71</u>
<u>ITEM 8.</u>	<u>FINANCIAL INFORMATION</u>	<u>72</u>
<u>ITEM 9.</u>	<u>THE OFFER AND LISTING</u>	<u>73</u>
<u>ITEM 10.</u>	<u>ADDITIONAL INFORMATION</u>	<u>73</u>
<u>ITEM 11.</u>	<u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	<u>84</u>
<u>ITEM 12.</u>	<u>DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	<u>85</u>
 <b><u>PART II</u></b>  		
<u>ITEM 13.</u>	<u>DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>	<u>86</u>
<u>ITEM 14.</u>	<u>MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u>	<u>86</u>
<u>ITEM 15.</u>	<u>CONTROLS AND PROCEDURES</u>	<u>86</u>
<u>ITEM 16</u>	<u>[RESERVED]</u>	<u>87</u>
<u>ITEM 16A.</u>	<u>AUDIT COMMITTEE FINANCIAL EXPERT</u>	<u>87</u>
<u>ITEM 16B.</u>	<u>CODE OF ETHICS</u>	<u>87</u>
<u>ITEM 16C.</u>	<u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	<u>87</u>
<u>ITEM 16D.</u>	<u>EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u>	<u>88</u>
<u>ITEM 16E.</u>	<u>PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u>	<u>88</u>
<u>ITEM 16F.</u>	<u>CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</u>	<u>89</u>
<u>ITEM 16G.</u>	<u>CORPORATE GOVERNANCE</u>	<u>89</u>
<u>ITEM 16H.</u>	<u>MINE SAFETY DISCLOSURE</u>	<u>91</u>
<u>ITEM 16I.</u>	<u>DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS</u>	<u>91</u>
<u>ITEM 16J</u>	<u>INSIDER TRADING POLICIES</u>	<u>91</u>
<u>ITEM 16K</u>	<u>CYBERSECURITY</u>	<u>91</u>
 <b><u>PART III</u></b>  		
<u>ITEM 17.</u>	<u>FINANCIAL STATEMENTS</u>	<u>93</u>
<u>ITEM 18.</u>	<u>FINANCIAL STATEMENTS</u>	<u>93</u>
<u>ITEM 19.</u>	<u>EXHIBITS</u>	<u>94</u>

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Matters discussed in this annual report and the documents incorporated by reference may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include, but are not limited to, statements concerning plans, objectives, goals, strategies, future events or performance, underlying assumptions and other statements, which are other than statements of historical facts.

These statements reflect the Company's current views with respect to future events and financial performance and are not intended to give any assurance as to future results. When used in this document, the words "believe," "anticipate," "intend," "estimate," "forecast," "project," "plan," "potential," "will," "may," "should," "expect," "targets," "likely," "would," "could" "seeks," "continue," "possible," "might," "pending" and similar expressions, terms or phrases may identify forward-looking statements.

The forward-looking statements herein 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 its control, the Company cannot assure you that it will achieve or accomplish these expectations, beliefs or projections.

Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. The Company is making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated. 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, but are not limited to:

- the strength of world economies and currencies;
- inflationary pressures and central bank policies intended to combat overall inflation and rising interest rates and foreign exchange rates;
- the Company's ability to generate cash to service its indebtedness;
- the Company's ability to continue to satisfy its financial and other covenants, or obtain waivers relating to such covenants from its lenders under its credit facilities;
- the availability of financing and refinancing, as well as the Company's ability to obtain such financing or refinancing in the future to fund capital expenditures, acquisitions and other general corporate activities and the Company's ability to comply with the restrictions and other covenants in its financing arrangements;
- the Company's counterparties' ability or willingness to honor their obligations under agreements with it;
- general market conditions in the seaborne transportation industry, which is cyclical and volatile, including fluctuations in charter hire rates and vessel values;
- prolonged or significant downturns in the tanker, dry-bulk carrier, container, car carrier and/or offshore drilling charter markets;
- the volatility of oil and gas prices, which effects, among other things, several sectors of the maritime, shipping and offshore industries, including oil transportation, dry bulk shipments, oil products transportation, car transportation and drilling rigs;
- a decrease in the value of the market values of the Company's vessels and drilling rigs;
- an oversupply of vessels, including drilling rigs, which could lead to reductions in charter hire rates and profitability;
- any inability to retain and recruit qualified key executives, key employees, key consultants or skilled workers;
- the potential difference in interests between or among certain of the Company's directors, officers, key executives and shareholders, including Hemen Holding Limited, or Hemen, our largest shareholder;
- the risks associated with the purchase of second-hand vessels;
- the aging of the Company's fleet which could result in increased operating costs, impairment or loss of hire;
- the adequacy of insurance coverage for inherent operational risks, and the Company's ability to obtain indemnities from customers, changes in laws, treaties or regulations;
- changes in supply and generally the number, size and form of providers of goods and services in the markets in which the Company operates;

- the supply of and demand for oil and oil products and vessels, including drilling rigs, comparable to ours, including against the background of the possibility of accelerated climate change transition worldwide, including shifts in consumer demand for other energy resources could have an accelerated negative effect on the demand for oil and thus its transportation and drilling;
- changes in market demand in countries which import commodities and finished goods and changes in the amount and location of the production of those commodities and finished goods and resulting changes to trade patterns;
- delays or defaults by the shipyards in the construction of our newbuildings;
- technological innovation in the sectors in which we operate and quality and efficiency requirements from customers;
- technology risk associated with energy transition and fleet/systems rejuvenation to alternative propulsions;
- risks associated with potential cybersecurity or other privacy threats and data security breaches;
- our ability to comply with, and the expected cost of, governmental regulations and maritime self-regulatory organization standards, including new environmental regulations and standards, as well as standard regulations imposed by our charterers applicable to our business;
- governmental laws and regulations, including environmental regulations, that add to our costs or the costs of our customers;
- potential liability from safety, environmental, governmental and other requirements and potential significant additional expenditures related to complying with such regulations;
- the impact of increasing scrutiny and changing expectations from investors, lenders, charterers and other market participants with respect to our Environmental, Social and Governance, or ESG, practices;
- increased inspection procedures and more restrictive import and export controls;
- the imposition of sanctions by the Office of Foreign Assets Control of the Department of the U.S. Treasury or pursuant to other applicable laws or regulations imposed by the U.S. government, the European Union, the United Nations or other governments against the Company or any of its subsidiaries;
- compliance with governmental, tax, environmental and safety regulation, any non-compliance with the U.S. Foreign Corrupt Practices Act of 1977 or other applicable regulations relating to bribery;
- changes in the Company's operating expenses, including bunker prices, drydocking and insurance costs;
- fluctuations in currencies and interest rates such as Norwegian Inter-Bank Offer Rate, or NIBOR, and Secured Overnight Financing Rate, or SOFR;
- the impact that any discontinuance, modification or other reform or the establishment of alternative reference rates may have on our floating interest rate debt instruments;
- the volatility of prevailing spot market charter rates, which effects the amount of profit sharing payment the Company receives under our charters;
- the volatility of the price of the Company's common shares;
- changes in the Company's dividend policy;
- the future sale of the Company's common shares;
- the failure to protect the Company's information security management system against security breaches, or the failure or unavailability of these systems for a significant period of time;
- the entrance into transactions that expose the Company to additional risk outside of its core business;
- difficulty managing planned growth properly;
- the Company's incorporation under the laws of Bermuda and the different rights to relief that may be available compared to other countries, including the United States;
- the Company potentially becoming subject to corporate income tax in Bermuda in the future;
- shareholders' reliance on the Company to enforce the Company's rights against contract counterparties;
- dependence on the ability of the Company's subsidiaries to distribute funds to satisfy financial obligations and make dividend payments;
- the potential for shareholders to not be able to bring a suit against the Company or enforce a judgment obtained against the Company in the United States;
- treatment of the Company as a "passive foreign investment company" by U.S. tax authorities;
- being required to pay taxes on U.S. source income;
- the Company's operations being subject to economic substance requirements;
- the exercise of a purchase option by the charterer of a vessel;
- potential liability from future litigation, including litigation related to claims raised by public-interest organizations or activism with regard to failure to adapt or mitigate climate impact;
- increased cost of capital or limiting access to funding due to EU Taxonomy or relevant territorial taxonomy regulations;
- the arresting or attachment of one or more of the Company's vessels or rigs by maritime claimants;
- damage to storage, receiving and other shipping inventories' facilities;
- impacts of supply chain disruptions and market volatility

- the impact of restrictions on trade, including the imposition of new tariffs, port fees and other import restrictions by the United States on its trading partners and the imposition of retaliatory tariffs by China and the European Union on the United States, and potential further protectionist measures and/or further retaliatory actions by others, including the imposition of tariffs or penalties on vessels calling in key export or import ports such as the United States, European Union and/or China;
- potential requisition of the Company's vessels or rigs by a government during a period of war or emergency; and
- world events, political instability, international sanctions or international hostilities, including the war between Russia and Ukraine, the Iran conflict and related developments in the Middle East, including vessel attacks in the Strait of Hormuz or the Red Sea, which have resulted in disruptions in international shipping routes, as a result thereof.

This report may contain assumptions, expectations, projections, intentions and beliefs about future events. These statements are intended as forward-looking statements. The Company may also from time to time make forward-looking statements in other documents and reports that are filed with or submitted to the Commission, in other information sent to the Company's security holders, and in other written materials. The Company also cautions that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. The Company undertakes no obligation to publicly update or revise any forward-looking statement contained in this report, whether as a result of new information, future events or otherwise, except as required by law.

## 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

Throughout this report, the "Company", "SFL ", "we", "us" and "our" all refer to SFL Corporation Ltd. and its subsidiaries. We use the term deadweight ton, or dwt, in describing the size of the vessels. Dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, refers to the maximum weight of cargo and supplies that a vessel can carry. We use the term twenty-foot equivalent units, or TEU, in describing container vessels to refer to the number of standard twenty-foot containers that the vessel can carry, and we use the term car equivalent units, or CEU , in describing car carriers to refer to the number of standard cars that the vessel can carry. Unless otherwise indicated, all references to "USD," "US\$" and "\$" in this report are to, and amounts are presented in, U.S. dollars.

#### A. [RESERVED]

#### B. CAPITALIZATION AND INDEBTEDNESS

Not Applicable.

#### C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not Applicable.

#### D. RISK FACTORS

Our assets are primarily engaged in transporting crude oil and oil products, dry bulk and containerized cargoes, freight of rolling cargo, and in offshore drilling and related activities. The risk factors summarized in the Cautionary Statement Regarding Forward Looking Statements and Summary of Risk Factors and detailed below, summarize certain risks that may materially affect our business, financial condition or results of operations. Unless otherwise indicated in this annual report on Form 20-F, all information concerning our business and our assets is as of March 16, 2026.

#### Risk Factors Summary

The principal risks that could adversely affect, or have adversely affected, our Company's business, operation results and financial conditions are categorized and detailed below.

##### – Risk Relating to Our Industry

Our assets operate within a variety of markets that are volatile and unpredictable. Several risk factors including but not limited to our global and local market presence will impact our widespread operations. We are exposed to regulatory, statutory, operational, technical, counterpart, environmental and political risks, and other developments and regulations applicable to us and our industry that may impact and or disrupt our business. Details of specific risks relating to our industry are described below.

## – Risks Relating to our Company

Our Company is subject to a significant number of external and internal risks. We are an entity incorporated in Bermuda with operations in different jurisdictions, markets and industries and, with numerous employees, shareholders, customers and other stakeholders having varying interests, and this broad exposure subjects us to significant risks. We also engage in activities, operations and actions that could result in harm to our Company, and adversely affect our financial performance, position and our business. Details of specific risks relating to our Company are described below.

## – Risk Relating to our Common Shares

Our common shares are subject to a significant number of external and internal risks. The market price of our common shares has historically been unpredictable and volatile. As a holding company, we depend on the ability of our subsidiaries to distribute funds to satisfy our financial and other obligations. As we are a foreign corporation, our shareholders may not have the same rights as a shareholder in a U.S. corporation may have. In addition, our shareholders may not be able to bring suit against us or enforce a judgement obtained in the United States against us since our offices and the majority of our assets are located outside of the United States. Furthermore, sales of our common shares could cause the market price of our common shares to decline. Details of specific risks relating to our common shares are described below.

Some risks are static while other risks may change and will vary depending on global and corporate developments that may occur now or in the future. The risk factors below identify risks relating to our industry, Company and common shares. These risks may not cover all and future applicable risk factors applicable to us.

### **Risks Relating to Our Industry**

***The seaborne transportation industry is cyclical and volatile, and this may lead to reductions in our charter hire rates, vessel values and results of operations.***

The international seaborne transportation industry is both cyclical and volatile in terms of charter hire rates and profitability. The degree of charter hire rate volatility for vessels has varied widely. A worsening of current global economic conditions may cause the charter rates applicable to our vessels to decline and thereby adversely affect our ability to charter or re-charter our vessels and any renewal or replacement charters that we enter into, may not be sufficient to allow us to operate our vessels profitably. Fluctuations in charter hire rates result from changes in the supply of and demand for vessel capacity and changes in the supply of and demand for energy resources, commodities, semi-finished and finished consumer and industrial products internationally carried at sea. If we enter into a charter when charter hire rates are low, our revenues and earnings will be adversely affected. In addition, a decline in charter hire rates is likely to cause the market value of our vessels to decline. We cannot assure you that we will be able to successfully charter our vessels in the future or renew our existing charters at rates sufficient to allow us to operate our business profitably, meet our obligations or pay dividends to our shareholders. Additionally, the supply of vessels generally increases with deliveries of new vessels and decreases with the recycling of older vessels, conversion of vessels to other uses, such as floating production and storage facilities, and loss of tonnage as a result of casualties. An over-supply of vessel capacity, combined with a decline in the demand for such vessels, may result in a reduction of charter hire rates. The factors affecting the supply and demand for vessels are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable.

Factors that influence demand for vessel capacity include:

- supply of and demand for and seaborne transportation of energy resources, commodities, and semi-finished and finished consumer and industrial products;
- 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);
- changes in the exploration for and production of energy resources, commodities, semi-finished and finished consumer and industrial products;
- changes in the production levels of crude oil (including in particular production by OPEC, the United States and other key producers);
- any restriction on crude oil production imposed by OPEC and non-OPEC oil producing countries;
- the location of consuming regions for energy resources, commodities, semi-finished and finished consumer and industrial products;
- the location of regional and global exploration, production and manufacturing facilities;
- competition from, supply of and demand for alternative sources of energy;
- the globalization of production and manufacturing;
- disruptions and developments in international trade;

- regional availability of refining capacity and inventories compared to geographies of oil production regions;
- changes in seaborne and other transportation patterns, including the distance cargo is transported by sea, changes in the price of crude oil and related benchmarks, and changes in trade patterns;
- changes in governmental and maritime self-regulatory organizations' rules and regulations or actions taken by regulatory authorities;
- environmental concerns and uncertainty around new regulations in relation to, amongst others, new technologies which may delay the ordering of new vessels;
- global and regional economic and political conditions, international sanctions, embargoes, import and export restrictions, the imposition of tariffs, port fees, nationalizations, piracy, terrorist attacks, strikes, and armed conflicts;
- changes in government subsidies of shipbuilding;
- construction or expansion of new or existing pipelines or railways; and
- currency exchange rates, most importantly versus the U.S. dollar, or USD.

Demand for our vessels and charter hire rates are dependent upon, among other things, seasonal and regional changes in demand and changes to the capacity of the world fleet. There can be no assurance that global economic growth will be at a rate sufficient to utilize existing or new capacity. Continued adverse economic, political or social conditions or other developments including inflationary pressure and global conflicts, could further negatively impact charter hire rates, and therefore have a material adverse effect on our business, results of operations and ability to pay dividends.

Factors that influence the supply of vessel capacity include:

- supply and demand for energy resources, including oil and petroleum products, seaborne transportation of such energy resources, and alternative energy sources;
- competition from alternative sources of energy and from other shipping companies and other modes of transport;
- the number and size of newbuilding orders and deliveries, including slippage in deliveries, as may be impacted by the availability of financing for shipping activity;
- the degree of scrapping or recycling of older vessels, depending, among other things, on scrapping or recycling rates or international scrapping or recycling regulations;
- the price of steel and vessel equipment;
- product imbalances (affecting the level of trading activity) and developments in international trade;
- changes in environmental and other regulations that may limit the useful lives of vessels;
- the number of vessels that are out of service, namely those that are laid-up, dry-docked, arrested, awaiting repairs after damage or accident, or otherwise not available for hire;
- availability of financing for new vessels and shipping activity;
- changes in national or international regulations that may effectively cause reductions in the carrying capacity of vessels or early obsolescence of tonnage;
- changes in environmental and other regulations that may limit the useful lives of vessels or require costly overhauls, including ballast water management, low sulfur fuel consumption regulations, and reductions in CO2 emissions;
- the number of vessels used as storage units;
- speed of vessel operation;
- port and/or canal congestion, and weather delays;
- business disruptions, including supply chain disruptions and congestion, due to natural and other disasters;
- sanctions (in particular sanctions on Russia, Iran, China and Venezuela, among other countries and individuals); and
- technological advances in vessel design, capacity, propulsion technology and fuel consumption efficiency.

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.

***Our business is affected by macroeconomic conditions, including rising inflation, high interest rates, market volatility, economic uncertainty and supply chain constraints.***

Various macroeconomic factors, including high inflation and interest rates, global supply chain constraints, downturns in the worldwide economy and the effects of overall economic conditions and uncertainties such as those resulting from the current and future conditions in the global financial markets, could materially adversely affect our business, results of operations, financial condition and ability to pay dividends. Inflation and rising interest rates may negatively impact us by increasing our operating costs and our cost of borrowing. In addition, elevated interest rates persisting longer than expected cause refinancing risk for balloon payments and revolving credit facilities and potential covenant pressure. Interest rates, the liquidity of the credit markets and the volatility of the capital markets could also affect the operation of our business and our ability to raise capital on favorable terms, or at all.

The world economy continues to face a number of actual and potential challenges, including the war between Ukraine and Russia and between Israel and Iran and related conflicts in the Middle East, the potential disruption of shipping routes including due to low water levels in the Panama Canal and ongoing vessel attacks in the Red Sea, current trade tension between the United States and China, political instability in Venezuela, the Middle East and the South China Sea region and other geographic countries and areas, tensions in and around the Red Sea or Russia and NATO tensions, China and Taiwan disputes, terrorist or other attacks, war (or threatened war) or international hostilities, banking crises or failures and real estate crises, as well as significant inflationary pressures, due to the increases in fuel and grain prices following the sanctions imposed on Russia.

***The current state of the global financial markets and current economic conditions may adversely impact our results of operation, financial condition, cash flows and ability to obtain financing or refinance our existing and future credit facilities on acceptable terms, which may negatively impact our business.***

As of December 31, 2025, we had total outstanding indebtedness of \$2.6 billion under our various credit facilities, lease debt financing and bonds. In addition, we had a further \$0.2 billion of finance lease obligations in our associated companies.

Major market disruptions and adverse changes in market conditions and regulatory climate in China, the United States, the European Union and worldwide may adversely affect our business or impair our ability to borrow amounts under credit facilities or any future financial arrangements. Credit markets and the debt and equity capital markets have at times in the past been distressed and there is uncertainty surrounding the future of the global credit markets, particularly for the shipping industry.

Certain banks that have historically been significant lenders to the shipping industry may reduce or cease lending activities in the shipping industry. New banking regulations, including larger capital requirements and the resulting policies adopted by lenders, could reduce lending activities. We may experience difficulties obtaining financing commitments in the future if current or future lenders are unwilling to extend financing to us or unable to meet their funding obligations due to their own liquidity, capital or solvency issues. The current state of global financial markets and current economic conditions might adversely impact our ability to issue additional equity at prices that will not be dilutive to our existing shareholders or preclude us from issuing equity at all. 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. Many lenders have increased interest rates, enacted tighter lending standards, refused to refinance existing debt at all or on terms similar to current debt, and reduced, and in some cases ceased, to provide funding to borrowers and other market participants, including equity and debt investors, and some have been unwilling to invest on attractive terms or even at all. Due to these factors, 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 or respond to competitive pressures. Our failure to obtain such funds 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 shareholders.

***Our operations inside and outside of the United States expose us to global risks, such as political instability, terrorist attacks, international hostilities, economic sanctions or other trade restrictions and global public health concerns, which may affect the seaborne transportation 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, in the future may be adversely affected by changing economic, political and government conditions in the countries and regions where our vessels or rigs 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.

In 2022, the United States, the United Kingdom, and the European Union, among other countries, announced various economic sanctions against Russia in connection with the war in the Ukraine, which may adversely impact our business, given Russia's role as a major global exporter of crude oil and natural gas. The war could result in the imposition of further economic sanctions or new categories of export restrictions against individuals or entities in or connected to Russia. While in general much uncertainty remains regarding the global impact of the continuation of the conflict in Ukraine, and any potential resolution thereof, it is possible that such tensions could adversely affect our business, financial condition, operations results, and cash flows.

The United States has also issued several Executive Orders that prohibit certain transactions related to Russia, including prohibitions on the importation of certain Russian energy products into the United States (including crude oil, petroleum, petroleum fuels, oils, liquefied natural gas and coal), and all new investments in Russia by U.S. persons, among other prohibitions and export controls, and has issued numerous determinations authorizing the imposition of sanctions on persons who operate or have operated in the energy, metals and mining, and marine sectors of the Russian Federation economy, among other sectors. Designations under these sanctions programs are continuing, including in October 2025 against Lukoil, Rosneft, and certain of their subsidiaries. Increased restrictions on these sectors, or the expansion of sanctions to new sectors, may pose additional risks that could adversely affect our business and operations.

Furthermore, the United States, in conjunction with the G7, agreed on September 2, 2022 to implement a Russian petroleum “price cap policy” which prohibits 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. 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. Further, effective as of February 27, 2025, the United States has also prohibited the provision of petroleum services by U.S. persons to persons located in Russia. An exception exists for the provision of petroleum services in certain specified circumstances, including for the provision of services for products purchased at or below the aforementioned price caps. As of September 2025, the European Union, United Kingdom and Canada also agreed to lower their price cap on Russian crude oil from \$60 to \$47.60 per barrel, and which was further reduced to \$44.10 effective February 1, 2026, based on an automatic dynamic pricing adjustment setting the cap at 15% below the average market price for Russian crude oil during the relevant reference period. Violations of the petroleum services policy or 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. While much uncertainty remains, the potential that the European Union, in conjunction with the G7, might replace the price cap policy in favor of a full maritime services ban for Russian crude oil exports and/or other petroleum products may also pose further risks that could adversely affect 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 with countries in the Middle East, Asia or elsewhere as a result of terrorist attacks, hostilities or diplomatic or political pressures, including as a result of ongoing tensions involving Russia, Iran, and China and the current conflicts in the Middle East.

Governments may also turn to trade barriers to protect their domestic industries against foreign imports, thereby depressing shipping demand. Protectionist developments, or the perception that they may occur, may have a material adverse effect on global economic conditions, and may significantly reduce global trade. Moreover, 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. This could have a material adverse effect on our business, financial condition and operating results.

In particular, there is significant uncertainty about the future relationship between the United States and China and other exporting countries, such as Canada, Mexico, and the European Union, among others, with respect to trade policies, treaties, government regulations, and tariffs, some of which remain subject to legal challenge. For example, in April 2025, the Office of the USTR enacted vessel service fees under Section 301 of the Trade Act of 1974 which were imposed as scheduled beginning on October 14, 2025, but were suspended for one year as of November 10, 2025 as a result of broader trade negotiations between the United States and China, after China’s Ministry of Transport had announced retaliatory port fees applicable to certain vessels calling at Chinese ports that were built or flagged in the United States or owned or operated by certain U.S.-linked persons. China’s retaliatory service fees on United States vessels were also suspended for a period of one year on the same date.

***The growth of the so-called “shadow fleet” engaged in opaque or sanctions-evading trades may distort market dynamics, increase regulatory and insurance risks, and negatively impact our operations, asset values and commercial prospects.***

A significant portion of the global tanker fleet has increasingly operated outside traditional regulatory, classification, insurance, and tracking frameworks to transport crude oil from sanctioned jurisdictions such as Russia and Iran. These often older vessels, operated through complex ownership structures, lacking transparent insurance, and using practices such as AIS manipulation, are commonly referred to as the “shadow fleet”. The expansion of the “shadow fleet” presents several material risks to our business.

As shadow-fleet vessels typically operate without the same compliance, vetting, safety, crewing, and insurance requirements applicable to legitimate operators, they may accept lower freight rates, divert volumes away from mainstream markets, and artificially tighten or loosen tonnage availability on key trade routes. These distortions can negatively affect our ability to secure profitable employment for our vessels, particularly in segments impacted by Russia-related sanctions and altered trade flows.

Additionally, improper or falsified documentation in the shadow-fleet supply chain increases the risk that counterparties, cargo interests, or intermediaries with whom we interact may inadvertently violate sanctions or price-cap rules. Because the U.S. and EU sanctions regimes impose strict liability, we could face investigations, penalties, vessel detentions, or reputational harm if a charterer or sub-charterer provides inaccurate attestations or misrepresents the nature, origin, or price of cargo. This risk has increased following the expansion of the Russian price-cap enforcement framework in 2024–2025.

Finally, the shadow fleet may accelerate regulatory changes affecting vessel age limits, insurance requirements, and classification rules. Because shadow-fleet vessels tend to be significantly older, regulators may impose stricter age-based operational restrictions, which could affect the long-term commercial profile, resale values, or employment prospects of industry fleets more broadly, including ours. Any of these developments could adversely affect our operations, earnings, cash flows, ability to access key markets, or the market values and ability to charter our vessels.

***We have provided parent company guarantees for certain of our subsidiaries' obligations, which could expose us to material liabilities.***

From time to time, we provide parent company guarantees in respect of the obligations of certain of our subsidiaries under charter agreements and other commercial contracts. These guarantees may require us to satisfy the obligations of the relevant subsidiary in the event that such subsidiary fails to perform its contractual commitments. Any requirement to make payments under such guarantees could materially impact our cash flows and reduce the funds available for other corporate purposes, including the repayment of debt, capital expenditures and the payment of dividends. In addition, the triggering of a guarantee claim could negatively affect our reputation, increase our cost of capital or limit our ability to obtain similar contracts in the future.

There can be no assurance that our subsidiaries will continue to perform their obligations under their charter or other commercial arrangements, or that we will not be required to make payments under these guarantees. If a subsidiary were unable to meet its obligations due to operational issues, financial distress, counterparty disputes, force majeure events or other adverse developments, counterparties could seek recourse directly against us under the applicable guarantee. Any such enforcement could require us to make significant payments, adversely affect our liquidity, increase our leverage, limit our ability to obtain additional financing and have a material adverse effect on our business, financial condition and results of operations.

***Safety, environmental and other governmental and other requirements expose us to liability, and compliance with current and future regulations could require significant additional expenditures, which could have a material adverse effect on our business and financial results.***

Our operations are affected by extensive and changing international, national, state and local laws, regulations, treaties, conventions and standards in force in international waters, the jurisdictions in which our tankers and other vessels operate, and the country or countries in which such vessels are registered, including those governing the management and disposal of hazardous substances and wastes, the cleanup of oil spills and other contamination, air emissions, and water discharges and ballast and bilge water management. Compliance with these regulations is costly and could have a material adverse effect on our business and financial results.

In addition, vessel classification societies and the requirements set forth in the International Maritime Organization's, or IMO, International Management Code for the Safe Operation of Ships and for Pollution Prevention, or ISM Code, also impose significant safety and other requirements on our vessels. In complying with current and future environmental requirements, vessel owners and operators may also incur significant additional costs in meeting new maintenance and inspection requirements, in developing contingency arrangements for potential spills and in obtaining insurance coverage. Government regulation of vessels, particularly in the areas of safety and environmental requirements, can be expected to become stricter in the future and require us to incur significant capital expenditures to keep our vessels in compliance, or even to recycle or sell certain vessels altogether.

Our operations are subject to all of the hazards and operating risks associated with drilling for and production of oil and natural gas, including natural disasters, the risk of fire, explosions, blowouts, surface cratering, uncontrollable flows of natural gas, oil and formation water, pipe or pipeline failures, abnormally pressured formations, casing collapses and environmental hazards such as oil spills, natural gas leaks, ruptures or discharges of toxic gases, all of which could cause substantial financial losses. Many of these requirements are designed to reduce the risk of oil spills and other pollution, and our compliance with these requirements can be costly. Under local, national and foreign laws, as well as international treaties and conventions, we could incur material liabilities, including cleanup obligations, natural resource damages and third-party claims for personal injury or property damages, in the event that there is a release of petroleum or other hazardous substances from our vessels or otherwise in connection with our current or historic operations. A failure to comply with such environmental laws and regulations, or to obtain or maintain necessary environmental permits or approvals, or a non-compliant release of oil or other hazardous substances in connection with our drilling contracts could subject us to significant administrative and civil fines and penalties, and other civil or criminal sanctions, remediation costs for natural resource damages, third-party damages, material adverse publicity and, in certain instances, seizure or detention of our vessels.

For additional information on United States regulations, please see “Item 4. Information on the Company—B. Business Overview—Environmental and Other Regulations in the Shipping Industry – United States Regulations”.

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

In June 2025, the 2009 Hong Kong International Convention for the Safe and Environmentally Sound Recycling of Ships, or the Hong Kong Convention, entered into force, which aims to ensure ships recycled at the end of their operational lives do not pose any unnecessary risks to the environment, human health and safety. As such, each ship sent for recycling is required to establish, maintain, update, and carry an Inventory of Hazardous Materials. The hazardous materials, whose use or installation are prohibited in certain circumstances, are listed in an appendix to the Hong Kong Convention, and each vessel’s Inventory on Hazardous Materials must include information on the hazardous materials with a quantity above the threshold values specified in the relevant EU resolution and are identified in a ship’s structure and equipment.

In 2013, the European Parliament and the Council of the European Union adopted the EU Ship Recycling Regulation, or ESSR, which, among other things, retains the requirements of the Hong Kong Convention and requires that commercial EU-flagged vessels of 500 gross tonnage and above may be recycled only at shipyards included on the European List of Authorised Ship Recycling Facilities, or the European List. The European List of Authorised Ship Recycling Facilities, or European List, presently includes eight facilities in Turkey but no facilities in the major ship recycling countries in Asia. The combined capacity of the European List facilities may prove insufficient to absorb the total recycling volume of EU-flagged vessels. This circumstance, taken in tandem with the possible decrease in cash sales, may result in longer wait times for divestment of recyclable vessels as well as downward pressure on the purchase prices offered by European List shipyards. Furthermore, facilities located in the major ship recycling countries generally offer significantly higher vessel purchase prices, and as such, the requirement that we utilize only European List shipyards may negatively impact revenue from the residual values of our vessels.

In addition, the European Waste Shipment Regulation requires that non-EU flagged ships departing from EU ports be recycled only in Organisation for Economic Cooperation and Development, or OECD, member countries.

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 operation, cash flows and financial position.

***Climate change, greenhouse gas restrictions and a shift in consumer demand for oil may adversely impact our operations and markets.***

Due to the risk of climate change, a number of countries and the IMO have adopted, or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emissions. These regulatory measures may include, among others, adoption of cap and trade regimes, carbon taxes, sulfur emission reductions, “levels of ambition,” the EU’s Emissions Trading Scheme, or EU ETS, increased efficiency standards and incentives or mandates for renewable energy. For additional information on this IMO initiative, please see “Item 4. Information on the Company—B. Business Overview—Environmental and Other Regulations in the Shipping Industry”.

On November 13, 2021, the Glasgow Climate Pact, which calls for signatory states to voluntarily phase out fossil fuel subsidies, was announced following discussions at the 2021 United Nations Climate Change Conference, or COP26. A shift away from these products could potentially affect the demand for our vessels and negatively impact our future business, operating results, cash flows and financial position. COP26 also produced the Clydebank Declaration, in which 24 signatory states (including the United States and United Kingdom) announced their intention to voluntarily support the establishment of zero-emission shipping routes. Governmental and investor pressure to voluntarily participate in these green shipping routes could cause us to incur significant additional expenses to “green” our vessels.

Territorial taxonomy regulations in geographies where we are operating and are subject to regulatory oversight might jeopardize the level of access to capital. For example, the European Union has already introduced a set of criteria for economic activities which should be framed as ‘green’, called EU Taxonomy. As long as we are an EU-based company meeting the NFRD prerequisites, we will be eligible to report our taxonomy eligibility and alignment. Based on the current version of the regulation, companies that own assets shipping fossil fuels are considered as not aligned with EU Taxonomy. The outcome of such provision might be either an increase in the cost of capital and/or gradually reduced access to financing as a result of financial institutions’ compliance with EU Taxonomy.

Adverse effects upon the oil and gas industry relating to climate change, including growing public concern about the environmental impact of climate change, may also adversely affect demand for our services. For example, increased regulation of greenhouse gases or other concerns relating to climate change may reduce the demand for oil and gas in the future or create greater incentives for use of alternative energy sources and alternate modes of transporting goods. In addition, the physical effects of climate change, including changes in weather patterns, extreme weather events, rising sea levels, scarcity of water resources, may negatively impact our operations. Any long-term material adverse effect on the oil and gas industry could have a significant financial and operational adverse impact on our business that we cannot predict with certainty at this time.

Additionally, a significant portion of our earnings are related to the crude oil industry. A shift in or disruption of the consumer demand from crude oil towards other energy resources such as wind energy, solar energy, hydrogen energy, nuclear energy, renewable energy, electricity, natural gas, liquefied natural gas, renewable energy, ammonia or hydrogen will potentially affect the demand for certain of our vessels and rigs. While the International Energy Agency forecasts “peak oil”, the year when the maximum rate of extraction oil is reached, to be 2030 and OPEC forecasts global oil demand to continue to grow through at least 2050, the shift in consumer demand away from oil and oil products could have a material adverse effect on our future performance, results of operation, cash flows and financial position.

***Regulations relating to ballast water discharge may adversely affect our revenues and profitability.***

The IMO has imposed updated guidelines for ballast water management systems specifying the maximum number of viable organisms allowed to be discharged from a vessel's ballast water. The “D-2 standard” specifies the maximum amount of viable organisms allowed to be discharged, and for most ships, compliance with the D-2 standard involved installing on-board systems to treat ballast water and eliminate unwanted organisms, which caused us to incur substantial costs.

U.S. regulations are also currently changing. Although the 2013 Vessel General Permit, or VGP, program and U.S. National Invasive Species Act, or NISA, are currently in effect to regulate ballast discharge, exchange and installation, in October 2024, the U.S. Environmental Protection Agency, or EPA, finalized its new rule on Vessel Incidental Discharge Standards of Performance, which means that the U.S. Coast Guard, or USCG, must now develop corresponding regulations regarding ballast water within two years of that date. The new regulations could require the installation of new equipment, which may cause us to incur substantial costs.

Our 46 vessels employed in the spot market or under time charter agreements either have already been fitted with ballast water treatment systems or will have them fitted within the required deadlines. The costs of compliance may be substantial and could adversely affect our profitability.

***If our vessels call at ports located in or our rigs operate in countries or territories that are the subject of sanctions or embargoes or engage in other transactions or dealings in violation of applicable sanctions laws, it could lead to monetary fines or penalties and adversely affect our reputation and the market for our common shares and its trading price.***

Although we intend to maintain compliance with all applicable sanctions and embargo laws, and we endeavor to take precautions reasonably designed to mitigate such risks, it is possible that, in the future, our vessels may call on ports located in sanctioned countries or territories, or engage in other such transactions or dealings that would be violative of applicable sanctions, on charterers' instructions and/or without our consent. Our contracts with our charterers may prohibit them from causing our vessels to call on ports located in sanctioned countries or territories or carrying cargo for entities that are the subject of sanctions. Although our charterers may, in certain cases, control the operation of our vessels, we have monitoring processes in place reasonably designed to ensure our compliance with applicable economic sanctions and embargo laws. Nevertheless, it remains possible that our charterers may cause our vessels to trade in violation of sanctions provisions without our consent. If such activities result in a violation of applicable sanctions or embargo laws, we could be subject to monetary fines, penalties, or other sanctions, and our reputation and the market for our common shares could be adversely affected.

Any civil penalties for violations of U.S. sanctions are imposed on a strict liability basis. Accordingly, a party need not know it is violating sanctions and need not intend to violate sanctions to be liable. We could be subject to monetary fines, penalties, or other sanctions for violating applicable sanctions or embargo laws even in circumstances where our conduct, or the conduct of a charterer, is consistent with our sanctions-related policies, unintentional or inadvertent. In practice, U.S. regulators consider the facts and circumstances surrounding an apparent violation when determining the appropriate enforcement response, taking into account various aggravating or mitigating factors.

The applicable sanctions and embargo laws and regulations vary in their application, and by jurisdiction, 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 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 United States, United Kingdom and European Union have enacted new and more aggressive 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, and in the future will, become the target of sanctions. These require us to be diligent in ensuring our compliance with sanctions laws. Further, the United States, European Union and United Kingdom have increased their 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 or embargoes imposed by the United States, United Kingdom, and the European Union and/or other international bodies. 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. We may also experience damage to our reputation if the vessels we have sold are being used in sanctioned activity in violation of the contract of sale, either by the buyer or by a third party.

As a result of the war in Ukraine and the conflict between Israel and Hamas, the United States, European Union and United Kingdom, together with numerous other countries, have imposed significant economic sanctions which may adversely affect our ability to operate in these regions and also restrict parties whose cargo we 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 including the maintenance of our vessels and the services provided to our vessels and crew while operating in these regions, and cargo we may carry. We may also encounter potential contractual disputes with charterers and insurers due to the various sanctions targeting Russian interests and Russian cargo.

Although we believe that we have been in compliance with all applicable sanctions and embargo laws and regulations in 2025, and intend to maintain such compliance, there can be no assurance that we or our charterers 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 such violation could result in fines, penalties, vessel detentions or blacklisting or other sanctions that could severely impact our ability to access U.S. capital markets and conduct our business, and could result in our reputation and the markets for our securities to be adversely affected and/or 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 or territories 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 shares may adversely affect the price at which our shares trade. 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. In addition, our reputation and the market for our securities may be adversely affected if we engage in certain other activities, such as entering into charters with individuals or entities that are not controlled by the governments of countries or territories that are the subject of certain U.S. sanctions or embargo laws, 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 common shares may be adversely affected by the consequences of war, the effects of terrorism, civil unrest and governmental actions in countries or territories that we operate in.

***In the highly competitive international seaborne transportation industry, we may not be able to compete for charters with new entrants or established companies with greater resources, and as a result we may be unable to employ our vessels profitably.***

We employ our vessels in a highly competitive market that is capital intensive and highly fragmented, and competition arises primarily from other vessel owners. Competition for seaborne transportation of goods and products is intense and depends on charter rates and the price, location, size, age, condition and acceptability of the vessel and its operators to charterers. Due in part to the highly fragmented market, and although we believe that no single competitor has a dominant position in the markets in which we compete, competitors with greater resources may be able to devote greater financial and other resources to certain activities than we can, and could operate larger fleets than we may operate and thus be able to offer lower charter rates and higher quality vessels than we are able to offer. If this were to occur, we may be unable to retain or attract new charterers on attractive terms or at all, which may have a material adverse effect on our business, financial condition and results of operations. We cannot give assurances that we will continue to compete successfully with our competitors or that these factors will not erode our competitive position in the future.

***Future exploration and drilling results are uncertain and involve substantial risks and costs.***

Drilling for oil involves numerous risks, including the risk that our customers to whom we have drilling contracts with, may not encounter commercially productive reservoirs. The costs of drilling, completing and operating wells are often uncertain, and drilling operations may be curtailed, delayed or canceled as a result of a variety of factors, including:

- unexpected drilling conditions;
- title problems;
- pressure or irregularities in formations;
- equipment failures or accidents;
- inflation in exploration and drilling costs;
- fires, explosions, blowouts or surface cratering;
- marine risks such as capsizing, collisions and hurricanes;
- difficulty identifying and retaining qualified personnel;
- other adverse weather conditions;
- lack of, or disruption in, access to pipelines or other transportation methods; and
- shortages or delays in the availability of services or delivery of equipment.

***We could experience periods of higher costs as activity levels fluctuate or if oil and natural gas prices rise. These increases could reduce our profitability, cash flow, and ability to complete development activities as planned.***

An increase in oil and natural gas prices or other factors could result in increased development activity and investment in our areas of operations, which may increase competition for and cost of equipment, labor and supplies. Shortages of, or increasing costs for, experienced drilling crews and equipment, labor or supplies could restrict our operators' ability to conduct desired or expected operations. In addition, capital and operating costs in the oil and natural gas industry have generally risen during periods of increasing oil and natural gas prices as producers seek to increase production in order to capitalize on higher oil and natural gas prices. In situations where cost inflation exceeds oil and natural gas price inflation, our profitability and cash flow, and our operators' ability to complete development activities as scheduled and on budget, may be negatively impacted. Any delay in the drilling of new wells or significant increase in drilling costs could reduce our revenues and profitability.

***The offshore drilling sector depends primarily on the level of activity in the offshore oil and gas industry, which is significantly affected by, among other things, volatile oil and gas prices, and may be materially and adversely affected by a decline in the offshore oil and gas industry.***

The offshore contract drilling industry is cyclical and volatile and depends on the level of activity in oil and gas exploration and development and production in offshore areas worldwide. The availability of quality drilling prospects, exploration success, relative production costs, the stage of reservoir development and political and regulatory environments affect our customers' drilling campaigns. Oil and gas prices, and market expectations of potential changes in these prices, also significantly affect the level of activity and demand for drilling rigs.

An increase in oil and natural gas prices or other factors could result in increased development activity and investment in our areas of operations, which may increase competition for and cost of equipment, labor and supplies. Oil and gas prices are extremely volatile and are affected by numerous factors beyond our control, including the following:

- worldwide production and demand for oil and gas;
- the cost of exploring for, developing, producing and delivering oil and gas;
- expectations regarding future energy prices;
- advances in exploration, development and production technology;
- the ability of OPEC to set and maintain production levels and pricing;
- the level of production in non-OPEC countries;
- international sanctions on oil-producing countries or the lifting of such sanctions;
- government regulations, including restrictions on offshore transportation of oil and gas;
- local and international political, economic and weather conditions;
- domestic and foreign tax policies;
- the development and implementation of policies to increase the use of renewable energy;
- increased supply of oil and gas from onshore hydraulic fracturing and shale development, and the relative costs of offshore and onshore production of oil and gas;
- worldwide economic and financial problems and any resulting decline in demand for oil and gas and, consequently, our services;
- the policies of various governments regarding exploration and development of their oil and gas reserves;
- accidents, severe weather, natural disasters and other similar incidents relating to the oil and gas industry; and
- the worldwide military and political environment, including uncertainty or instability resulting from an escalation or additional outbreak of armed hostilities, insurrection, civil unrest, or other crises in the Middle East, eastern Europe or other geographic areas, or acts of terrorism around the world.

Lower oil and gas prices have negatively affected, and could continue to negatively affect, the offshore drilling sector and have resulted, and could continue to result, in reduced exploration and drilling. These reductions in commodity prices have reduced the demand for drilling rigs. Continued weakness in oil and gas prices may result in an excess supply of drilling rigs and intensify competition in the industry, which may result in drilling rigs, particularly older and lower specification drilling rigs, being idle for long periods of time. We cannot predict the future level of demand for drilling rigs or future conditions of the oil and gas industry.

The supply of rigs in the market has, as a result of longer periods of significant fluctuations in oil and gas prices, continued to outweigh the demand. This trend may continue and therefore may cause a reduction in day rates across all segments in 2025.

Continued periods of low demand can cause excess rig supply and intensify competition in our industry, which often results in drilling rigs, particularly older and less technologically-advanced drilling rigs, being idle for long periods of time. We cannot predict the future level of demand for drilling rigs or future condition of the oil and gas industry with any degree of certainty. Any future decrease in exploration, development or production expenditures by oil and gas companies could further reduce our revenues and materially harm our business.

Demand for offshore contract drilling services is highly cyclical, which is primarily driven by the demand for drilling rigs and the available supply of drilling rigs. Demand for drilling rigs is driven by the levels of offshore exploration and development conducted by oil and natural gas companies, which is beyond our control and may fluctuate substantially from year-to-year and from region-to-region. Prolonged periods of reduced demand or excess rig supply have required us, and may in the future require us, to idle, sell or scrap rigs and enter into low day rate contracts or contracts with unfavorable terms. There can be no assurance that the demand for drilling rigs will increase in the future. Any decline in demand for drilling rigs or oversupply of drilling rigs could materially adversely affect our financial position, operating results or cash flows.

The offshore drilling industry is influenced by additional factors, including:

- the availability of competing offshore drilling rigs;
- rising interest rates and the availability of debt financing on acceptable terms;
- the level of costs for associated offshore oilfield and construction services;
- the availability of personnel for offshore drilling rigs;
- oil and gas transportation costs;
- the level of rig operating costs, including crew and maintenance;
- the taxation imposed on the exploration and production activity in the relevant jurisdiction;
- the discovery of new oil and gas reserves;
- the cost of non-conventional hydrocarbons, such as the exploitation of oil sands;
- the political and military environment of oil and gas reserve jurisdictions;
- regulatory restrictions on offshore drilling; and
- inflationary pressures and supply chain disruptions.

Any of these factors could reduce demand for our rigs and other offshore assets and adversely affect our business and results of operations.

***New technologies may cause our current drilling methods to become obsolete, resulting in an adverse effect on our business.***

The offshore contract drilling industry is subject to the introduction of new drilling techniques and services using new technologies, some of which may be subject to patent protection. As competitors and others use or develop new technologies, we may be placed at a competitive disadvantage and competitive pressures may force us to implement new technologies at substantial cost. In addition, competitors may have greater financial, technical and personnel resources that allow them to benefit from technological advantages and implement new technologies before we can. We may not be able to implement technologies on a timely basis or at a cost that is acceptable to us.

***Increased inspection procedures, tighter import and export controls and new security regulations could increase costs and cause disruption of our business.***

International shipping is subject to security and customs inspection and related procedures in countries of origin, destination and trans-shipment points. Under the U.S. Maritime Transportation Security Act of 2002, or 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. These security procedures can result in the seizure of the contents of our vessels, 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.

Future changes to the existing security procedures could impose additional financial and legal obligations on us. 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, financial condition and results of operations.

***We rely on our information security management system to conduct our business, and failure to protect this system against security breaches could adversely affect our business and results of operations, including on our vessels and rigs. Additionally, if this system fails or becomes unavailable for any significant period of time, our business could be harmed.***

The safety and security of our vessels and efficient operation of our business, including processing, transmitting and storing electronic and financial information, depend on computer hardware and software systems, which are increasingly vulnerable to security breaches and other disruptions. Any significant interruption or failure of our information security management system or any significant breach of security could adversely affect our business and results of operations.

Our vessels rely on our information security management system for a significant part of their operations, including navigation, provision of services, propulsion, machinery management, power control, communications and cargo management. We have in place safety and security measures on our vessels, rigs and onshore operations to secure against cyber-security attacks and any disruption. However, these measures and technology may not adequately prevent security breaches despite our continuous efforts to upgrade and address the latest known threats, which are constantly evolving and have become increasingly sophisticated. If these threats are not recognized or detected until they have been launched, we may be unable to anticipate these threats and may not become aware in a timely manner of such a security breach, which could exacerbate any damage we experience. A disruption to the information security management system relating to any of our vessels could lead to, among other things, incorrect routing, collision, grounding and propulsion failure.

Beyond our vessels and rigs, we rely on industry accepted security measures and technology to securely maintain confidential and proprietary information maintained on our information security management system. However, these measures and technology may not adequately prevent security breaches. The technology and other controls and processes designed to secure our confidential and proprietary information, detect and remedy any unauthorized access to that information were designed to obtain reasonable, but not absolute, assurance that such information is secure and that any unauthorized access is identified and addressed appropriately. Such controls may in the future fail to prevent or detect, unauthorized access to our confidential and proprietary information. In addition, the foregoing events could result in violations of applicable privacy and other laws. If confidential information is inappropriately accessed and used by a third party or an employee for illegal purposes, we may be responsible to the affected individuals for any losses they may have incurred as a result of misappropriation. In such an instance, we may also be subject to regulatory action, investigation or liable to a governmental authority for fines or penalties associated with a lapse in the integrity and security of our information security management system.

We may be required to expend significant capital and other resources to protect against and remedy any potential or existing security breaches and their consequences. A cyber-attack could also lead to litigation, fines, other remedial action, heightened regulatory scrutiny and diminished customer confidence. In addition, our remediation efforts may not be successful, and we may not have adequate insurance to cover these losses.

The unavailability of the information security management system or the failure of this system to perform as anticipated for any reason could disrupt our business and could have a material adverse effect on our business, results of operations, cash flows and financial condition.

Furthermore, cybersecurity continues to be a key priority for regulators around the world, and some jurisdictions have enacted laws requiring companies to notify individuals or the general investing public of data security breaches involving certain types of personal data, including the United States. If we fail to comply with the relevant laws and regulations, we could suffer financial losses, a disruption of our businesses, liability to investors, regulatory intervention or reputational damage.

Additionally, artificial intelligence technologies, including generative artificial intelligence, continue to evolve rapidly. While we currently use such technologies in a limited capacity to support certain aspects of our operations, they are not integrated into our core business processes. We may choose to expand our use of artificial intelligence in the future; however, given the pace of technological development, we cannot fully assess the potential impact these technologies may have on our industry or our business at this time.

For more information on our cybersecurity risk management and strategy, please see “Item 16K. Cybersecurity”.

***Increasing scrutiny and changing expectations from investors, lenders and other market participants with respect to our 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 have been focused on ESG practices and in recent years have placed importance on the implications and social cost of their investments. Companies which do not adapt to or comply with investor, lender or other industry shareholder expectations and standards, which are evolving, or which are perceived to have not responded appropriately to ESG issues, regardless of whether there is a legal requirement to do so, may suffer from reputational damage, costs related to litigation, and the business, financial condition, and/or stock price of such a company could be materially and adversely affected.

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. Such ESG corporate transformation calls for an increased resource allocation to serve the necessary changes in that sector, increasing costs and capital expenditure. 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 fossil fuel-related companies, such as us, from their investing portfolios altogether due to environmental, social and governance factors. These limitations in both the debt and equity capital markets may affect our ability to finance our plans for growth. If those capital markets are unavailable to us, 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. The occurrence of any of the foregoing could have a material adverse effect on our business and financial condition.

See further details of our ESG efforts at “Item 4.B.—Business Overview” and our latest Environmental Social Governance Report, which may be found on our website at <https://www.sflcorp.com/esg/>. The information on our website is not incorporated by reference into this annual report.

***Technological innovation and quality and efficiency requirements from our customers could reduce our charter hire income and the value of our vessels and may cause our current drilling methods to become obsolete.***

Our customers, in particular those in the oil industry, have a high and increasing focus on quality and compliance standards with their suppliers across the entire supply chain, including the shipping and transportation segment. Our continued 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, 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.

The charter hire 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. More technologically advanced vessels have been built since the owned or leased vessels in our fleet, which have an average age of approximately nine years as of December 31, 2025, were constructed and vessels with further advancements may be built that are even more efficient or more flexible or have longer physical lives, including new vessels powered by alternative fuels or which are otherwise perceived as more environmentally friendly by charterers. We face competition from companies with more modern vessels having more fuel efficient designs than our vessels, or eco vessels, and if new vessels are built that are more efficient or more flexible or have longer physical lives than the current eco vessels, competition from the current eco vessels and any more technologically advanced vessels could adversely affect the amount of charter hire payments we receive for our vessels and the resale value of our vessels could significantly decrease. In these circumstances, we may also be forced to charter our vessels to less creditworthy charterers, either because the oil majors and other top tier charters will not charter older and less technologically advanced vessels or will only charter such vessels at lower contracted charter rates than we are able to obtain from these less creditworthy, second tier charterers. 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, resale value of vessels, cash flows, financial condition and ability to pay dividends.

Additionally, the offshore contract drilling industry is subject to the introduction of new drilling techniques and services using new technologies, some of which may be subject to patent protection. As competitors and others use or develop new technologies, we may be placed at a competitive disadvantage and competitive pressures may force us to implement new technologies at substantial cost. In addition, competitors may have greater financial, technical and personnel resources that allow them to benefit from technological advantages and implement new technologies before we can. We may not be able to implement technologies on a timely basis or at a cost that is acceptable to us.

***Prolonged or significant downturns in the tanker, dry bulk carrier, container and offshore drilling charter markets may have an adverse effect on our earnings; and governmental and environmental laws and regulations may add to the costs of the charterers of our drilling rigs or limit their drilling activity which may adversely affect their ability to make payments to us.***

Although most of our vessels are employed on medium or long-term charters, prolonged or significant downturns in the markets in which we operate could have a significant and adverse effect in finding new customers in the short and long-term market and on our existing customers' ability to continue to fulfill their obligations to us. It also affects the resale value of vessels.

The tanker market has historically been volatile. Crude oil prices averaged approximately \$69 per barrel in 2025 before surging to approximately \$94 per barrel as of March 9, 2026, reflecting recent market volatility and geopolitical supply concerns. In previous years, the tanker market was relatively strong due to demand growth, tight supply and ongoing trade inefficiencies caused by geopolitical and climate related events. However, with continued uncertainty, including ongoing conflict in the Middle East, disruption to Persian Gulf shipping lanes, and U.S. sanctions targeting Russian oil, there can be no assurance that the tanker market will sustain its recent rally.

The containership charter market ended on a strong note in 2025, despite the significant volatility and disruption in global trade and supply chains experienced in 2024. Despite the Red Sea conflict, the containership market experienced consistent demand and record-high rates in 2025.

Additionally, the offshore drilling industry is dependent on demand for services from the oil and gas exploration and production industry, and, accordingly, the charterers of our drilling rigs are directly affected by the adoption of laws and regulations that, for economic, environmental or other policy reasons, curtail exploration and development drilling for oil and gas. Current U.S. President Trump signed an executive order in January 2025 focused on increasing domestic energy production, indicating it will be the policy of the United States to encourage energy exploration and production. It is unknown whether and to what extent other new laws or regulations will be adopted by the second Trump administration, or the effect that any such actions would have on us or our industry. The charterers of our drilling rigs may be required to make significant capital expenditures to comply with governmental laws and regulations. It is also possible that these laws and regulations may in the future add significantly to the charterers of our drilling rigs' operating costs or significantly limit drilling activity. In certain jurisdictions, there are or may be imposed restrictions or limitations on the operation of foreign flag vessels and rigs, and these restrictions may prevent us or our charterers from operating our assets as intended. We cannot guarantee that we or our charterers will be able to accommodate such restrictions or limitations, nor that we or our charterers can relocate the assets to other jurisdictions where such restrictions or limitations do not apply.

Currently, we own two drilling rigs, the 2014-built jack-up rig *Linus* and 2008-built semi-submersible drilling rig *Hercules*. In September 2022, *Linus* was redelivered from Seadrill Ltd. or Seadrill to us. Concurrently, the drilling contract of *Linus* with ConocoPhillips was assigned from Seadrill to us and we started earning drilling contract revenue directly from ConocoPhillips. *Linus* is under a long-term contract with ConocoPhillips in Norway until May 2029. The rig *Hercules* completed its drilling contract in Canada with Equinor Canada Ltd or Equinor, in the fourth quarter of 2024. After completion, *Hercules* was mobilized to Norway and pending new drilling contracts. In March 2026, the Company entered into a drilling contract in Canada with a large, investment-grade multinational oil and gas company for the harsh environment semi-submersible rig *Hercules*. The contract has an estimated value of approximately \$170 million, a minimum term of approximately 400 days and is expected to commence in the first quarter of 2027. While we have been able to charter our jack-up rig and semi-submersible drilling rig, we may not be able to recharter them in the future.

For more information, please see “Item 5.D.—Trend Information”.

Downturns in these markets and resulting volatility has had a number of adverse consequences, including, among other things:

- an absence of financing for vessels or rigs;
- limited second-hand market for the sale of vessels or rigs;
- extremely low charter rates, particularly for vessels employed in the spot market;
- widespread loan covenant defaults in the shipping and offshore industries; and
- declaration of bankruptcy by some operators, rig and ship owners as well as charterers.

The occurrence of one or more of these events could adversely affect our business, results of operations, cash flows, financial condition and ability to pay cash distributions.

In addition, because the market value of our vessels and rigs may fluctuate significantly, we may incur losses when we sell vessels, which may adversely affect earnings. If we sell vessels at a time when vessel prices have fallen and before we have recorded an impairment adjustment to our financial statements, the sale may be at less than the vessel's carrying amount in those financial statements, resulting in a loss and a reduction in earnings.

***We are exposed to fluctuating demand and supply for maritime transportation services, as well as volatile prices of commodities (such as iron ore, coal, grain, soybeans and aggregates) and consumer and industrial products.***

Our growth significantly depends on continued growth in worldwide and regional demand for the products we transport, such as dry bulk commodities (such as iron ore, coal, soybeans, etc.) and consumer and industrial products, which could be negatively affected by several factors, including declines in prices for such commodities and/or products, or general political, regulatory and economic conditions.

In past years, China and India have had two of the world's fastest growing economies in terms of gross domestic product and have been the main driving forces behind increases in shipping trade and the demand for marine transportation. While China in particular has enjoyed rates of economic growth significantly above the world average, slowing economic growth rates may reduce the country's contribution to world trade growth, especially in view of deteriorating real estate property values. If economic growth declines in China, India and other countries in the Asia Pacific region, we may face decreases in shipping trade and demand. The level of imports to and exports from China may also be adversely affected by changes in political, economic and social conditions (including a slowing of economic growth) or other relevant policies of the Chinese government, such as changes in laws, regulations or export and import restrictions, internal political instability, changes in currency policies, changes in trade policies and territorial or trade disputes. Furthermore, a slowdown in the economies of the United States or the European Union, or certain other Asian countries may also have adverse impacts on economic growth in the Asia Pacific region. Therefore, a negative change in the economic conditions of any of these countries or elsewhere may reduce demand for dry bulk and/or containership vessels and their associated charter rates, which could have a material adverse effect on our business, financial condition and operating results, as well as our prospects.

***Our business has inherent operational risks, which may not be adequately covered by insurance.***

The operation of an ocean-going vessel carries inherent risks. Our vessels and their cargoes are at risk of being damaged or lost due to events such as marine disasters, bad weather, mechanical failures, human error, environmental accidents, war, terrorism, business interruptions caused by mechanical failures, grounding, fire, explosions, and collisions, piracy, political circumstances and hostilities in foreign countries, labor strikes and boycotts, and governmental expropriation of our vessels. 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. We may not be able to cover any of these events with insurance adequately which 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.

In the event of a vessel casualty or other catastrophic event, we will rely on the marine insurance policies to pay the insured value of the vessel or the damages incurred. Through the agreements with our vessel managers, we procure insurance for most of the vessels in our fleet employed under time and voyage charters against those risks that we believe the shipping industry commonly insures against. These include marine hull and machinery insurance, protection and indemnity insurance, which include pollution risks and crew insurances, and war risk insurance. Currently, the amount of coverage for liability for pollution, spillage and leakage available to us on commercially reasonable terms through protection and indemnity associations and providers of excess coverage is \$1.0 billion per vessel per occurrence, except for certain excluded areas at high risk including Russia, Ukraine and Belarus.

There is no assurance that we will be adequately insured against all risks. Our vessel managers may not be able to obtain adequate insurance coverage at reasonable rates for our vessels in the future. For example, in the past more stringent environmental regulations have led to increased costs for, and in the future may result in the lack of availability of, insurance against risks of environmental damage or pollution. Additionally, our insurers may refuse to pay particular claims. For example, the circumstances of a spill, including non-compliance with environmental laws, could result in denial of coverage, protracted litigation, and delayed or diminished insurance recoveries or settlements. Any significant loss or liability for which we are not insured could have a material adverse effect on our financial condition. Under the terms of our bareboat charters, the charterer is responsible for procuring all insurances for the vessel.

We procure insurance for our fleet against risks commonly insured against by vessel owners and operators. Even if our insurance coverage is adequate to cover our losses, we may not be able to timely obtain a replacement vessel in the event of a loss. Furthermore, in the future, we may not be able to obtain adequate insurance coverage at reasonable rates for our fleet. We may also be subject to calls, or premiums, in amounts based not only on our own claim records but also the claim records of all other members of the protection and indemnity associations through which we receive indemnity insurance coverage for tort liability. Our insurance policies also contain deductibles, limitations and exclusions which, although we believe are standard in the shipping industry, may nevertheless increase our costs. If our insurance is not enough to cover claims that may arise, the deficiency may have a material adverse effect on our financial condition and results of operations. We may also be subject to calls, or premiums, in amounts based not only on our own claim records but also the claim records of all other members of the protection and indemnity associations through which we receive indemnity insurance coverage for tort liability, including pollution-related liability. Our payment of these calls could result in significant expenses to us.

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

Acts of piracy and other attacks have historically affected ocean-going vessels trading in certain regions of the world, such as the South China Sea, the Arabian Sea, the Red Sea, the Gulf of Aden off the coast of Somalia, Sulu Sea, Celebes Sea, the Malacca and Singaporean Straits, the Indian Ocean, and, in particular, the Gulf of Guinea region off the coast of Nigeria, which has experienced a continuous high number of piracy incidents in recent years. We consider potential acts of piracy to be a material risk to the international shipping industry, and protection against this risk requires vigilance. Our vessels regularly travel through regions where pirates are active. We may not be adequately insured to cover losses from acts of terrorism, piracy, regional conflicts and other armed actions. Uninsured loss resulting from such actions could have a material adverse effect on our results of operations, financial condition and ability to pay dividends. Crew costs could also increase in such circumstances.

***Maritime claimants could arrest or attach one or more of our vessels, which could interrupt our customers' or our cash flows.***

Crew members, suppliers of goods and services to a vessel, shippers of cargo 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 judicial or foreclosure proceedings. The arrest or attachment of one or more of our vessels, or vessels we may acquire, could interrupt the cash flow of the charterer and/or our cash flow and require us to pay a significant amount of money to have the arrest lifted, which would have an adverse effect on our financial condition and results of operations.

In addition, in jurisdictions where the “sister ship” theory of liability applies, such as South Africa, a claimant may arrest the vessel that is subject to the claimant's maritime lien and any “associated” vessel, which is any vessel owned or controlled by the same owner. In countries with “sister ship” liability laws, claims may be asserted against us or any of our vessels for liabilities of other vessels that we own.

***Governments could requisition our vessels during a period of war or emergency, resulting in a loss of earnings.***

A government of a vessel's registry could requisition for title or hire or seize one or more of our vessels. 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. Even if we would be entitled to compensation in the event of a requisition of one or more of our vessels, the amount and timing of the payment would be uncertain. Lost revenue resulting from government requisition of our vessels could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

***The aging of our fleet may result in increased operating costs or loss of hire in the future, which could adversely affect our earnings.***

In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. As of December 31, 2025, the average age of our fleet, owned or leased by us, was approximately nine years. As our fleet ages, we will incur increased costs. Due to improvements in engine technology, as well as accumulated damage and wear, older vessels are typically less fuel-efficient and more costly to maintain newer vessels. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers.

Governmental safety, environmental regulations or other equipment standards related to the age of vessels may require expenditures for alterations or the addition of new equipment to our vessels to comply with safety or environmental laws or regulations. These laws or regulations may also restrict the type of activities in which our vessels may engage or prohibit operation in certain geographic regions. We cannot predict what alterations or modifications our vessels may be required to undergo as a result of requirements that may be promulgated in the future, or that as our vessels age market conditions will require expenditures to enable us to operate our vessels profitably during the remainder of their useful lives. If we do not set aside funds and are unable to borrow or raise funds for vessel replacement, we will be unable to replace the vessels in our fleet upon the expiration of their remaining useful lives. If we are unable to replace the vessels in our fleet upon the expiration of their useful lives, as a result, regulations and standards could increase our costs and have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay dividends.

***There are risks associated with the purchase and operation of second-hand vessels.***

Our current business strategy includes growth through the acquisition of both newbuildings and second-hand 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. 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. These repairs may require us to put a vessel into drydock, which would reduce our fleet utilization and increase our operating costs. If a defect or problem is not detected, it may result in accidents or other incidents for which we may become liable to third parties. The market prices of secondhand vessels also tend to fluctuate with changes in charter rates and the cost of new build vessels, and if we sell the vessels, the sales prices may not equal and could be less than their carrying values at that time. Also, when purchasing previously owned vessels, we do not typically receive the benefit of warranties from the builders if the vessels we buy are older than one year. Therefore, costs associated with secondhand vessels can negatively affect our operating results.

***Delays in the delivery of any newbuilding or secondhand vessels could harm our operating results.***

Delays in the delivery of any new-building or second-hand vessels, would delay our receipt of revenues generated by these vessels and, to the extent we have arranged charter employment for these vessels, could possibly result in the cancellation of those charters, and therefore adversely affect our anticipated revenues. Although this would delay our funding requirements for the installment payments to purchase these vessels, it would also delay our receipt of revenues under any charters we arrange for such vessels. The delivery of newbuilding vessels could be delayed, other than at our request, because of, among other things, work stoppages or other labor disturbances; bankruptcy or other financial crisis of the shipyard building the vessel; hostilities, health pandemics or political or economic disturbances in the countries where the vessels are being built; weather interference or catastrophic event, such as a major earthquake, tsunami or fire; our requests for changes to the original vessel specifications; requests from our customers, with whom we have arranged any charters for such vessels, to delay construction and delivery of such vessels due to weak economic conditions and shipping demand and a dispute with the shipyard building the vessel.

In addition, the refund guarantors under the newbuilding contracts, which are banks, financial institutions and other credit agencies, may also be affected by financial market conditions in the same manner as our lenders and, as a result, may be unable or unwilling to meet their obligations under their refund guarantees. If the shipbuilders or refund guarantors are unable or unwilling to meet their obligations to the sellers of the vessels, this may impact our acquisition of vessels and may materially and adversely affect our operations and our obligations under our credit facilities. The delivery of any secondhand vessels could be delayed because of, among other things, hostilities or political disturbances, non-performance of the purchase agreement with respect to the vessels by the seller, our inability to obtain requisite permits, approvals or financing or damage to or destruction of the vessels while being operated by the seller prior to the delivery date.

## **Risks Relating to Our Company**

***Changes in our dividend policy could adversely affect holders of our common shares.***

Any dividend that we declare is at the discretion of our board of directors of the Company, or the Board of Directors, and subject to the requirements of Bermuda law. We cannot assure you that our dividend will not be reduced or eliminated in the future, and changes in our dividend policy could adversely affect the market price of our common shares. Our profitability and corresponding ability to pay dividends is substantially affected by amounts we receive through charter hire and profit-sharing payments from our charterers. Our entitlement to profit sharing payments, if any, is based on the financial performance of our vessels which is outside of our control. If our charter hire and profit-sharing payments decrease substantially, we may not be able to continue to pay dividends at present levels, or at all. We are also subject to contractual limitations on our ability to pay dividends pursuant to certain debt agreements, and we may agree to additional limitations in the future. Additional factors that could affect our ability to pay dividends include statutory and contractual limitations on the ability of our subsidiaries to pay dividends to us, including under current or future debt arrangements, economic conditions, and macroeconomic impacts on our business and financial condition, such as inflationary pressure, and other factors the Board of Directors may deem relevant.

***We depend on our charterers for our operating cash flows and for our ability to pay dividends to our shareholders and repay our outstanding borrowings.***

We own 15 container vessels on long-term time charters to Maersk A/S or Maersk, and multiple other assets chartered to a number of counterparties. We also partially own four container vessels on long-term bareboat charters to MSC Mediterranean Shipping Company S.A. and its affiliate Conglomerate Shipping Ltd. or MSC. Our other vessels that have charters attached to them are chartered to other customers under short-, medium- or long-term time charters.

The charter hire payments that we receive from our customers constitute substantially all of our operating cash flows. If any of our major counterparties, including Maersk, MSC or other customers, were to fail to perform their obligations, seek to renegotiate charter rates, refuse to pay charter hire, experience financial distress, declare bankruptcy or otherwise default under their charter agreements, we could experience a significant reduction or complete loss of revenue from the affected vessels.

***The amount of fuel saving payment we receive under certain charters, if any, depends on prevailing fuel costs, which are volatile.***

We installed exhaust gas cleaning equipment, or scrubbers, on seven of the containerships on charter to Maersk in return for receiving a share of the fuel savings expected to be achieved by the charterer, Maersk. Thus, as part of the charter agreements, we receive a share of the fuel savings, dependent on the price difference between IMO compliant fuel and IMO non-compliant fuel that is subsequently made compliant by the scrubbers. Additionally, we earn scrubber related fuel savings revenue in connection with a 4,900 CEU car carrier, *Arabian Sea*, on time charter with EUKOR Car Carriers Inc., or Eukor, which includes a similar share of the fuel savings in the charter agreement. For the year ended December 31, 2025, we recorded \$5.0 million from fuel saving arrangements due to the installation of scrubbers, relating to the seven container vessels on charter to Maersk and one scrubber-fitted car carrier on charter to Eukor.

We cannot assure you that we will receive any fuel saving payments for any periods in the future, which may have an adverse effect on our results and financial condition and our ability to pay dividends in the future.

***The charter-free market values of our vessels and drilling rigs may decrease, which could limit the amount of funds that we can borrow or trigger breaches in certain financial covenants in our current or future credit facilities and the exercise of purchase options held by the charterer could reduce the size of our fleet and reduce our future revenues.***

We are generally prohibited from selling our vessels or drilling rigs during periods which they are subject to charters without the charterer's consent, and we may therefore be unable to take advantage of increases in vessel or drilling rig values during such times. Conversely, if the charterers were to default under the charters due to adverse market conditions, causing a termination of the charters, it is likely that the charter-free market value of our vessels and drilling rigs would also be depressed. The charter-free market values of our vessels and drilling rigs have experienced high volatility in recent years.

The charter-free market value of our vessels and drilling rigs may increase and decrease 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 and offshore drilling industries, types, sizes, sophistication and ages of vessels and drilling rigs, supply and demand for vessels and drilling rigs, availability of or developments in other modes of transportation, competition from other shipping companies, cost of newbuildings, governmental or other regulations and technological advances in vessel design, capacity, propulsion technology and fuel consumption efficiency. We have granted fixed price purchase options to certain of our customers with respect to the vessels they have chartered from us, and these prices may be less than the respective vessel's charter-free market value at the time the option may be exercised. In addition, we may not be able to obtain a replacement vessel for the price at which we sell the vessel. In such a case, we could incur a loss and a reduction in earnings.

In addition, as vessels and drilling rigs grow older, they generally decline in value. If the charter-free market values of our vessels and drilling rigs decline, we may not be in compliance with certain provisions of our credit facilities and we may not be able to refinance our debt, obtain additional financing or make distributions to our shareholders. Additionally, if we sell one or more of our vessels or drilling rigs at a time when vessel and drilling rig prices have fallen and before we have recorded an impairment adjustment to our consolidated financial statements, the sale price may be less than the vessel's or drilling rig's carrying value on our consolidated financial statements, resulting in a loss and a reduction in earnings.

Furthermore, if vessel and drilling rig values fall significantly, we may have to record 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 the acquisition may increase and this could adversely affect our business, results of operations, cash flow and financial position.

***Volatility in the international shipping and offshore markets may cause our counterparties to fail to meet their obligations which could cause us to suffer losses and adversely affect our business.***

From time to time, we enter into, among other things, charter parties with our customers, newbuilding contracts with shipyards, credit facilities with banks, guarantees, interest rate swap agreements, and currency swap agreements, total return bond swaps, and total return equity swaps. Such agreements subject us to counterparty risks. The ability and willingness of each of our counterparties to perform their obligations under a contract with us will depend on a number of factors that are beyond our control. As a result, our revenues and results of operations may be adversely affected. These factors include:

- global and regional economic and political conditions;
- supply and demand for oil and refined petroleum products, which is affected by, among other things, competition from alternative sources of energy;
- supply and demand for energy resources, commodities, semi-finished and finished consumer and industrial products;
- developments in international trade;
- changes in seaborne and other transportation patterns, including changes in the distances that cargoes are transported;
- environmental concerns and regulations;
- weather;
- the number of newbuilding deliveries;
- the improved fuel efficiency of newer vessels;
- the recycling rate of older vessels; and
- changes in production of crude oil, particularly by OPEC members and other key producers.

Tanker charter rates also tend to be subject to seasonal variations, with demand (and therefore charter rates) normally higher in winter months in the northern hemisphere.

In addition, in depressed market conditions, our charterers and customers may no longer need a vessel or drilling rig that is currently under charter or contract, or may be able to obtain a comparable vessel or drilling rig at a lower rate. As a result, charterers and customers may seek to renegotiate the terms of their existing charter parties and drilling contracts, or avoid their obligations under those contracts. Should a counterparty fail to honor its obligations under agreements with us, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Certain of our directors, executive officers and major shareholders may have interests that are different from the interests of our other shareholders.***

C.K. Limited is the trustee of two trusts or the Trusts, that indirectly hold all of the common shares of Hemen, our largest shareholder. Accordingly, C.K. Limited, as trustee, may be deemed to beneficially own the 25,728,687 of our common shares, representing 17.8% of our outstanding shares that are owned by Hemen. Mr. Fredriksen established the Trusts for the benefit of his immediate family. Beneficiaries of the Trusts, which may include Ms. Fredriksen, do not have any absolute entitlement to the Trust assets and thus disclaim beneficial ownership of all of our common shares owned by Hemen. Mr. Fredriksen is neither a beneficiary nor a trustee of either Trust and has no economic interest in such common shares. He disclaims any control over and all beneficial ownership of such common shares, save for any indirect influence he may have with C.K. Limited, as the trustee of the Trusts, in his capacity as the settlor of the Trusts. Please see “Item 7. Major Shareholders and Related Party Transactions – A. Major Shareholders”.

For so long as Hemen beneficially owns a significant percentage of our outstanding common shares, it is able to exercise significant influence over us and will be able to strongly influence the outcome of shareholder votes on other matters, including the adoption or amendment of provisions in our articles of incorporation or bye-laws and approval of possible mergers, amalgamations, control transactions and other significant corporate transactions. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, merger, amalgamations, consolidation, takeover or other business combination. This concentration of ownership could also discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which could in turn have an adverse effect on the market price of our common shares. Hemen may not necessarily act in accordance with the best interests of other shareholders. The interests of Hemen may not coincide with the interests of other holders of our common shares. To the extent that conflicts of interests may arise, Hemen may vote in a manner adverse to us or to you or to other holders of our securities.

Hemen is also a principal shareholder of a number of other large publicly traded companies involved in various sectors of the shipping and oil services industries, or the Hemen Related Companies. In addition, certain directors, including Mr. Cordia, Mr. O'Shaughnessy, Mr. Hjertaker, Mr. Homan-Russell, Ms. Kathrine Fredriksen and Mr. Jan Erik Klepsland, also serve on the boards of one or more of the Hemen Related Companies, including but not limited to Frontline plc (formerly Frontline Ltd.) (NYSE: FRO), or Frontline, Archer Limited (OSE: ARCHER) and NorAm Drilling Company AS, or NorAm Drilling. There may be real or apparent conflicts of interest with respect to matters affecting Hemen and other Hemen Related Companies whose interests in some circumstances may be adverse to our interests.

To the extent that we do business with or compete with other Hemen Related Companies for business opportunities, prospects or financial resources, or participate in ventures in which other Hemen Related Companies may participate, these directors and officers may face actual or apparent conflicts of interest in connection with decisions that could have different implications for us. These decisions may relate to corporate opportunities, corporate strategies, potential acquisitions of businesses, newbuilding acquisitions, inter-company agreements, the issuance or disposition of securities, the election of new or additional directors and other matters. Such potential conflicts may delay or limit the opportunities available to us, and it is possible that conflicts may be resolved in a manner adverse to us or result in agreements that are less favorable to us than terms that would be obtained in arm's-length negotiations with unrelated third-parties.

***Hemen and its associated companies' business activities may conflict with our business activities and the agreements between us and affiliates of Hemen may be less favorable to us than agreements that we could obtain from unaffiliated third parties.***

While Frontline, whose major shareholder is Hemen, has agreed to use its commercial best efforts to employ our vessels on market terms when managing our two tanker vessels in the spot market and not to give preferential treatment in the marketing of any other vessels owned or managed by Frontline or its other affiliates, it is possible that conflicts of interests in this regard will adversely affect us.

The charters, management agreements, charter ancillary agreements and the other contractual agreements we have with companies affiliated with Hemen were made in the context of an affiliated relationship. Although every effort was made to ensure that such agreements were made on an arm's-length basis, the negotiation of these agreements may have resulted in prices and other terms that are less favorable to us than terms we might have obtained in arm's-length negotiations with unaffiliated third parties for similar services.

***Our shareholders must rely on us to enforce our rights against our contract counterparties.***

Holders of our common shares and other securities have no direct right to enforce the obligations of related and non-related customers under the charters, or any of the other agreements to which we are a party. Accordingly, if any of those counterparties were to breach their obligations to us under any of these agreements, our shareholders would have to rely on us to pursue our remedies against those counterparties.

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

If the IRS were to find that we are or have been a "passive foreign investment company", or PFIC, for any taxable year, our U.S. shareholders will face adverse U.S. federal income tax consequences. Under the PFIC rules, unless those shareholders make an election available under United States Internal Revenue Code of 1986, as amended, or the Code, such shareholders would be liable to pay U.S. federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of our common shares, as if the excess distribution or gain had been recognized ratably over the shareholder's holding period of our common shares (see discussion below under "Taxation - U.S. Taxation – Passive Foreign Investment Company Status and Significant Tax Consequences").

***We may have to pay tax on U.S. source income, which would reduce our earnings.***

We believe that we and each of our subsidiaries qualified for a U.S. federal statutory tax exemption from U.S. federal income taxation on our U.S. source income for our taxable year ending on December 31, 2025 and we will take this position for U.S. 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 for future taxable years and thereby become subject to U.S. federal income tax on our U.S. source shipping income.

If we or our subsidiaries, are not entitled to exemption under Section 883 of the Code for any taxable year, we, or our subsidiaries, could be subject during those years to an effective 2% U.S. federal income tax on gross shipping income. The imposition of this tax would have a negative effect on our business and would result in decreased earnings available for distribution to our shareholders (see discussion below under "Taxation - U.S. Taxation – Taxation of the Company's Shipping Income: In General").

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

From time to time, we are subject to income and other taxes in various 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 Organisation for Economic Co-operation and Development's or 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. Qualifying international shipping income is currently exempt from many aspects of this framework if the exemption requirements are met. If we are in the scope of OECD's Pillar Two rules, including due to our inability to satisfy the requirements of the international shipping exemption, these changes, when and if enacted and implemented by various countries in which we do business, 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.

***As an exempted company incorporated under Bermuda law, our operations may be subject to economic substance requirements.***

The Economic Substance Act 2018 and the Economic Substance Regulations 2018 of Bermuda, or the Economic Substance Act and the Economic Substance Regulations, respectively) became operative on December 31, 2018. The Economic Substance Act applies to every registered entity in Bermuda that engages in a relevant activity and requires that every such entity shall maintain a substantial economic presence in Bermuda. Relevant activities for the purposes of the Economic Substance Act are banking business, insurance business, fund management business, financing and leasing business, headquarters business, shipping business, distribution and service center business, intellectual property holding business and conducting business as a holding entity.

The Bermuda Economic Substance Act provides that a registered entity that carries on a relevant activity complies with economic substance requirements if (a) it is directed and managed in Bermuda, (b) its core income-generating activities (as may be prescribed) are undertaken in Bermuda with respect to the relevant activity, (c) it maintains adequate physical presence in Bermuda, (d) it has adequate full time employees in Bermuda with suitable qualifications and (e) it incurs adequate operating expenditure in Bermuda in relation to the relevant activity.

A registered entity that carries on a relevant activity is obliged under the Bermuda Economic Substance Act to file a declaration in the prescribed form, or the Declaration, with the Registrar of Companies, or the Registrar, on an annual basis.

If we fail to comply with our obligations under the Bermuda Economic Substance Act or any similar law applicable to us in any other jurisdictions, we could be subject to financial penalties and spontaneous disclosure of information to foreign tax officials in related jurisdictions and may be struck from the register of companies in Bermuda or such other jurisdiction. Any of these actions could have a material adverse effect on our business, financial condition and results of operations.

***If our long-term charters or management agreements relating to our vessels and rigs terminate, we could be exposed to increased volatility in our business and financial results, which could cause a decrease in revenues and increase in operating expenses.***

If any of our charters terminate, we may be unable to re-charter the affected vessels on a long-term basis on terms comparable to our existing charters, or at all.

The vessels in our fleet with attached charters are generally contracted for firm periods, together with certain optional extension periods. However, we have granted certain charterers purchase or early termination options which, if exercised, could result in earlier termination of the relevant charters. In addition, one or more charters may terminate upon a requisition for title or the total loss of a vessel. Any of these events could cause a significant decrease in revenues.

The technical and operational management agreements relating to our vessels and rigs are not fixed price arrangements and may be subject to cost increases. To the extent we acquire additional vessels or rigs, our cash flows may become more volatile and we may be exposed to increases in vessel and rig operating expenses, either of which could materially and adversely affect our business, financial condition and results of operations.

***Certain of our vessels and drilling rigs are subject to purchase options held by the charterer of the vessel or drilling rig, which, if exercised, could reduce the size of our fleet and reduce our future revenues.***

The charter-free market values of our vessels and drilling rigs are expected to change from time to time depending on a number of factors including general economic and market conditions affecting the shipping and offshore industries, competition, cost of vessel or drilling rig construction, governmental or other regulations, prevailing levels of charter rates and technological changes. We have granted fixed price purchase options to certain of our customers with respect to the vessels and drilling rigs they have chartered from us, and these prices may be less than the respective vessel's or drilling rig's charter-free market value at the time the option may be exercised. In addition, we may not be able to obtain a replacement vessel or drilling rig for the price at which we sell the vessel or drilling rig. In such a case, we could incur a loss and a reduction in earnings.

***Volatility of interest rate benchmarks under our financing agreements could affect our profitability, earnings and cash flow.***

As certain of our current financing agreements have, and our future financing arrangements may have, floating interest rates, typically based on the SOFR movements in interest rates could negatively affect our financial performance. In order to manage our exposure to interest rate fluctuations under SOFR or any other variable interest rate, we have and may from time-to-time use interest rate derivatives to effectively fix some of our floating rate debt obligations. No assurance can be given that the use of these derivative instruments, if any, may effectively protect us from adverse interest rate movements. The use of interest rate derivatives may affect our results through mark to market valuation of these derivatives. Also, adverse movements in interest rate derivatives may require us to post cash as collateral, which may impact our free cash position. Volatility in applicable interest rates among our financing agreements presents a number of risks to our business, including potential increased borrowing costs for future financing agreements or unavailability of or difficulty in attaining financing, which could in turn have an adverse effect on our profitability, earnings and cash flow.

***A change in interest rates could subject us to interest rate risk and materially and adversely affect our financial performance and financial position.***

Some of our credit facilities use variable interest rates and expose us to interest rate risk. If interest rates increase and we are unable to effectively hedge our interest rate risk, our debt service obligations on the variable rate indebtedness would increase even if the amount borrowed remained the same, and our profitability and cash available for servicing our indebtedness would decrease.

As of December 31, 2025, we and our consolidated subsidiaries had \$1.5 billion in floating rate bank borrowings, lease financing arrangements, and debt securities. Although we use interest rate and cross currency swaps to manage our interest rate exposure, we are exposed to fluctuations in interest rates. For a portion of our floating rate debt, if interest rates rise, interest payments on our floating rate debt that we have not swapped into effectively fixed rates would increase.

In order to manage our exposure to interest rate fluctuations under NIBOR, SOFR or any other alternative rate, we have and may from time to time use interest rate and cross currency derivatives to effectively fix some of our floating rate debt obligations.

As of December 31, 2025, we and our consolidated subsidiaries have entered into interest rate and cross currency swaps which fix the interest on \$0.8 billion of our outstanding indebtedness.

An increase in interest rates could cause us to incur additional costs associated with our debt service, which may materially and adversely affect our results of operations.

The interest rate and cross currency swaps that have been entered into by us and our subsidiaries are derivative financial instruments that effectively translate floating rate debt into fixed rate debt. U.S. GAAP requires that these derivatives be valued at current market prices in our financial statements, with increases or decreases in valuations reflected in results of operations or, if the instrument is designated as a hedge, in other comprehensive income. Changes in interest rates give rise to changes in the valuations of interest rate and cross currency swaps and could adversely affect results of operations and other comprehensive income.

Our liquidity may be affected during the period of the swap contracts arising from the requirement to pay collateral if current interest rates move significantly adversely compared to the swap interest rates. This could have a material adverse effect on our liquidity, depending on the magnitude of the fluctuation.

***A change in foreign exchange rates could materially and adversely affect our financial position.***

As of December 31, 2025, we held \$74.3 million (U.S. dollar equivalent) in senior unsecured bonds denominated in Norwegian kroner, or NOK. Additionally we have swap arrangements directly related to these bonds with notional principal amounts of \$69.4 million. Although the effect on profitability is managed through the use of currency swaps, liquidity may be affected during the period of the swap contracts arising from the requirement to pay collateral if the NOK currency rates move adversely compared to the U.S. dollar. This could have a material adverse effect on our liquidity, depending on the magnitude of the currency fluctuation.

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

Since our inception, we have expanded and diversified our fleet, and we are performing certain administrative services through our wholly-owned subsidiaries, SFL Management AS, SFL Management (Bermuda) Limited, SFL Management (Singapore) Pte. Ltd., LH Rig Management (Cyprus) Ltd and SFL UK Management Ltd.

We intend to continue to expand our fleet. We continuously evaluate potential transactions, which may include pursuit of other 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 transactions that we believe will be accretive to earnings, enhance shareholder value or are in our best interests. Our future growth will primarily depend on our ability to locate and acquire suitable assets or businesses, identify and consummate acquisitions or joint ventures, obtain required financing, integrate any acquired vessels and drilling rigs with our existing operations, enhance our customer base, and manage our expansion.

The growth in the size and diversity of our fleet will continue to impose additional responsibilities on our management, and may present numerous risks, such as undisclosed liabilities and obligations, difficulty in recruiting additional qualified personnel and managing relationships with customers and suppliers, and integrating newly acquired operations into existing infrastructures. We cannot assure you that we will be successful in executing our growth plans or that we will not incur significant expenses and losses in connection with our future growth.

***We are highly leveraged and subject to restrictions in our financing agreements that impose constraints on our operating and financing flexibility.***

We have significant indebtedness outstanding under our USD senior unsecured sustainability-linked bonds and our NOK senior unsecured bonds. We have also entered into loan facilities that we have used to refinance existing indebtedness and to acquire additional vessels. We may need to refinance some or all of our indebtedness on maturity of our bonds or loan facilities and to acquire additional vessels in the future. We cannot assure you that we will be able to do so on terms acceptable to us or at all. If we cannot refinance our indebtedness, we will have to dedicate some or all of our cash flows, and we may be required to sell some of our assets, to pay the principal and interest on our indebtedness. In such a case, we may not be able to pay dividends to our shareholders and may not be able to grow our fleet as planned. We may also incur additional debt in the future.

Our loan facilities and the indentures for our bonds subject us to limitations on our business and future financing activities, including:

- limitations on the incurrence of additional indebtedness, including issuance of additional guarantees;
- limitations on incurrence of liens;
- limitations on our ability to pay dividends and make other distributions; and
- limitations on our ability to renegotiate or amend our charters, management agreements and other material agreements.

Further, our loan facilities contain financial covenants that require us to, among other things:

- provide additional security under the loan facility or prepay an amount of the loan facility as necessary to maintain the fair market value of our vessels securing the loan facility at not less than specified percentages (ranging from 100% to 125%) of the principal amount outstanding under the loan facility;
- maintain available cash on a consolidated basis of not less than \$25 million;
- maintain positive working capital on a consolidated basis; and
- maintain a ratio of total liabilities to adjusted total assets of less than 0.80.

Under the terms of our loan facilities, we may not make distributions to our shareholders if we do not satisfy these covenants or receive waivers from the lenders. We cannot assure you that we will be able to satisfy these covenants in the future.

Due to these restrictions, we may need approval from our lenders in order to engage in some corporate actions. Our lenders' interests may be different from ours and we cannot guarantee that we will be able to obtain approval when needed. This may prevent us from taking actions that are in our best interests.

Our debt service obligations require us to dedicate a substantial portion of our cash flows from operations to required payments on indebtedness and could limit our ability to obtain additional financing, make capital expenditures and acquisitions, and carry out other general corporate activities in the future. These obligations may also limit our flexibility in planning for, or reacting to, changes in our business and the shipping industry or detract from our ability to successfully withstand a downturn in our business or the economy generally. This may place us at a competitive disadvantage to other less leveraged competitors.

Furthermore, our debt agreements, including our bond agreements, contain cross-default provisions that may be triggered by a default under one of our other debt agreements. The cross-default provisions imply that a failure by us as guarantor or issuer, to pay any financial indebtedness above certain thresholds when due, or within any applicable grace period, could result in a default under our other debt agreements.

The occurrence of any event of default, or our inability to obtain a waiver from our lenders in the event of a default, could result in certain or all of our indebtedness being accelerated or the foreclosure of the liens on our vessels by our lenders. If our secured indebtedness is accelerated in full or in part, it would be very difficult in the current financing environment for us to refinance our debt or obtain additional financing and we could lose our vessels and other assets securing our credit facilities if our lenders foreclose their liens, which would adversely affect our ability to conduct our business.

Moreover, in connection with any waivers of or amendments to our credit facilities that we have obtained, or may obtain in the future, our lenders may impose additional operating and financial restrictions on us or modify the terms of our existing credit facilities. These restrictions may further restrict our ability to, among other things, pay dividends, make capital expenditures or incur additional indebtedness, including through the issuance of guarantees. Our lenders may also require the payment of additional fees, require prepayment of a portion of our indebtedness to them, accelerate the amortization schedule for our indebtedness and increase the interest rates they charge us on our outstanding indebtedness. See "Item 5. Operating and Financial Review and Prospects - B. Liquidity and Capital Resources".

In addition, under the terms of our credit facilities, our payment of dividends or other payments to shareholders as well as our subsidiaries' payment of dividends to us is subject to no event of default having occurred. See "Item 8. Financial Information - Dividend Policy".

***We may be subject to litigation that, if not resolved in our favor and not sufficiently insured against, could have a material adverse effect on us.***

We may be, from time to time, involved in various litigation matters. These matters may include, among other things, contract disputes, personal injury claims, environmental claims or proceedings, asbestos and other toxic tort claims, employment matters, governmental claims for taxes or duties, and other litigation that arises in the ordinary course of our business. Although we intend to defend these matters vigorously, we cannot predict with certainty the outcome or effect of any claim or other litigation matter, and the ultimate outcome of any litigation or the potential costs to resolve them may have a material adverse effect on us. Insurance may not be applicable or sufficient in all cases and/or insurers may not remain solvent, which may have a material adverse effect on our financial condition.

For a description of our current legal proceedings, please see "Item 8.A. - Legal Proceedings".

## Risks Relating to Our Common Shares

***We are a holding company and depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial obligations.***

We are a holding company, and our subsidiaries conduct all of our operations and own all of our operating assets. We have no significant assets other than the equity interests in our subsidiaries. Our subsidiaries own all of our vessels and drilling rigs, and payments under our charter agreements are made to our subsidiaries. As a result, our ability to make distributions to our shareholders depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of a subsidiary to make these distributions could be affected by a claim or other action by a third party or by the law of its respective jurisdiction of incorporation which regulates the payment of dividends by companies. Under the terms of our credit facilities, we may be restricted from making distributions from our subsidiaries if they are not in compliance with the terms of the relevant agreements. If we are unable to obtain funds from our subsidiaries, we may not be able to pay dividends to our shareholders.

***The market price of our common shares may be unpredictable and volatile, and future sales of our common shares could cause the market price of our common shares to decline.***

The market price of our common shares has been volatile. For the year ended December 31, 2025, the closing market price of our common shares ranged from a high of \$11.12 on January 15, 2025, to a low of \$6.84 on October 21, 2025. The market price of our common shares may continue to fluctuate due to factors such as actual or anticipated fluctuations in our quarterly and annual results and those of other public companies in our industry, changes in key management personnel, any reductions in the payment of our dividends or changes in our dividend policy, mergers and strategic alliances in the shipping and offshore industries, market conditions in the shipping and offshore industries, changes in government regulation, shortfalls in our operating results from levels forecast by securities analysts, perceived or actual inability by our chartering counterparts to fully perform under the charter parties, including the charterers of our drilling rigs and third party announcements concerning us or our competitors and the general state of the securities market. The shipping and offshore industries have been highly unpredictable and volatile. The market for common shares in these industries may be equally volatile. The market volatility in equities remains high. 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. 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, also when adjusted for any dividends. Additionally, to the extent that the price of our common shares declines, our ability to raise funds through the issuance of equity, or otherwise using our common shares as consideration, will be reduced.

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.

The market price of our common shares could decline due to sales of a large number of our shares in the market or the perception that such sales could occur. This could depress the market price of our common shares and make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate, or at all.

***Worldwide inflationary pressures could negatively impact our results of operations and cash flows.***

It has been recently observed that worldwide economies have experienced inflationary pressures, with price increases seen across many sectors globally. For example, the U.S. consumer price index, an inflation gauge that measures costs across dozens of items, rose 2.7% in 2025 compared to the prior year, driven in large part by rising shelter costs. It remains to be seen whether inflationary pressures will continue, and to what degree, as central banks begin to respond to price increases. In the event that inflation becomes a significant factor in the global economy generally and in the shipping industry more specifically, inflationary pressures would result in increased operating, voyage and administrative costs. Furthermore, the effects of inflation on the supply and demand of the products we transport could alter demand for our services. Interventions in the economy by central banks in response to inflationary pressures may slow down economic activity, including by altering consumer purchasing habits and reducing demand for the commodities and products we carry, and cause a reduction in trade. As a result, the volumes of goods we deliver and/or charter rates for our vessels may be affected. Any of these factors could have an adverse effect on our business, financial condition, cash flows and operating results.

***Because we are a foreign corporation, you may not have the same rights as a shareholder in a U.S. corporation may have.***

We are a Bermuda exempted company. Our Memorandum of Association and Bye-Laws and the Bermuda Companies Act 1981, as amended, govern our affairs. Investors may have more difficulty in protecting their interests and enforcing judgments in the face of actions by our management, directors or controlling shareholders than would shareholders of a corporation incorporated in a U.S. jurisdiction. Under Bermuda law, a director generally owes a fiduciary duty only to us and not to our shareholders. Our shareholders may not have a direct course of action against our directors. In addition, Bermuda law does not provide a mechanism for our shareholders to bring a class action lawsuit under Bermuda law. Further, our Bye-laws provide for the indemnification of our directors or officers against any liability arising out of any act or omission except for an act or omission constituting fraud, dishonesty or illegality.

***As a foreign private issuer, we are permitted, and intend, to follow certain home country corporate governance practices instead of otherwise applicable NYSE requirements, which may result in less protection than is accorded to investors under rules applicable to U.S. domestic issuers.***

As a foreign private issuer, in reliance on New York Stock Exchange, or NYSE, rules that permit a foreign private issuer to follow the corporate governance practices of its home country, we are permitted to follow certain Bermuda home corporate governance practices instead of those otherwise required under the corporate governance standards for U.S. domestic issuers. We follow certain Bermuda home country corporate governance practices rather than the requirements of the NYSE. Following our home country governance practices as opposed to the requirements that would otherwise apply to a U.S. company listed on the NYSE may provide less protection than is accorded to investors in U.S. domestic issuers. For a listing and further discussion of how our corporate governance practices differ from those required of U.S. companies listed on the NYSE, please see "Item 16G. Corporate Governance" or visit the corporate governance section of our website at [www.sflcorp.com](http://www.sflcorp.com). The information on our website is not incorporated by reference into this annual report.

***Because our offices and most of our assets are outside the United States, you may not be able to bring suit against us, or enforce a judgment obtained against us in the United States.***

Our executive offices, administrative activities and the majority of our assets are located outside the United States. In addition, most of our directors and officers are not U.S. residents. As a result, it may be more difficult for investors to effect service of process within the United States upon us, or to enforce both in the United States and outside the U.S. judgments against us in any action, including actions predicated upon the civil liability provisions of the U.S. federal securities laws.

## ITEM 4. INFORMATION ON THE COMPANY

### A. HISTORY AND DEVELOPMENT OF THE COMPANY

#### The Company

We are SFL Corporation Ltd., a company incorporated under the laws of Bermuda on October 10, 2003, as a Bermuda exempted company under the Bermuda Companies Law of 1981 (Company No. EC-34296). We are engaged primarily in the ownership and operation of vessels and offshore related assets, and we are also involved in the charter, purchase and sale of assets. Our registered and principal executive offices are located at Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, HM 08, Bermuda, and our telephone number is (441) 295-9500. Our website is [www.sflcorp.com](http://www.sflcorp.com). 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 [www.sec.gov](http://www.sec.gov). None of the information contained on these websites is incorporated into or forms a part of this annual report.

We operate through subsidiaries and branches located in Bermuda, Canada, Cyprus, Liberia, Namibia, Norway, Singapore, the United Kingdom and the Marshall Islands.

We are an international ship owning and chartering company with a large and diverse asset base across the maritime, shipping and offshore asset classes and business sectors. As of December 31, 2025, our assets consist of 17 tankers, two dry bulk carriers, 21 container vessels, seven car carriers and two drilling rigs, as well as five dual-fuel 16,800 TEU container vessels under construction, expected to be delivered in 2028. We also hold an equity interest in an associated company that owns four leased-in container vessels.

Our primary objective is to continue to grow our business through accretive acquisitions across a diverse range of marine and offshore asset classes. In doing so, our strategy is to generate stable and increasing cash flows by chartering our assets primarily under medium to long-term bareboat or time charters.

#### History of the Company

We were formed in 2003 as a wholly-owned subsidiary of Frontline, a major operator of large crude oil tankers. In 2004, Frontline distributed 25% of our common shares to its ordinary shareholders in a partial spin off, and our common shares commenced trading on the NYSE, under the ticker symbol "SFL" on June 14, 2004. Frontline subsequently made six further dividends of our shares to its shareholders, and its ownership in our Company is now less than one percent. Our assets at the time consisted of a fleet of Suezmax tankers, very large crude carriers or VLCCs, and oil/bulk/ore carriers.

Since 2004, we have diversified our asset base and now have eight asset types: crude oil tankers, oil product tankers, chemical tankers, container vessels, car carriers, dry bulk carriers, a jack-up drilling rig and an ultra-deepwater drilling rig. In addition, we have certain financial investments.

#### Acquisitions, Deliveries, Capital Investments and Disposals

We entered into the following acquisitions, deliveries, capital investments and disposals in 2023, 2024, 2025 and until March 16, 2026:

##### *Acquisitions, Deliveries and Capital Investments*

During the year ended December 31, 2023, we invested \$117.8 million for special periodic surveys, or SPS, ballast water treatment systems and other capital upgrades performed on the harsh environment semi-submersible drilling rig *Hercules*.

As of November 2023, we had paid total installments and related costs of \$158.4 million in relation to two dual-fuel 7,000 CEU newbuilding car carriers designed to use LNG under construction. The vessels, *Emden* and *Wolfsburg*, were delivered in September and November 2023, respectively. On delivery, the vessels performed a voyage charter for an Asia based operator from Asia to Europe, and thereafter, the vessels started a 10-year time charter to Volkswagen Group.

As of March 2024, we had paid total installments and related costs of \$170.2 million in relation to two dual-fuel 7,000 CEU newbuilding car carriers under construction. The vessels, *Odin Highway* and *Thor Highway*, were delivered between January and March 2024, respectively, and commenced a 10-year time charter to K Line.

Between June 2024 and October 2024, we acquired and took delivery of three newbuilding LR2 product tankers, *SFL Tucana*, *SFL Taurus* and *SFL Tigris* from entities related to our largest shareholder, Hemen, for a total cost of \$234.9 million. Upon delivery, the vessels immediately commenced long-term charters to a third party.

In July 2024, we entered into agreements to build five LNG dual-fuel 16,800 TEU container vessels at an aggregate construction cost of \$962.5 million. The vessels are expected to be delivered in 2028 and are scheduled to commence a minimum 10-year time charter to a leading liner company. As of December 2025, we paid yard installments of \$144.4 million relating to the newbuilding container vessels under construction.

In August 2024, we took delivery of two LNG dual-fuel 33,000 dwt chemical tankers, *SFL Bonaire* and *SFL Aruba*, from an unrelated third party for a total purchase price of \$113.6 million. Upon delivery, one of the vessels commenced trading in a pool with Stolt Tankers Chartering B.V., or Stolt Tankers, for a period of eight years and the second vessel commenced an eight-year time charter with Stolt Tankers.

Between September and November 2024, we exercised the purchase options and took redelivery of four 15,400 TEU and three 10,600 TEU container vessels. The vessels were previously under the financing structure of a Japanese operating lease with call option and accounted for as 'vessels under finance lease'.

During the year ended December 31, 2024, we recorded \$49.4 million for a SPS and capital upgrades performed on the drilling rigs, *Linus* and *Hercules*.

During the year ended December 31, 2025, we recorded \$58.0 million for energy efficiency and other upgrades performed on 14 container vessels, one car carrier, four Suezmax tankers, one chemical tanker and two drilling rigs.

#### *Disposals*

In March 2023 and April 2023, we delivered the two Suezmax tankers, *Glorycrown* and *Everbright*, which were trading in the spot market, to an unrelated third party. Net sale proceeds of \$84.9 million were received in connection with the transaction and recorded a gain of \$16.4 million on the disposals.

In April 2023 and June 2023, we sold and delivered the two chemical tankers, *SFL Weser* and *SFL Elbe*, which were also trading in the spot market, to an unrelated third party for net sale proceeds of \$19.4 million. We recorded a gain of \$30,000 on the disposals and recorded an impairment loss of \$7.4 million prior to the disposals.

In August 2023, we sold and delivered the VLCC, *Landbridge Wisdom*, which was previously accounted for as an investment in 'leaseback asset', to Landbridge Universal Limited or Landbridge, following exercise of the applicable purchase option in the charter contract. Net sales proceeds totaling \$52.0 million were received from Landbridge and we recorded a gain of \$2.2 million in connection with the transaction.

In March 2024, we sold and delivered the two container vessels, *MSC Margarita* and *MSC Vidhi*, which were accounted for as 'investments in sales-type leases', following execution of the applicable purchase obligation in the charter contracts. Net sales proceeds totaling \$12.0 million were received from MSC, and we recorded a loss of \$17,000 in connection with the transaction.

In December 2024, we sold and delivered the 1,700 TEU container vessel, *Green Ace*, to an unrelated third party for net sale proceeds of \$10.8 million. We recorded a gain of \$5.4 million on the disposal.

Between April 2025 and September 2025, we sold and delivered the five 57,000 dwt Supramax dry bulk vessels, *SFL Yukon*, *SFL Sara*, *SFL Kate*, *SFL Hudson*, and *SFL Humber*, to unrelated third parties for net sales proceeds of \$54.8 million. A net loss of \$0.9 million was recorded on the disposal and an impairment loss of \$26.7 million was recorded prior to the disposal.

In May 2025, we sold and delivered the 1,700 TEU container vessel, *Asian Ace*, to an unrelated third party for net sale proceeds of \$9.4 million and recorded a gain of \$4.3 million on the disposal.

Between June and July 2025, we delivered seven container vessels, which were accounted for as 'sales-type leases', to MSC following execution of the applicable purchase obligations at the end of the vessels' bareboat charter contracts. We received net sales proceeds totaling \$31.2 million from MSC.

In July 2025, we sold and delivered eight Capesize dry bulk carriers to Golden Ocean Group Limited, or Golden Ocean, following exercise of the applicable purchase options in the charter contracts. We received net sale proceeds of \$114.1 million and recorded a gain of \$1.1 million on the disposals.

In December 2025, we sold and delivered the Suezmax tanker, *SFL Ottawa*, to an unrelated third party for net sale proceeds of \$49.1 million and recorded a gain of \$11.3 million on the disposal.

In February 2026, we delivered the 2015-built Suezmax vessel *SFL Thelon* to its new third-party owner for a gross sales price of \$57.1 million. Net proceeds were \$48.4 million after the payment of a fee under a pre-agreed profit-sharing arrangement in the time charter agreement.

## **B. BUSINESS OVERVIEW**

### **Our Business Strategies**

Our primary objectives are to profitably grow our business and increase long-term distributable cash flow per share through our current operations and activities and by pursuing the following strategies:

- (1) ***Expand and diversify our asset base.*** We have a diverse asset base consisting of crude oil tankers, oil product tankers, chemical tankers, container vessels, car carriers, dry bulk carriers, a jack-up drilling rig and an ultra-deepwater drilling rig. We plan to expand our asset base through various transactions including, placing newbuilding orders, acquiring second-hand vessels and entering into short, medium or long-term charter arrangements. We also make financial investments or provide loans secured by vessels, rigs and/or other assets in the wider maritime industry. We believe that the expertise and relationships of our management, together with our relationship with the group of companies related to Seatankers Management Norway AS and Seatankers Management Co. Ltd., collectively Seatankers, could provide us with incremental opportunities to expand and further diversify our asset base.
- (2) ***Expand and diversify our customer relationships.*** We presently have over 10 customers, none of which are related parties, and intend to continue to expand our relationships with our existing customers and also to add new customers, as the companies servicing the international shipping, maritime and offshore oil exploration and production markets continue to expand their use of leased-in assets to add capacity.
- (3) ***Pursue medium to long-term fixed-rate charters.*** We pursue and intend to continue to pursue medium to long-term fixed rate charters, which provide us with stable future cash flows. Our customers typically employ long-term charters for strategic expansion as most of their assets are typically of strategic importance to certain operating pools, established trade routes or dedicated oil-field installations. In addition, we plan to seek to enter into charter agreements that are shorter and provide for profit sharing, so that we can generate incremental revenue and share in the upside during strong markets.

### **Our Environmental, Social and Governance Efforts**

We are primarily engaged in the ownership, operation and chartering of vessels and off-shore related assets on medium- and long-term charters. Our goal is to maintain a portfolio of high-quality assets and long-term charters with strong counterparts by improving our fleet's emissions and fuel efficiency in cooperation with those of our partners and counterparts. We strive to incorporate the UN Global Compact Principles into our SASB framework in connection with the structuring and reporting of our ESG efforts in our operations and ESG management system.

We have carried out a materiality analysis by following the GRI 3 Materiality Standard, regarding the severity and likelihood of the impacts of our operations, and the SASB Marine Transportation Standard (2018), guiding us on financially material ESG aspects.

The Board has deemed the following topics to be material to our ESG efforts: direct greenhouse gas emissions; low carbon energy sources; climate-related risks; marine casualties involving crew; corruption risk; ship recycling; spills and releases; and compliance training and training on board our vessels. The Board works to ensure that we have sufficient internal control and risk management systems in place, which encompass our corporate values and ethical guidelines, including the guidelines for corporate social responsibility. The Board routinely considers critical ESG issues, and, in line with our Corporate Code of Business Ethics and Conduct, any significant incidents are reported directly to the Board. The Board also reviews our annual ESG report, which sets forth our ESG strategy and goals and reports on our ESG performance across all our business operations.

Copies of our ESG reports and further details on our ESG efforts may be found on our website at <https://www.sflcorp.com/esg/>. The information on our website is not incorporated by reference into this annual report.

## **Customers**

As of March 16, 2026, our customers includes, among others, Maersk, MSC, ConocoPhillips Skandinavia AS, or ConocoPhillips, Phillips 66 Company, or Phillips 66, Volkswagen Konzernlogistik GmbH Co. OHG, or Volkswagen, Kawasaki Kisen Kaisha Ltd., or K Line, Trafigura Maritime Logistics Pte Ltd, or Trafigura, Hapag-Lloyd AG, or Hapag-Lloyd, Eukor, Vitol International Shipping Pte. Ltd, or Vitol and Stolt Tankers.

Our customers that represent the largest proportion of our revenue are discussed below in “Item 5 - Factors Affecting Our Current and Future Results”.

## **Competition**

We currently operate in several sectors of the maritime, shipping and offshore industries, including oil transportation, dry bulk shipments, oil products transportation, container transportation, car transportation and drilling rigs.

The markets for international seaborne oil transportation services, dry bulk transportation services, container and car transportation services are highly fragmented and competitive. Seaborne oil transportation services are generally provided by two main types of operators: (i) major oil companies or (ii) captive fleets (both private and state-owned) and independent shipowner fleets.

In addition, several owners and operators pool their vessels together on an ongoing basis, and such pools are available to customers to the same extent as independently owned and operated fleets. Many major oil companies and other commodity carriers also operate their own vessels and use such vessels not only to transport their own cargoes but also to transport cargoes for third parties, in direct competition with independent owners and operators.

Container vessels and car carriers are generally operated by logistics companies, where the vessels are used as an integral part of their services. Therefore, container vessels and car carriers are typically chartered more on a period basis and single voyage chartering is less common. As the market has grown significantly over recent decades, we expect in the future to see more vessels chartered by logistics companies on a shorter term basis, particularly smaller vessels, however this will vary depending on market conditions and the availability of vessels.

Our jack-up drilling rig and our ultra-deepwater drilling rig are sub-chartered out on charters to oil majors. Jack-up drilling rigs and ultra-deepwater drilling rigs are normally chartered by oil companies on a shorter-term basis linked to area-specific well drilling or oil exploration activities, but there have also been longer period charters available when oil companies want to cover their longer term requirements for such rigs. Ultra-deepwater semi-submersible drilling rigs are self-propelled, and can therefore easily move between geographic areas. Jack-up drilling rigs are not self-propelled, but it is common to move these assets over long distances on heavy-lift vessels. Therefore, the markets and competition for these rigs are effectively world-wide.

Competition for charters in all the above sectors is intense and is based upon price, location, size, age, specifications, condition and acceptability of the vessel/rig and its technical and commercial managers. Competition is also affected by the availability of other sized vessels/rigs to compete in the trades in which we engage. Most of our existing vessels are chartered at fixed rates on a long-term basis and are thus not directly affected by competition in the short-term.

## **Seasonality**

A significant portion of our fleet is chartered on a long-term basis at fixed rates, and seasonal factors therefore do not have a material direct effect on our overall business. We have two Suezmax tankers and two dry bulk carriers trading in the spot or short-term time charter market, and one chemical tanker that trades in a pool alongside similar third-party owned vessels. The effects of seasonality may affect the earnings of these vessels.

Following scrubber installations on seven container vessels on charter to Maersk and one car carrier on charter to Eukor, the agreements were amended to include sharing of fuel cost savings with these charterers. The fuel savings will depend on the price difference between IMO compliant fuel and IMO non-compliant fuel that is subsequently made compliant by the scrubbers.

## **Inflation**

In light of the current and foreseeable economic environment, significant global inflationary pressures could increase our operating, voyage, general and administrative and financing costs. Although we attempt to manage the effects of inflation by reviewing our suppliers regularly, there are no assurances that the effects of inflation will not have a material adverse impact on our business, financial condition, results of operation and cash flows.

## **Russian-Ukrainian War**

The war between Russia and Ukraine has disrupted supply chains and caused instability in the global economy, and the United States, the United Kingdom, and the European Union, among other countries, announced sanctions against the Russian government and its supporters. OFAC administers and enforces multiple authorities under which sanctions have been imposed on Russia, including: the Russian Harmful Foreign Activities sanctions program, established by the Russia-related national emergency declared in Executive Order (E.O.) 14024 and subsequently expanded and addressed through certain additional authorities, and the Ukraine-/Russia-related sanctions program, established with the Ukraine-related national emergency declared in E.O. 13660 and subsequently expanded and addressed through certain additional authorities. The United States has also issued several Executive Orders that prohibit certain transactions related to Russia, including the importation of certain energy products of Russian Federation origin, investments in the Russian energy sector by U.S. persons, among other prohibitions and export controls, and has issued numerous determinations authorizing the imposition of sanctions on persons who operate or have operated in the energy, metals and mining, and marine sectors of the Russian Federation economy, among other sectors. The ongoing conflict could result in the imposition of further economic sanctions or new categories of export restrictions against persons in or connected to Russia. As of March 16, 2026, our charter contracts have not been materially affected by the events in Russia and Ukraine. However, it is possible that in the future third parties, with whom we have or will have charter contracts, may be impacted by such events. While in general much uncertainty remains regarding the global impact of the continuation of the conflict in Ukraine, and any potential resolution thereof, it is possible that such tensions could adversely affect our business, financial condition, results of operation and cash flows.

## **Israel-Gaza Conflict**

Tensions related to the Israel–Gaza conflict continued to elevate maritime risks in the Red Sea during 2025, as Houthi forces expanded their attacks on commercial vessels in the Bab al-Mandab Strait. In July 2025, the Houthis sank two commercial ships, killing four seafarers, and by late 2025 more than 100 attacks had been recorded since 2023, affecting vessels from over 60 countries. These threats kept many Europe–Asia trades rerouted around the Cape of Good Hope, although Bab al-Mandab transits showed partial recovery by August 2025, reaching their highest level since early 2024. While the January 19, 2025 ceasefire between Israel and Hamas offered some relief to regional tensions, it did not meaningfully reduce the ongoing Houthi threat to commercial shipping. As of March 16, 2026, our vessels and contracts have not been materially affected by the events in the Middle East and the Red Sea.

## **Israel-Iran Conflict**

The hostilities between Israel and Iran in 2025 significantly increased security risks for commercial vessels operating in the Persian Gulf and the Strait of Hormuz. Following Israeli strikes on Iran in June 2025, shipowners were warned to avoid both the Red Sea and the Persian Gulf, and many operators rerouted or slowed transits due to fears of missile attacks, sea mines and other hostile actions. The regional threat level intensified further in March 2026, when the United States jointly conducted major strikes with Israel on Iranian targets, including operations that destroyed multiple Iranian naval vessels, naval headquarters and other military infrastructure, prompting Iran to launch large-scale retaliatory missile and drone attacks across the region. These exchanges included missile strikes that hit commercial tankers and disrupted shipping lanes.

The situation deteriorated further as Iran targeted U.S. bases in the UAE, Bahrain, Qatar, and Jordan, while some Iranian officials claimed the Strait of Hormuz was closed, triggering widespread industry concern and causing major shipping companies to suspend or halt bookings through the region. Electronic interference affecting vessel navigation systems spiked around the Strait of Hormuz, complicating safe passage and heightening operational risk. Although the strait remained technically open, the U.S.-Iran missile exchanges in March 2026 and the U.S. Navy's combat operations in the Persian Gulf created conditions in which shipping agencies assessed the threat level as "significant," and many shipowners exercised extreme caution, diverted vessels, or temporarily ceased transits through the area. As of March 16, 2026, our vessels and contracts have not been materially affected by the events in the Strait of Hormuz or Persian Gulf.

### **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 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 safe operation of our vessels. Failure to comply 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 and reputation.

### ***Flag State***

The flag state, as defined by the United Nations Convention on the Law of the Sea, is responsible for implementing and enforcing a broad range of international maritime regulations with respect to all ships granted the right to fly its flag. The "Shipping Industry Guidelines on Flag State Performance" evaluates flag states based on factors such as ratification, implementation and enforcement of principal international maritime treaties, supervision of surveys, compliance with International Labour Organization reporting, and participation at IMO meetings. Our vessels and rigs are flagged in Liberia, the Marshall Islands, Cyprus, Hong Kong or Norway.

## *International Maritime Organization*

The International Maritime Organization, or IMO, the United Nations agency responsible for maritime safety and pollution prevention, has adopted several core conventions that govern vessel construction, safety, and environmental compliance, including the International Convention for the Prevention of Pollution from Ships, 1973, as modified by the Protocol of 1978, or MARPOL, the International Convention for the Safety of Life at Sea of 1974, or SOLAS, and the International Convention on Load Lines of 1966. MARPOL, which applies to dry bulk carriers, tankers, LNG carriers, and other vessels, is divided into six Annexes addressing different pollution sources, including oil leakage or spilling (Annex I), harmful substances carried in bulk or packaged form (Annexes II and III), sewage and garbage management (Annexes IV and V), and air emissions (Annex VI), with the latter adopted separately in 1997 and revised through the IMO-2020 emission standards effective January 1, 2020. The IMO's Marine Environmental Protection Committee, or MEPC, has also adopted amendments to key technical instruments, including the 2012 amendments to the International Code for the Construction and Equipment of Ships Carrying Dangerous Chemicals in Bulk, which took effect on January 1, 2021 and require updated certificates of fitness and compliance for newly classified cargos, as well as the 2013 amendments to the MARPOL Annex I Condition Assessment Scheme, effective October 1, 2014, which mandate compliance with the 2011 Enhanced Programme of Inspections for bulk carriers and oil tankers. Compliance with these evolving international requirements may necessitate financial expenditures across our fleet.

### *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, emissions of volatile compounds from cargo tanks, and the shipboard incineration of specific substances. 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) 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. On October 27, 2016, the MEPC 70 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, Certificates from their flag states that specify sulfur content. Additionally, amendments to Annex VI to prohibit the carriage of bunkers above 0.5% sulfur on ships took effect on March 1, 2020, with the exception of vessels fitted with scrubbers, which can carry fuel of higher sulfur content. These regulations subject ocean-going vessels to stringent emission controls, and may cause us to incur substantial costs.

Sulfur content standards are even stricter within certain Emission Control Areas, or 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. 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 U.S. Caribbean area. 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 Norwegian Sea, which should take effect in March 2027. MEPC 83 also approved the Northeast Atlantic Ocean as an ECA and is expected to take effect in 2028. 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, or 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, or 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. The MEPC also approved the North Sea and Baltic Sea as ECAs for nitrogen oxide for ships built on or after January 1, 2021. The Canadian-Arctic ECA for NOx will also be effective starting from March 1, 2026 for ships built on or after January 1, 2025. For the Norwegian Sea ECA, the NOx Tier III engine certification requirement will apply to ships (i) with building contracts placed on or after March 1, 2026, (ii) in the absence of a building contract, constructed on or after September 1, 2026, or (iii) delivered on or after March 1, 2030. For the North-East Atlantic ECA, the requirement is expected to apply to ships (i) contracted on or after January 1, 2027, (ii) in the absence of a building contract, constructed on or after July 1, 2027, or (iii) delivered on or after January 1, 2031. The EPA promulgated equivalent (and in some senses stricter) emissions standards in 2010. Tier III requirements could apply to additional areas designated for Tier III NOx in the future. In April 2025, MEPC 83 also adopted amendments (expected to enter into force late 2026 and early 2027) to the NOx Technical Code 2008, which allows ships to optimize fuel consumption based on their operational profile, thus improving energy efficiency, while ensuring compliance with NOx emission requirements. As a result of these designations or similar future designations, we may be required to incur additional operating or other costs.

At MEPC 70, 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, or 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, or EEDI. MEPC 75 adopted amendments to MARPOL Annex VI which brought 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.

MEPC has continued tightening air-emission and environmental standards under MARPOL Annex VI. In 2022, MEPC adopted amendments introducing new greenhouse-gas reduction measures requiring all ships to assess and measure energy efficiency through (i) the Energy Efficiency Existing Ship Index, or EEXI, a technical rating applicable to ships of 400 gross tons and above, and (ii) an operational Carbon Intensity Indicator, or CII, which requires ships of 5,000 gross tons and above to document and verify annual carbon-intensity performance against required CII levels. All ships above 400 gross tons must maintain an approved SEEMP, and those above 5,000 gross tons must include additional mandatory content. That same year, MEPC amended MARPOL Annex I to prohibit the use and carriage for use as fuel of heavy fuel oil by ships operating in Arctic waters beginning July 1, 2024. MEPC 79 subsequently adopted further amendments to Annex VI, including revisions to Appendix IX to require reporting of attained and required CII values, CII ratings, and attained EEXI to the IMO Ship Fuel Oil Consumption Database, while also updating EEDI calculation guidelines to add a CO<sub>2</sub> conversion factor for ethane, incorporate updated ITCC guidance, and clarify the treatment of vessels with multiple load line certificates; these amendments entered into force on May 1, 2024.

In 2023, MEPC 80 endorsed a plan to review CII regulations and guidelines, and in April 2025, MEPC 83 adopted amendments to the 2021 Guidelines on operational carbon-intensity reduction factors, extending CII reduction-factor methodologies through 2030 and approving a work plan for developing a regulatory framework governing onboard carbon-capture and storage systems. Compliance with these evolving greenhouse gas-reduction, fuel-use, reporting-and-verification and energy-efficiency requirements may require us to incur additional costs, and future conventions or regulatory changes could necessitate the installation of expensive emissions-control systems, adversely affecting our business, results of operations, cash flows, or 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, or the 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 SOLAS 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, or (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 certificate 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.

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, or 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.

The IMO has also adopted the International Convention on Standards of Training, Certification and Watchkeeping for Seafarers, or 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 SOLAS and STCW generally employ the classification societies, which have incorporated SOLAS and STCW requirements into their class rules, to undertake surveys to confirm compliance.

Furthermore, cybersecurity guidance and regulations have been developed in an attempt to combat cybersecurity threats. For new ships and offshore installations contracted for construction on or after January 1, 2024, the International Association of Classification Societies, or IACS, now requires vessel owners, yard and suppliers to build cybersecurity barriers into their systems and vessels, requiring compliance across the full spectrum of critical on-board control and navigation systems. On July 16, 2025, the U.S. Coast Guard's final rule, Cybersecurity in the Maritime Transportation System, went into effect. Under this rule, all regulated entities are required to develop Cybersecurity and Cyber Incident Response Plans, designate a Cybersecurity Officer to implement plans, and to report certain cyber incidents to the National Response Center. This might cause companies to create additional procedures for monitoring cybersecurity, which could require additional expenses and/or capital expenditures. The impact of such regulations is hard to predict at this time. The cybersecurity of our vessels continues to improve through hands-on training, campaigns and external assistance/equipment provision.

#### *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 an International Convention for the Control and Management of Ships' Ballast Water and Sediments, or the BWM 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. The BWM Convention's implementing regulations call for a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits, and require all ships to carry a ballast water record book and an international ballast water management certificate.

The MEPC maintains guidelines for approval of ballast water management systems (G8). 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 chemical, 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, since June 2022, the BWM Convention requires 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. In December 2022, MEPC 79 agreed that it should be permitted to use ballast tanks for temporary storage of treated sewage and grey water and 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 addition to the BWM Convention, the cost of compliance could increase for ocean carriers and may have a material effect on our operations. However, many countries already 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 United States, for example, requires vessels entering its waters from another country to conduct mid-ocean ballast exchange, or undertake some alternate measure, 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, or the 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, or 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 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 has 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 tonnage 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 have applied to ships since 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 EU ports, respectively. As of March 16, 2026, 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, or 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 United States’ territorial sea and its 200 nautical mile exclusive economic zone around the United States. The United States has also enacted the Comprehensive Environmental Response, Compensation and Liability Act, or 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 contains statutory caps on liability and damages; such caps do not apply to direct cleanup costs. Effective March 23, 2023, the 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), and the adjusted limits of OPA liability for non-tank vessels, edible oil tank vessels, and any oil spill response vessels, to the greater of \$1,300 per gross ton or \$1,076,000 (previous limit was \$1,200 per gross ton or \$997,100). 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 intend to comply going forward with the USCG's financial responsibility regulations by providing applicable certificates of financial responsibility.

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. We intend to comply with all applicable state regulations in the ports where our vessels call.

We currently maintain pollution liability coverage insurance in the amount of \$1.0 billion per vessel per incident, except for certain excluded areas at high risk including Russia, Ukraine and Belarus, or the High Risk Areas. 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, as amended, or CAA, requires the EPA to promulgate and enforce standards governing emissions of volatile organic compounds and other hazardous air pollutants from mobile and stationary sources. Our vessels are subject to federal and state vapor-control and recovery requirements applicable to certain cargoes during loading, unloading, ballasting, tank cleaning, and other operations in regulated port districts. The CAA also requires each state to adopt a State Implementation Plan, or SIP, to achieve and maintain National Ambient Air Quality Standards, and SIPs may impose vessel-specific emissions controls, including mandatory installation and use of vapor-recovery systems during cargo transfer operations. Our vessels operating in such jurisdictions are equipped with vapor-control technology designed to satisfy current CAA and SIP requirements. In addition, the U.S. Clean Water Act, or CWA, prohibits unauthorized discharges of oil, hazardous substances, and ballast water into U.S. navigable waters, imposes strict liability for violations, and provides for civil penalties, cleanup costs, remediation obligations, and damages. The CWA complements federal liability regimes under OPA and CERCLA, and together these statutes may impose substantial civil and administrative exposure for non-compliance.

The EPA and U.S. Coast Guard, or USCG, also regulate ballast-water management, requiring vessels to install U.S.-approved ballast-water treatment systems or utilize alternative disposal arrangements in port facilities, and may otherwise restrict vessel access to U.S. waters for non-compliance. These federal requirements will continue under the Vessel Incidental Discharge Act, or VIDA, enacted December 4, 2018, which supersedes the 2013 Vessel General Permit, or VGP, and existing USCG regulations under the National Invasive Species Act. VIDA establishes a national ballast-water and incidental-discharge regulatory framework under the CWA. The EPA finalized its Vessel Incidental Discharge Standards of Performance in October 2024, thereby triggering VIDA's requirement that the USCG promulgate corresponding implementation, compliance, and enforcement regulations within two years of the EPA's final rule. Until the USCG regulations become effective, the 2013 VGP and existing USCG ballast-water requirements remain in force, and non-military, non-recreational vessels greater than 79 feet must continue to comply with VGP obligations, including submission of a Notice of Intent, or NOI, or retention of a PARI form and filing of annual reports. We have submitted NOIs for our vessels where required. Compliance with CWA, EPA, USCG and state ballast-water requirements may necessitate installation of treatment systems or port-facility disposal arrangements at significant cost and may restrict our vessels' ability to operate in or enter 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 European Union 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 European Union imposed a 0.1% maximum sulfur requirement for fuel used by ships at berth in the Baltic, the North Sea and the English Channel, or the so called SOx-Emission Control Area. As of January 2020, EU member states must also ensure that vessels 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, Emissions Trading System, or 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 offshore 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 ETS regulations will expand to include emissions of two additional greenhouse gases: nitrous oxide and methane.

From January 1, 2025, the European Union adopted the FuelEU Maritime regulation, a proposal included in the "Fit-for-55" legislation. FuelEU Maritime sets requirements on the annual average greenhouse gas intensity of energy used by ships trading within the European Union or European Economic Area (EEA). This will start at a 2% reduction in 2025, increasing to 6% in 2030, and accelerating from 2035 to reach an 80% reduction by 2050.

Compliance with the EU ETS and FuelEU Maritime regulation will result 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 is a specialized agency of the UN that has adopted the Maritime Labour Convention 2006, or MLC 2006. A Maritime Labour Certificate and a Declaration of Maritime Labour 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 Regulations***

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 United States 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. As of January 27, 2026, the United States is no longer a party to the Paris Agreement following notification of withdrawal.

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 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 greenhouse gas 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 or the 2023 IMO Strategy, 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 greenhouse gas emissions from international shipping. Furthermore, the following indicative checkpoints were adopted in order to reach net zero greenhouse gas emissions from international shipping: i). reduce the total annual greenhouse gas emissions from international shipping by at least 20%, striving for 30%, by 2030, compared to 2008 levels; and ii). reduce the total annual greenhouse gas emissions from international shipping by at least 70%, striving for 80%, by 2040, compared to 2008 levels. As part of the 2023 IMO Strategy, MPEC also created the IMO Net-zero Framework, which will combine mandatory emissions limits and greenhouse gas pricing across the industry. The IMO Net-zero Framework was approved at MEPC 83 (Spring 2025) for potential adoption in Spring 2026 and will eventually be included in Annex VI. Under these draft regulations, ships will be required to reduce their annual greenhouse gas fuel intensity, or GFI, calculated using the well-to-wake approach and ships emitting above GFI thresholds will have to acquire remedial units to balance its deficit emissions, while those using zero or near-zero greenhouse gas technologies will be eligible for financial rewards.

The EU made a unilateral commitment to reduce overall greenhouse gas emissions from its member states from 20% of 1990 levels by 2020. The EU also committed to reduce its emissions by 20% under the Kyoto Protocol's second period from 2013 to 2020. As of 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 EU ETS has been extended to cover CO2 emissions from all large ships entering EU ports starting January 2024. For more information on the EU ETS, please see above under "European Union Regulations".

Any passage of climate control legislation or other regulatory initiatives by the IMO, the European Union, the United States 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 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, or 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 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.

### ***Offshore Drilling Regulations***

Our offshore drilling rigs are subject to many of the above environmental laws and regulations relating to vessels, but are also subject to laws and regulations focused on offshore drilling operations. We may incur costs to comply with these revised standards.

Rigs must comply with applicable MARPOL limits on sulfur oxide and nitrogen oxide emissions, chlorofluorocarbons, and the discharge of other air pollutants, and also with the Bunker Convention's strict liability for pollution damage caused by discharges of bunker fuel in jurisdictional waters of ratifying states.

Furthermore, any drilling rigs that we may operate in U.S. waters, including the U.S. territorial sea and the 200 nautical mile exclusive economic zone around the United States, would have to comply with OPA and CERCLA requirements, among others, that impose liability (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 of oil or other hazardous substances.

BOEM periodically issues guidelines for rig fitness requirements in the Gulf of Mexico and may take other steps that could increase the cost of operations or reduce the area of operations for our units, thus reducing their marketability. Implementation of BOEM guidelines or regulations may subject us to increased costs or limit the operational capabilities of our units, and could materially and adversely affect our operations and financial condition.

In addition to the MARPOL, OPA and CERCLA requirements described above, our international offshore drilling operations are subject to various laws and regulations in countries in which we operate, including laws and regulations relating to the importation of and operation of drilling rigs and equipment, currency conversions and repatriation, oil and gas exploration and development, environmental protection, taxation of offshore earnings and earnings of expatriate personnel, the use of local employees and suppliers by foreign contractors, and duties on the importation and exportation of drilling rigs and other equipment. New environmental or safety laws and regulations could be enacted, which could adversely affect our ability to operate in certain jurisdictions. Governments in some countries have become increasingly active in regulating and controlling the ownership of concessions and companies holding concessions, the exploration for oil and gas, and other aspects of the oil and gas industries in their countries. In some areas of the world, this governmental activity has adversely affected the amount of exploration and development work done by major oil and gas companies and may continue to do so.

In 2016, the government of Canada banned new drilling in Canadian Arctic waters and in August 2019, issued an order prohibiting oil and gas activities under existing leases in the Canadian Arctic offshore. The Canadian government imposed a five-year moratorium on its 2016 ban of new Canadian Arctic drilling and decided to revisit the ban every 5 years based on research and findings. Following the reports of the five-year review, the Canadian government decided to maintain the indefinite moratorium and to support a subsequent review to inform future decisions with regard to the moratorium. The 2019 order will also remain in effect for the duration of the moratorium. Operations in less developed countries can be subject to legal systems that are not as mature or predictable as those in more developed countries, which can lead to greater uncertainty in legal matters and proceedings. Implementation of new environmental laws or regulations that may apply to ultra-deepwater drilling rigs may subject us to increased costs or limit the operational capabilities of our drilling rigs and could materially and adversely affect our operations and financial condition.

### ***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. 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, which apply to oil tankers and bulk carriers contracted for construction on or after July 1, 2015. The Common Structural 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 carry out a bottom survey every 30 to 36 months for inspection of the underwater parts of the vessel as dictated by statutory and class regulations. 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.

The managed vessels, depending on the flag administration requirements, are inspected during the stipulated periodicities. These inspections are arranged on a timely basis and the findings (if any) are addressed for corrective actions, close-out and acceptance purposes. The findings are also finally reviewed by the relevant flag administration, in order to record the actions taken by us and close-out the findings on their systems.

### **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 U.S. 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 and freight, demurrage and defense insurance for our fleet. We generally maintain insurance against loss of hire on our operated fleet, which covers business interruptions that result in the loss of use of a vessel.

## Protection and Indemnity Insurance

Protection and indemnity insurance is provided by mutual protection and indemnity associations, or P&I Associations, and 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, claims arising from collisions with other vessels, damage to other third-party property, pollution arising from oil or other substances and salvage, towing and other related costs, including wreck removal. 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 \$1.0 billion per vessel per incident, except for certain excluded High Risk Areas. 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 \$10.0 million up to, currently, approximately \$8.9 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.

We are responsible for the insurance of our time chartered and voyage chartered vessels. In accordance with standard practice, we maintain marine hull and machinery and war risks insurance, which include the risk of actual or constructive total loss, and protection and indemnity insurance with mutual assurance associations. From time to time we carry insurance covering the loss of hire resulting from marine casualties in respect of some of our vessels. Currently, the amount of coverage for liability for pollution, spillage and leakage available to us on commercially reasonable terms through protection and indemnity associations and providers of excess coverage is up to \$1.0 billion per vessel per occurrence, except for certain excluded High Risk Areas. P&I Associations are mutual marine indemnity associations formed by shipowners to provide protection from large financial loss to one member by contribution towards that loss by all members.

We believe that our current insurance coverage is adequate to protect us against the accident-related risks involved in the conduct of our business and that we maintain appropriate levels of environmental damage and pollution insurance coverage, consistent with standard industry practice. However, there is no assurance that all risks are adequately insured against, that any particular claims will be paid, or that we will be able to procure adequate insurance coverage at commercially reasonable rates in the future.

## C. ORGANIZATIONAL STRUCTURE

See Exhibit 8.1 for a list of our significant subsidiaries.

## D. PROPERTY, PLANTS AND EQUIPMENT

We own a substantially modern fleet of vessels and rigs. The following table sets forth the fleet that we own or charter-in including those in our associated companies as of March 16, 2026.

Vessel	Approximate		Flag	Lease Classification *	Charter Termination	
	Built	Capacity			Classification *	Date*
<b>Tankers</b>						
Marlin Santorini	2019	150,000 Dwt	MI	Operating	2026	(5)
Marlin Sicily	2019	150,000 Dwt	MI	Operating	2027	(5)
Marlin Shikoku	2019	150,000 Dwt	MI	Operating	2027	(5)
SFL Albany	2020	160,000 Dwt	MI	n/a	n/a	(2)
SFL Fraser	2020	160,000 Dwt	MI	n/a	n/a	(2)
SFL Tigris	2024	115,000 Dwt	MI	Operating	2029	(1)
SFL Taurus	2024	115,000 Dwt	MI	Operating	2029	(1)
SFL Tucana	2024	115,000 Dwt	MI	Operating	2029	(1)
SFL Trinity	2017	114,000 Dwt	MI	Operating	2026	

SFL Sabine	2017	114,000 Dwt	MI	Operating	2026	
SFL Lion	2014	115,000 Dwt	MI	Operating	2027	(5)
SFL Tiger	2015	115,000 Dwt	MI	Operating	2026	(5)
SFL Panther	2015	115,000 Dwt	MI	Operating	2027	(5)
SFL Puma	2015	115,000 Dwt	MI	Operating	2026	(5)
SFL Aruba	2022	33.000 Dwt	MI	n/a	n/a	(6)
SFL Bonaire	2023	33.000 Dwt	MI	Operating	2032	(1)

### **Dry Bulk Carriers**

SFL Yangtze	2012	82,000 Dwt	HK	n/a	n/a	(2)
SFL Pearl	2012	82,000 Dwt	HK	n/a	n/a	(2)

### **Container vessels**

San Felipe	2014	9,500 TEU	MI	Operating	2030	
San Felix	2014	9,500 TEU	MI	Operating	2030	
San Fernando	2015	9,500 TEU	MI	Operating	2030	
San Francisca	2015	9,500 TEU	MI	Operating	2030	
Maersk Sarat	2015	9,500 TEU	LIB	Operating	2031	(7)
Maersk Skarstind	2016	9,500 TEU	LIB	Operating	2026	(8)
Maersk Shivling	2016	9,300 TEU	LIB	Operating	2026	(8)
Maersk Zambezi	2020	5,300 TEU	MI	Operating	2028	(1)
Maersk Phuket	2022	2,500 TEU	LIB	Operating	2029	(1) (4)
Maersk Pelepas	2022	2,500 TEU	LIB	Operating	2029	(1) (4)
SFL Maui	2013	6,800 TEU	LIB	Operating	2027	(1) (4)
SFL Hawaii	2014	6,800 TEU	LIB	Operating	2027	(1) (4)
Vancouver Express	2014	15,400 TEU	LIB	Operating	2029	
Oakland Express	2014	15,400 TEU	LIB	Operating	2029	
Houston Express	2014	15,400 TEU	LIB	Operating	2029	
Atlanta Express	2014	15,400 TEU	LIB	Operating	2029	
Baltimore Express	2014	15,400 TEU	LIB	Operating	2029	(4)
Savannah Express	2013	15,400 TEU	LIB	Operating	2028	(4)
Maersk San Vincent	2015	10,600 TEU	MI	Operating	2030	(1)
Maersk San Lazaro	2015	10,600 TEU	MI	Operating	2030	(1)
Maersk San Juan	2015	10,600 TEU	MI	Operating	2030	(1)
MSC Anna	2016	19,200 TEU	LIB	Direct Financing	2031	(1) (3)
MSC Viviana	2017	19,200 TEU	LIB	Direct Financing	2032	(1) (3)
MSC Erica	2016	19,400 TEU	LIB	Direct Financing	2033	(1) (3)
MSC Reef	2016	19,400 TEU	LIB	Direct Financing	2033	(1) (3)

### **Car Carriers**

SFL Composer	2005	6,500 CEU	LIB	Operating	2026	(4)
SFL Conductor	2006	6,500 CEU	LIB	Operating	2027	(4)
Arabian Sea	2010	4,900 CEU	MI	Operating	2028	(4)
Emden	2023	7,000 CEU	LIB	Operating	2033	(4)
Wolfsburg	2023	7,000 CEU	LIB	Operating	2034	(4)
Odin Highway	2024	7,000 CEU	LIB	Operating	2034	(4)
Thor Highway	2024	7,000 CEU	LIB	Operating	2034	(4)

<b>Drilling Rigs</b>						
Linus	2014	450 ft	NOR	n/a	2029	(9)
Hercules	2008	10,000 ft	CYP	n/a	n/a	(9)

\* Lease classifications and charter termination dates are as of December 31, 2025.

Key to Flags: HK – Hong Kong, LIB – Liberia, MI – Marshall Islands, NOR – Norway, CYP – Cyprus

Notes:

- (1) Charterer has purchase options or obligations during the term or at the end of the charter.
- (2) Currently employed on a short-term charter or trading in the spot market.
- (3) Vessel chartered-in and out on direct financing leases and included in associated companies.
- (4) Vessel chartered-in as lease debt financing arrangements and out as operating leases.
- (5) Charterer has the right to trigger a sale to a third party, at any time after the first year, with net proceeds over an agreed sum to be shared between the charterer and SFL, with profit split on a previously agreed upon basis of calculation.
- (6) Vessel is trading in a pool with Stolt Tankers until 2032.
- (7) Vessel had a new charter contract in 2026. Lease assessment is preliminary and may change.
- (8) The charters in respect of these vessels end in 2026 and the vessels are then contracted to commence a five-year time charter with the same counterparty.
- (9) *Linus* is currently employed under its long-term drilling contract with ConocoPhillips which expires in the second quarter of 2029. *Hercules* completed its drilling contract in Canada with Equinor in the fourth quarter of 2024. Following completion, *Hercules* was mobilized to Norway to await new drilling opportunities. In March 2026, the Company entered into a drilling contract in Canada with a large, investment-grade multinational oil and gas company for the harsh environment semi-submersible rig *Hercules*. The contract has an estimated value of approximately \$170 million, a minimum term of approximately 400 days and is expected to commence in the first quarter of 2027.

In addition to the above fleet of vessels and rigs, we also have five 16,800 TEU container vessels currently under construction, expected to be delivered in 2028.

Substantially, all of our owned vessels and rigs as of December 31, 2025 are pledged under mortgages, excluding two Kamsarmax dry bulk carriers and one drilling rig.

Other than our interests in the vessels and drilling rigs described above, we do not own any material physical properties. We lease office space in all our locations. In Oslo and London, we lease office space from Front Ocean Management AS and Frontline Corporate Services Ltd, respectively, both related parties.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

The following discussion should be read in conjunction with Item 4. "Information on the Company" and our audited consolidated financial statements and notes thereto included herein.

## A. OPERATING RESULTS

### Overview

We have established ourselves as a leading international maritime asset-owning company with a large and diverse asset base across the maritime and offshore industries. A full fleet list is provided in “Item 4. Information on the Company – D. Property, Plants and Equipment” showing the assets that we currently own and charter to our customers.

### Fleet Development

The following table summarizes the development of our active fleet of vessels and rigs, including four chartered-in container vessels that are included in our associated companies and six container vessels and seven car carriers financed through sale and leaseback transactions.

Vessel type	Additions/ Disposals		Additions/ Disposals		Additions/ Disposals	
	Total fleet December 31, 2023	2024	Total fleet December 31, 2024	2025	Total fleet December 31, 2025	2025
Oil Tankers	7		7	-1	6	
Chemical tankers	—	2	2		2	
Dry bulk carriers	15		15	-13	2	
Container vessels	36	-3	33	-8	25	
Car carriers	5	2	7		7	
Jack-up drilling rig	1		1		1	
Ultra-deepwater drilling rig	1		1		1	
Product tankers	6	3	9		9	
<b>Total Active Fleet</b>	<b>71</b>	<b>7</b>	<b>75</b>	<b>-22</b>	<b>53</b>	

Between January 1, 2026 and March 16, 2026, we sold and delivered the Suezmax tanker, *SFL Thelon*, to an unrelated third party. The vessel was delivered to its new owners in February 2026.

### Factors Affecting Our Current and Future Results

Principal factors that have affected our current results, or are expected to affect our future results of operations and financial position, include:

- the earnings of our vessels under time charters or rigs under drilling contracts, including Maersk, Hapag Lloyd, Trafigura, ConocoPhillips, Volkswagen and other charterers;
- the earnings of our vessels under short term charter or trading in the spot market impacted by freight market conditions;
- the amount we receive under the profit sharing arrangements on fuel cost savings with Maersk and Eukor;
- the earnings and expenses related to any additional vessels that we acquire;
- earnings from the sale of assets and termination of charters;
- vessel management fees and operating expenses;
- vessel impairments;
- administrative expenses;
- interest expenses;
- mark-to-market movements on investment in equity securities; and
- mark-to-market movements on derivative financial instruments.

## Revenues

Since our incorporation in 2003 and public listing in 2004, we have increased our customer base from one to more than 10 customers. In addition, Golden Ocean is no longer a customer, since July 2025, when we sold and delivered eight Capesize dry bulk carriers to them, following exercise of the applicable purchase options in the charter contracts.

As of December 31, 2025, our revenue is mainly generated from:

- 15 container vessels on time charters to Maersk accounted for 26% of our consolidated operating revenues (December 31, 2024: 23%, 14 container vessels).
- Four car carriers on time charter to Volkswagen accounted for 9% of our consolidated operating revenues (December 31, 2024: 8%, four car carriers).
- Seven tanker vessels on time charter to Trafigura accounted for 8% of our consolidated operating revenues (December 31, 2024: 7%, seven tanker vessels).
- Six container vessels on time charter to Hapag Lloyd accounted for 15% of our consolidated operating revenues (December 31, 2024: 6%, six container vessels).
- One jack-up drilling rig on drilling contract revenue with ConocoPhillips accounted for 13% of our consolidated operating revenues (December 31, 2024: 7%, one jack-up drilling rig).

Our revenues arise primarily from our long-term, fixed-rate charters and as shown in *Results of Operations* below. Our income is derived from time charter income as well as drilling contract revenues, voyage charter and pool income.

Our future earnings depend on the continuation of existing charter arrangements and our ability to secure new charters, and may be materially affected by vessel sales or counterparty defaults under our charter agreements. Please also see Item 3. Key Information—D. Risk Factors.

We have two Suezmax tankers and two dry bulk carriers trading in the spot or short-term time charter market, and, where the effects of seasonality may affect the earnings of these vessels. We also have one chemical tanker trading in a pool alongside similar third party owned vessels.

We have revenue under profit sharing agreements with two of our charterers, Maersk and Eukor. We have an arrangement for seven container vessels on charter to Maersk and one car carrier on charter to Eukor, whereby we are entitled to a share of the fuel savings dependent on the price difference between IMO compliant fuel and IMO non-compliant fuel.

## Vessel and Rig Management and Operating Expenses

We outsource the technical management for our vessels and we pay operating expenses as they are incurred. Operating expenses include mainly crew costs, repairs and maintenance, spares and supplies, insurance, management fees and drydocking. Our four chartered-in container vessels that are included in our associated companies are employed on bareboat charters, where the charterer pays all operating expenses, including maintenance, drydocking and insurance.

In addition, we engage Odfjell Technology Ltd. and Odfjell Drilling Ltd. or collectively Odfjell, for the operational management of our two drilling rigs, *Linus* and *Hercules*, respectively. We pay Odfjell a management fee and provide funding for the rigs' running costs as they are incurred.

## Vessel and Rig Impairments

The vessels and rigs held and used by us are reviewed for impairment on a quarterly basis and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, an impairment charge is recognized if the estimate of future undiscounted cash flows expected to result from the use of the vessel or rig and its eventual disposal is less than its carrying amount.

## Administrative Expenses

Administrative expenses consist of general corporate overhead expenses, including personnel costs, property costs, legal and professional fees, and other administrative expenses. Personnel costs include, among other things, salaries, pension costs, fringe benefits, travel costs and health insurance. We have entered into administrative services agreements with Frontline Management (Cyprus) Ltd., previously named Frontline Management (Bermuda) Ltd. or Frontline Management, Seatankers, Front Ocean Management AS and Front Ocean Management Ltd. or collectively Front Ocean, under which they provide us with certain administrative support services, and we have agreed to reimburse them for reasonable third party costs, if any, advanced on our behalf. Some of the compensation paid to Frontline Management, Seatankers and Front Ocean is based on cost sharing for the services rendered, based on actual incurred costs plus a margin.

Our Chief Information Security Officer, or CISO, who is employed by Front Ocean, a related party, is responsible for assessing and managing cybersecurity threats, reporting cybersecurity updates and reporting to the Board material cybersecurity incidents. For more information on our cybersecurity risk management and strategy, please see “Item 16K. Cybersecurity”.

## Mark-to-Market Movements on derivative financial instruments

In order to hedge against fluctuations in interest rates, we have entered into interest rate swaps which effectively fix the interest payable on a portion of our floating rate debt. We have also entered into interest/currency swaps in order to fix both the interest and exchange rates applicable to the payment of interest and eventual settlement on our floating rate NOK bonds. Although the intention is to hold such financial instruments until maturity, U.S. GAAP requires us to record them at fair value in our financial statements. Adjustments to the mark-to-market valuation of these derivative financial instruments, which are caused by variations in interest and exchange rates, are reflected in results of operations and other comprehensive income. Accordingly, our financial results may be affected by fluctuations in interest and exchange rates.

## Mark-to-Market Movements on investment in equity securities

We hold investments in shares consisting of 1.3 million shares in NorAm Drilling with a fair value of \$4.1 million, trading on the Euronext Growth facility in Oslo. Upon the adoption of ASU 2016-01 from January 2018, we recognize any changes in the fair value of these equity investments in the statement of operations.

## Interest Expenses

Other than the interest expense associated with our senior unsecured sustainability-linked bonds, and our senior unsecured NOK bonds, the amount of our interest expense will be dependent on our overall borrowing levels and may significantly increase when we acquire vessels or on the delivery of newbuildings. Interest incurred during the construction of a newbuilding is capitalized in the cost of the newbuilding. Interest expense may also change with prevailing interest rates, although the effect of these changes may be reduced by interest rate swaps or other derivative instruments that we enter into.

## Equity in earnings of associated companies

In the year ended December 31, 2025 and December 31, 2024, we earned income from our 49.9% investment in River Box Holding Inc. or River Box, which has been accounted for using the equity method.

In the year ended December 31, 2025, income from River Box amounted to \$6.9 million (December 31, 2024: \$7.4 million). In 2024, income from River Box accounted for 6% of our net income. A net loss was incurred for the year ended December 31, 2025.

For information regarding various market risks, including interest rates and foreign currency fluctuations, please see “Item 11. Quantitative and Qualitative Disclosures About Market Risk”.

## Results of Operations

### *Year ended December 31, 2025, compared with year ended December 31, 2024*

Net loss for the year ended December 31, 2025, was \$26.4 million compared to a net profit of \$130.7 million for the year ended December 31, 2024.

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Total operating revenues	733,041	904,404
(Loss)/Gain on sale of assets and settlement of charters, net	(7,172)	5,374
Total operating expenses	589,191	603,061
Net operating income	136,678	306,717
Interest income	14,781	13,765
Interest expense	(180,527)	(182,985)
Other non-operating items (net)	2,153	989
Equity in earnings of associated companies	2,366	2,798
Tax expense	(1,882)	(10,631)
Net (loss)/income	(26,431)	130,653

### *Operating revenues*

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Sales-type leases interest income	951	2,439
Profit sharing revenues	5,604	16,679
Time charter revenues	602,187	619,384
Voyage charter and pool revenues	14,753	18,909
Drilling contract revenues	96,255	236,650
Other operating income	13,291	10,343
Total operating revenues	733,041	904,404

Total operating revenues decreased by 18.9% in the year ended December 31, 2025, compared with the year ended December 31, 2024.

### *Sales-type leases interest income*

In the year ended December 31, 2025, sales-type leases interest income arose on seven container vessels on long-term charters to MSC, all of which were sold between June and July 2025. In the year ended December 31, 2024, we had sales-type leases interest income on nine container vessels on long-term charters to MSC, two of which were sold in March 2024.

In general, sales-type leases interest income reduces over the terms of our leases. A greater proportion of rental payment is treated as repayment of investment in the lease or loan and progressively, as the capital is repaid, interest payments by the applicable lessee decreases. The \$1.5 million decrease in sales-type leases interest income from 2024 to 2025 is mainly a result of the disposals of two container vessels during 2024 and the remaining seven container vessels during 2025.

### *Profit sharing revenues*

We had a profit sharing arrangement related to the eight Capesize dry bulk vessels on charter to a subsidiary of Golden Ocean, until their disposal in July 2025, whereby we earned a 33% profit share above the base charter rates, calculated and paid on a quarterly basis. In the year ended December 31, 2025, we recorded a profit share revenue of \$0.6 million under this arrangement (2024: \$6.4 million). The decrease is attributable to less favorable rates in 2025 for the Capesize dry bulk vessels and their disposal in July 2025.

In the year ended December 31, 2025, we recorded \$5.0 million from fuel saving arrangements relating to seven container vessels on charter to Maersk, following the installation of scrubbers and one scrubber-fitted car carrier on charter to Eukor (2024: \$10.3 million). We have an arrangement for these vessels whereby it is entitled to a share of the fuel savings dependent on the price difference between IMO compliant fuel and IMO non-compliant fuel.

#### *Time charter revenues*

During 2025, time charter revenues were earned by 22 container vessels, seven car carriers, 15 dry bulk carriers, seven Suezmax tankers, nine product tankers and one chemical tanker. The \$17.2 million decrease in time charter revenues in 2025 compared with 2024, was mainly the result of vessel additions and disposals. We acquired and took delivery of one chemical tanker and three product tankers between June 2024 and October 2024 and two newbuilding car carriers in January and March 2024. We also sold and delivered two container vessels between December 2024 and May 2025, eight Capesize dry bulk carriers in July 2025, five Supramax dry bulk carriers between April and September 2025 and one Suezmax tanker in December 2025.

#### *Voyage charter and pool revenues*

During 2025 and 2024, voyage charter and pool revenues were earned by seven dry bulk carriers which are sometimes chartered on a voyage-by-voyage basis and one chemical tanker which was delivered in August 2024 and commenced trading in a pool. The \$4.2 million decrease in voyage charter and pool revenues in 2025 compared to 2024, was mainly due to the sale of five Supramax dry bulk carriers between April and September 2025. This decrease was slightly offset by pool revenue earned from the delivery of the chemical tanker from August 2024.

#### *Drilling contract revenues*

In the years ended December 31, 2025 and December 31, 2024, we earned drilling contract revenues from our two drilling rigs. The drilling rig *Linus* has been operational with ConocoPhillips, since its redelivery from Seadrill in September 2022. In May 2024, *Linus* underwent its second SPS which lasted until the end of July 2024. The drilling rig *Hercules* has been contracted on a short-term basis, since its redelivery from Seadrill to SFL in December 2022. *Hercules* was operating under a drilling contract with Galp Energia in Namibia until May 2024. *Hercules* then completed another drilling contract with Equinor in Canada from July 2024 until October 2024. Drilling contract revenues decreased by 59% in 2025, compared to 2024, mainly because the drilling rig *Hercules* was warm stacked in Norway.

#### *(Loss)/Gain on sale of assets and settlement of charters, net*

In the year ended December 31, 2025, a net loss of \$7.2 million was recorded arising from the disposal of one 1,700 TEU container vessel, five 57,000 dwt Supramax dry bulk vessels, eight 180,000 dwt Capesize dry bulk vessels, seven 4,100 TEU container vessels which were previously accounted for as sales-type leases and one Suezmax tanker, net of settlement compensation paid for two Suezmax tankers to release their charters.

In the year ended December 31, 2024, a net gain of \$5.4 million was recorded arising from the disposal of the 1,700 TEU container vessel, *Green Ace*, and the two 5,800 TEU container vessels, *MSC Margarita* and *MSC Vidhi*.

#### *Operating expenses*

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Vessel and rig operating expenses	301,768	343,303
Depreciation	234,998	239,181
Vessel impairment charge	34,093	—
Administrative expenses	18,332	20,577
	<u>589,191</u>	<u>603,061</u>

Vessel operating expenses include operating and occasional voyage expenses for the container vessels, dry bulk carriers, Suezmax, product and chemical tankers and car carriers operated on a time charter basis and managed by related and unrelated parties. Vessel operating expenses also include voyage expenses from our six dry bulk carriers operating in the spot market in the year ended December 31, 2025. In addition, vessel operating expenses include predelivery and drydocking costs and payments to Golden Ocean of \$7,000 per day for each vessel chartered to them, in accordance with the vessel management agreements, until their disposal in July 2025.

Vessel and rig operating expenses decreased by \$41.5 million in the year ended December 31, 2025, compared to 2024. This was mainly driven by the decrease in operating costs for the drilling rig *Hercules* which was warm stacked in Norway in 2025. During 2024, *Hercules* was operating under a drilling contract with Galp Energia in Namibia until May 2024 and then another drilling contract with Equinor in Canada from July 2024 until October 2024. In addition, we sold and delivered one container vessel in December 2024, 13 dry bulk carriers between April and September 2025, one container vessel in May 2025 and one Suezmax tanker in December 2025. This was slightly offset by an increase in dry docking costs in 2025 and also due to the acquisition of vessels. We acquired three product tankers and two chemical tankers between June 2024 and October 2024 and two newbuilding car carriers in January 2024 and March 2024.

Depreciation expenses relate to vessels and rigs owned by us or vessels chartered-in under finance leases, that are not accounted for as investments in sales-type leases. The decrease in depreciation of \$4.2 million for 2025, compared to the same period in 2024, was mainly due to the sale of two container vessels in December 2024 and May 2025, 13 dry bulk carriers between April and September 2025 and one Suezmax tanker in December 2025. The decrease was partially offset by the acquisition of three product tankers and two chemical tankers between June 2024 and October 2024 and two newbuilding car carriers in January and March 2024, as well as due to capitalized SPS costs and capital upgrades for the rigs, *Hercules* and *Linus* in 2024.

In the year ended December 31, 2025, we recorded an impairment charge of \$26.7 million on five 57,000 dwt Supramax dry bulk carriers, which were sold during 2025 and a further \$7.4 million on two 82,000 dwt Kamsarmax dry bulk carriers, based on estimated fair value of the vessels using a market approach. No impairment charge was recorded in the year ended December 31, 2024.

The \$2.2 million decrease in administrative expenses for 2025, compared with 2024, is mainly due to decreased professional and legal fees arising from the business activities such as vessel acquisitions and financing, as well as legal fees arising from the Seadrill court case. For more information, please see “Item 8.A. - Legal Proceedings”. In addition, there was a slight decrease in marketing and investor relations costs.

#### *Interest income*

Total interest income increased to \$14.8 million in the year ended December 31, 2025, comparing to \$13.8 million in the year ended December 31, 2024, mainly due to higher interest received on bank and short-term deposits.

#### *Interest expense*

	<b>Interest expense (in thousands of \$)</b>		<b>Total borrowings and lease liabilities (in millions \$)</b>	
	<b>Year ended December 31,</b>		<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
U.S. dollar denominated floating rate debt due through 2030	83,280	77,497	1,085.5	1,503.9
U.S. dollar denominated fixed rate debt due 2026	13,768	13,946	145.9	147.4
NOK700 million senior unsecured floating rate bonds due 2024	—	2,049	—	—
NOK600 million senior unsecured floating rate bonds due 2025	—	3,668	—	—
NOK750 million senior unsecured floating rate bonds due 2029	5,661	1,403	74.3	63.6
7.25% senior unsecured sustainability-linked bonds due 2026	10,875	10,875	150.0	150.0
8.875% senior unsecured sustainability-linked bonds due 2027	13,313	13,313	150.0	150.0
8.25% senior unsecured sustainability-linked bonds due 2028	12,145	8,507	147.6	145.2
7.75% senior unsecured sustainability-linked bonds due 2030	10,121	—	144.4	—
Lease debt financing due through 2033	34,418	36,802	686.4	702.2
Finance lease obligation	—	14,482	—	—
Swap interest income	(2,704)	(4,221)	—	—
Capitalized interest	(8,438)	(2,916)	—	—
Amortization of deferred charges	8,088	7,580	—	—
	<b>180,527</b>	<b>182,985</b>	<b>2,584.1</b>	<b>2,862.3</b>

As of December 31, 2025, we, including our consolidated subsidiaries, had total debt principal outstanding of \$2.6 billion (December 31, 2024: \$2.9 billion). There were no finance lease obligations at December 31, 2025 and December 31, 2024, as during the year ended December 31, 2024, we exercised purchase options and took redelivery of the seven vessels with associated finance lease liabilities.

Interest expense for 2025 was \$180.5 million compared with \$183.0 million for 2024. The decrease in interest expense in the year ended December 31, 2025, compared with the same period in 2024, is mainly due to the decrease in overall debt and the decrease in interest rates. The daily SOFR rate was an average of 4.24% in the year ended December 31, 2025, compared to 5.15% in 2024. Changes in interest related to the bonds are due to changes in foreign currency exchange rate, new bond issuances, repayments and redemptions.

As of December 31, 2025, we, and our consolidated subsidiaries were party to interest rate and currency swap contracts, which effectively fix our interest rates on \$0.8 billion (2024: \$0.5 billion) of floating rate debt. The decrease in swap interest income is primarily due to fluctuations in average SOFR and NIBOR rates.

The above finance lease interest expense during the year ended December 31, 2024 represents the interest portion of our finance lease obligations on seven vessels under a sale and leaseback transaction with an Asia based financial institution. During the year ended December 31, 2024, we exercised the applicable purchase options and these seven vessels were redelivered to us. In the year ended December 31, 2025, there is no interest expense on our finance lease obligations, due to the above purchase option exercised in 2024.

#### *Other non-operating items*

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Loss on investments in debt and equity securities	(39)	(854)
Other financial items, net	2,192	1,843
	<u>2,153</u>	<u>989</u>

The loss on investments in debt and equity securities in the year ended December 31, 2025, relates to a mark to market loss of \$0.0 million from the NorAm Drilling shares (2024: \$0.9 million).

During the year ended December 31, 2025, Other financial items, net amounted to a gain of \$2.2 million compared to a gain of \$1.8 million in the year ended December 31, 2024. This movement is mainly affected by a total net cash inflow on non-designated derivatives and swap settlements of \$3.2 million, compared to an inflow of \$5.0 million in 2024, a loss on purchase of bonds and debt extinguishment of \$0.1 million comparing to a loss of \$1.3 million in 2024 and dividends received from NorAm Drilling of \$0.5 million in 2025, compared to \$0.6 million in 2024. The remaining movements are mainly due to changes in credit loss provision and exchange rate differences.

As reported above, certain assets were accounted for under the equity method in 2025 and 2024. Their non-operating expenses, including net interest expenses, are not included above, but are reflected in “equity in earnings of associated companies” under “Results of Operations” below.

#### *Equity in earnings of associated companies*

River Box holds investments in direct financing leases, through its subsidiaries, related to the 19,200 and 19,400 TEU containerships *MSC Anna*, *MSC Viviana*, *MSC Erica* and *MSC Reef*. We hold 49.9% ownership in River Box and is accounted for under the equity method. The remaining 50.1% of the shares of River Box are held by a subsidiary of Hemen, our largest shareholder and a related party. The net income of the River Box group is reflected in “Equity in earnings of associated companies”. The total equity in earnings of associated companies in the year ended December 31, 2025 was \$2.4 million (December 31, 2024: \$2.8 million).

#### *Tax expense*

In the year ended December 31, 2025, we recorded a tax expense of \$1.9 million in relation to the operations of our drilling rigs, *Hercules* and *Linus*, compared to \$10.6 million in the year ended December 31, 2024. The decrease in tax in 2025, comparing to the same period in 2024, was primarily driven by a reduction in the operations of the drilling rig *Hercules*, since the rig was warm stacked, seeking employment opportunities.

For the discussion of our operating results in 2024 compared with 2023, we refer to "Item 5. Operating and Financial Review and Prospects" included in our annual report on Form 20-F for the year ended December 31, 2024, which was filed with the Commission on March 17, 2025.

## **B. LIQUIDITY AND CAPITAL RESOURCES**

We operate in a capital intensive industry. Our asset acquisitions are financed through a combination of our own equity, term loans, lease financing and revolving credit facilities from commercial banks. Providers of such borrowings generally require that the loans be secured by mortgages against the assets being acquired, and as of December 31, 2025, substantially all of our vessels and drilling rigs are pledged as security or are held as lease debt financing. However, in common with many other companies, we also have unsecured borrowings as shown below. Providers of unsecured financing do so on the basis of our assets and liabilities, cash flows, operating results and other factors, all of which affect the terms on which such unsecured financing is available. In general, unsecured financing is more expensive than borrowings secured against collateral.

Our liquidity requirements relate to servicing our debt, funding the equity portion of investments in vessels, funding working capital requirements and maintaining cash reserves against fluctuations in operating cash flows. Revenues from our time charters, bareboat charters and drilling contracts are received approximately 15 days in advance, monthly in advance, or monthly in arrears.

Our funding and treasury activities are conducted within corporate policies designed to maximize investment returns while maintaining appropriate liquidity for both our short and long-term needs. This includes arranging borrowing facilities on a cost-effective basis. We primarily hold cash and cash equivalents in U.S. dollars, with minimal amounts held in Norwegian kroner, Pound Sterling, Euro and Singaporean dollars.

Surplus funds may be deployed to acquire equity or debt interests in other companies or to repurchase portions of our outstanding bonds, with the aim of generating competitive returns. These investments may also be supported by dedicated credit facilities arranged specifically for this purpose.

Our short-term liquidity requirements relate to servicing our debt and funding working capital requirements, including required payments under our management agreements and administrative services agreements. Sources of short-term liquidity include cash balances, short-term investments, available amounts under revolving credit facilities and receipts from our charters.

A significant portion of our outstanding debt and finance lease liabilities are coming due within one year of March 16, 2026 for which we have initiated discussions and negotiations with financial institutions regarding the refinancing of credit facilities maturing in 2026 and early 2027. Given our extensive history and successful track record in obtaining financing and refinancing, we believe that we will be able to secure the necessary refinancing for all such facilities before their maturity dates. Additionally, we anticipate that the cash flow generated from our charters will be adequate to meet our anticipated debt service obligations and working capital needs in the short and medium term. However no assurance can be given that all such facilities will be timely refinanced on acceptable terms. See also "Item 3. Key Information—D. Risk Factors".

Our long-term liquidity requirements include funding the equity portion of investments in new vessels, and repayment of long-term debt balances, including those relating to loan and lease debt financing agreements of us and our consolidated subsidiaries as of December 31, 2025 are detailed in Note 20: Short-Term and Long-Term Debt, and summarized below in borrowings.

In March 2026, we repaid in full the \$150.0 million senior secured term loan facility secured by the jack-up drilling rig *Linus*. The outstanding balance under the facility as of December 31, 2025 was \$145.9 million. Also in March 2026, we fully drew down a \$150.0 million three-year senior secured revolving credit facility secured by *Linus*, which was entered into in February 2026 as part of the refinancing.

The main security provided under the secured credit facilities include (i) guarantees from subsidiaries, as well as instances where we guarantee all or part of the loans, (ii) a first priority pledge over all shares of the relevant asset owning subsidiaries and (iii) a first priority mortgage over the relevant collateral assets which includes substantially all of the vessels and the drilling rigs that are currently owned by us as of December 31, 2025, excluding two Kamsarmax dry bulk carriers and one drilling rig.

Refer to "Contractual Commitments" section further below for details of material contractual commitments as of December 31, 2025.

As of December 31, 2025, we had cash and cash equivalents of \$150.8 million (2024: \$134.6 million). In the year ended December 31, 2025, we generated cash of \$267.1 million net from operating activities, generated \$188.1 million net in investing activities and used \$439.0 million net in financing activities.

Cash flows provided by operating activities for 2025 decreased from \$369.9 million in 2024 to \$267.1 million, mainly due to changes in total operating income received and the timing of charter hire and trade and other receivables.

Investing activities generated cash of \$188.1 million in 2025, compared to cash used of \$617.5 million in 2024. The shift to net cash provided by investing activities in 2025, compared to cash used in 2024, is primarily attributable to higher proceeds from vessel sales, as well as lower spending on vessel acquisitions, capital improvements, newbuilding installments and deposits. In 2025, cash outflows totaling \$70.5 million mainly consisted of capital upgrades relating to 17 container vessels, six tankers and one car carrier, as well as capital upgrades for *Hercules* and *Linus*. In 2024, there was an outflow of \$644.9 million arising from the purchase of three LR2 product tankers and two chemical tankers, newbuilding installments for two car carriers which were delivered in 2024 and five container vessels under construction, capital upgrades for *Hercules* and costs incurred for the SPS and capital upgrades for *Linus*. Additionally, there was an increase in cash inflows from vessel sales. In 2025, \$258.6 million was received from the sale of eight container vessels, 13 dry bulk carriers, and one tanker compared to a cash inflow of \$22.7 million from the sale of three container vessels in 2024.

Net cash used in financing activities in 2025 was \$439.0 million, compared to net cash provided of \$216.7 million in 2024. The change was primarily driven by lower debt proceeds, which totaled \$244.0 million, compared to \$1,398.4 million in 2024. Debt repayments were \$527.3 million in 2025, compared to \$556.7 million in 2024. Additionally, in 2025 there was a cash outflow of \$10.0 million for the repurchase of Company shares, whereas 2024 included a cash inflow of \$96.3 million generated from the issuance of 8,000,000 common shares at a public offering. Cash outflows also included \$11.1 million from bond repurchases and \$6.3 million from the settlement of NOK swaps (net of collateral repaid) in 2025, compared to \$133.1 million and \$16.5 million, respectively, in 2024. Furthermore, there were no payments made for finance lease liabilities in 2025, compared to \$419.3 million in 2024. The decrease in payments was due to the our exercise of purchase options on all vessels under a finance lease in 2024, which were subsequently refinanced with term loans.

During 2025, we paid four dividends totaling \$0.94 per common share (2024: four dividends totaling \$1.07 per common share), or a total of \$125.1 million (2024: \$138.5 million). All dividends paid in 2025 and 2024 were cash payments. Please see “Item 8. Financial Information—A. Consolidated Statement and Other Financial Information—Dividend Policy”. Since 2020, we have implemented a dividend reinvestment plan or DRIP, to facilitate investments by individual and institutional shareholders who wish to invest the dividend payments received in respect of our common shares owned or other cash amounts, in our common shares on a regular basis, one time basis or otherwise. See “Item 10. Additional Information – B. Memorandum and Articles of Association” and “Note 22: Share Capital, Additional Paid-In Capital and Contributed Surplus” for further information on the DRIP.

## Borrowings

As of December 31, 2025, we had total short-term and long-term debt outstanding of \$2.6 billion (December 31, 2024: \$2.9 billion).

The following table presents an overall summary of our borrowings as of December 31, 2025:

	December 31, 2025
<i>(in millions of \$)</i>	<b>Outstanding balance on loan</b>
<b>Unsecured borrowings:</b>	
7.25% senior unsecured sustainability-linked bonds due 2026	150.0
8.875% senior unsecured sustainability-linked bonds due 2027	150.0
8.25% senior unsecured sustainability-linked bonds due 2028	147.6
NOK750 million senior unsecured floating rate bonds due 2029	74.3
7.75% senior unsecured sustainability-linked bonds due 2030	144.4
<b>Total bonds</b>	<b>666.3</b>
U.S. dollar denominated floating rate debt due through 2030	1,085.5
U.S. dollar denominated fixed rate debt due 2026	145.9
Lease debt financing due through 2033	686.4
<b>Total borrowings and lease liabilities (1)</b>	<b>2,584.1</b>

(1) In addition to the Company and its consolidated subsidiaries, we also hold an equity interest in River Box, within which a 49.9% proportion of the finance lease liabilities amounted to \$169.0 million.

See Note 20: Short-Term and Long-Term Debt in our audited Consolidated Financial Statements included herein for further details on our borrowing activities.

## Loan Covenants

Certain of our financing agreements discussed above, have, among other things, the following financial covenants, as amended or waived, which are tested quarterly, the most stringent of which require us (on a consolidated basis) to maintain:

- a book equity ratio of minimum 0.20 to 1.0;
- a positive working capital; and
- minimum liquidity of at least \$25.0 million, including undrawn credit lines with a remaining term of at least six months.

Our financing agreements discussed above have, among other things, restrictive covenants which, to the extent triggered, would restrict our ability to:

- i. declare, make or pay any dividend, charge, fee or other distribution (whether in cash or in kind) on or in respect of its share capital (or any class of its share capital);
- ii. pay any interest or repay any principal amount (or capitalized interest) on any debt to any of its shareholders;
- iii. redeem, repurchase or repay any of its share capital or resolve to do so; or
- iv. enter into any transaction or arrangement having a similar effect as described in (i) through (iii) above.

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.

A violation of any of the financial covenants contained in our financing agreements described above may constitute an event of default under the relevant financing agreement, which, unless cured within the grace period set forth under the financing agreement, if applicable, or waived or modified by our lenders, provides our lenders, by notice to the borrowers, with the right to, among other things, cancel the commitments immediately, declare that all or part of the loan, together with accrued interest, and all other amounts accrued or outstanding under the agreement, be immediately due and payable, enforce any or all security under the security documents, and/or exercise any or all of the rights, remedies, powers or discretions granted to the facility agent or finance parties under the finance documents or by any applicable law or regulation or otherwise as a consequence of such event of default.

Furthermore, certain of our financing agreements contain a cross-default provision that may be triggered by a default under one of our other financing agreements. A cross-default provision means that a default on one loan would result in a default on certain of our other loans. Because of the presence of cross-default provisions in certain of our financing agreements, the refusal of any one lender under our financing agreements to grant or extend a waiver could result in certain of our indebtedness being accelerated, even if our other lenders under our financing agreements have waived covenant defaults under the respective agreements. If our secured indebtedness is accelerated in full or in part, it would be very difficult in the current financing environment for us to refinance our debt or obtain additional financing and we could lose our vessels and other assets securing our financing agreements if our lenders foreclose their liens, which would adversely affect our ability to conduct our business.

Moreover, in connection with any waivers of or amendments to our financing agreements that we have obtained, or may obtain in the future, our lenders may impose additional operating and financial restrictions on us or modify the terms of our existing financing agreements. These restrictions may further restrict our ability to, among other things, pay dividends, make capital expenditures or incur additional indebtedness, including through the issuance of guarantees. In addition, our lenders may require the payment of additional fees, require prepayment of a portion of our indebtedness to them, accelerate the amortization schedule for our indebtedness and increase the interest rates they charge us on our outstanding indebtedness.

#### *Minimum Value Covenants*

Most of our loan facilities are secured with mortgages on vessels. As of December 31, 2025, we had borrowings totaling \$0.6 billion with minimum value covenants which are tested on a regular basis. These borrowings were secured against 15 vessels and one rig which had combined charter-free market values totaling approximately \$1.5 billion. A reduction of 10% in charter-free market values in 2025 would not result in any material prepayments or reduction in availability on revolving credit facilities, after scheduled loan repayments and prepayments in the year.

In addition, as of December 31, 2025, we had \$0.4 billion in borrowings subject to forward-starting or conditional minimum value covenants, which are tested only if the charter which the vessel is employed is terminated or nearing expiration. These borrowings were secured against 10 vessels which had combined charter-free market values totaling approximately \$0.7 billion.

As of December 31, 2025, we were in compliance with all of the financial covenants contained in our financing agreements.

#### **Debt and Lease Liabilities in Associated Companies**

River Box holds investments in direct financing leases, through its subsidiaries, related to the 19,200 and 19,400 TEU containerships *MSC Anna*, *MSC Viviana*, *MSC Erica* and *MSC Reef*. We have an investment of 49.9% in River Box and the remaining 50.1% of the shares of River Box are held by a subsidiary of Hemen, our largest shareholder and a related party.

As of December 31, 2025, we hold an equity interest in River Box, within which a 49.9% proportion of the direct financing lease receivables and finance lease liabilities amounted to \$206.0 million and \$169.0 million respectively.

There were no outstanding bank loans in associated companies as of December 31, 2025 and December 31, 2024.

## Derivatives

We use financial instruments to reduce the risk associated with fluctuations in interest rates. As of December 31, 2025, we and our consolidated subsidiaries had entered into interest rate swap contracts with a combined notional principal amount of \$0.8 billion whereby variable NIBOR or SOFR interest rates plus applicable credit adjustment spreads are swapped for fixed interest rates. The fixed interest rates, including the impact of credit adjustment spreads are between 1.19% per annum and 6.47% per annum. We also entered into currency swap contracts, related to our NOK750 million bond (due 2029) denominated in Norwegian kroner, with notional principal amounts of NOK750 million (\$69.4 million) whereby variable NIBOR interest rates including additional margins are swapped for fixed interest rate. The eventual settlement of the bonds will have an effective exchange rate of NOK10.80 = \$1. The overall effect of our swaps is to fix the interest rate on approximately \$0.8 billion of our floating rate debt. As of December 31, 2025, the weighted average interest rate for our floating rate debt denominated in U.S. dollars and Norwegian kroner which takes into consideration the effect of our interest rate and cross currency swaps is 5.25% per annum including margin.

The effect of the above swap contracts is to substantially reduce our exposure to interest rate and exchange rate fluctuations, further analysis of which is presented in "Item 11 - Quantitative and Qualitative Disclosures about Market Risk".

At the date of this report, we were not party to any other interest rate or currency derivative contracts.

## Equity

Please see "Item 10. Additional Information - A. Share Capital" and "Note 22: Share Capital, Additional Paid-In Capital and Contributed Surplus" to our audited Consolidated Financial Statements included herein for further details on our equity activities.

## Contractual Commitments

As of December 31, 2025, we had the following contractual obligations and commitments:

	Payment due by period				Total
	Less than 1 year	1-3 years	3-5 years	After 5 years	
	<i>(in millions of \$)</i>				
7.25% senior unsecured sustainability-linked bonds due 2026	150.0	—	—	—	<b>150.0</b>
U.S. dollar denominated fixed rate debt due 2026	145.9	—	—	—	<b>145.9</b>
8.875% senior unsecured sustainability-linked bonds due 2027	—	150.0	—	—	<b>150.0</b>
8.25% senior unsecured sustainability-linked bonds due 2028	—	147.6	—	—	<b>147.6</b>
NOK750 million senior unsecured floating rate bonds due 2029	—	—	74.3	—	<b>74.3</b>
7.75% senior unsecured sustainability-linked bonds due 2030	—	—	144.4	—	<b>144.4</b>
Floating rate long-term debt	219.7	380.3	485.5	—	<b>1,085.5</b>
Lease debt financing (2)	90.3	224.9	215.3	155.9	<b>686.4</b>
<b>Total debt repayments</b>	<b>605.9</b>	<b>902.8</b>	<b>919.5</b>	<b>155.9</b>	<b>2,584.1</b>
Total interest payments (1)	72.8	78.9	20.6	—	<b>172.3</b>
Interest on lease debt financing (2)	13.1	20.2	32.4	41.7	<b>107.4</b>
Finance lease obligations in associated companies (3)	15.3	16.1	35.7	101.9	<b>169.0</b>
Interest on finance lease liabilities in associated companies (3)	10.8	10.0	16.1	14.0	<b>50.9</b>
Capital upgrades commitments (4)	24.9	—	—	—	<b>24.9</b>
Commitments under shipbuilding contracts (5)	—	848.1	—	—	<b>848.1</b>
<b>Total contractual cash obligations</b>	<b>742.8</b>	<b>1,876.1</b>	<b>1,024.3</b>	<b>313.5</b>	<b>3,956.7</b>

- (1) Interest payments are based on the existing borrowings of the consolidated subsidiaries. It is assumed that no further refinancing of existing loans takes place and that there is no repayment on revolving credit facilities. Interest rate swaps have not been included in the calculation. The interest has been calculated using the five-year U.S. dollar swap of 3.47%, the five-year NOK swap of 4.21% and the exchange rate of NOK9.65 = \$1.00 as of March 11, 2026, plus agreed margins. Interest on fixed rate loans is calculated using the contracted interest rates.
- (2) Interest on lease debt financing relate to interest paid on the sale and leaseback transactions through a Japanese operating lease with call option financing structures for the financing of six container vessels and seven car carriers. The transactions did not qualify as a sale and have been recorded as financing arrangements.
- (3) This represents 49.9% of the finance lease liabilities and interest on finance lease liabilities within River Box in relation to four container vessels on charter to MSC.
- (4) As of December 31, 2025, we had committed \$24.9 million towards the installation of capital upgrades on three 9,500 TEU container vessels, one chemical tanker and one drilling rig. The installations are expected to take place in 2026.
- (5) Also as of December 31, 2025, we had commitments under shipbuilding contracts to construct five newbuilding dual-fuel 16,800 TEU container vessels, totaling to \$848.1 million. The vessels are expected to be delivered in 2028.

There were no other material contractual commitments as of December 31, 2025.

Our contractual obligations and commitments shown above relate to servicing our debt, funding the equity portion of investments in vessels and funding our working capital requirements. Our funding and treasury activities are conducted within corporate policies to maximize investment returns while maintaining appropriate liquidity for both our short and long-term needs.

Our short-term contractual obligations and commitments relate to servicing our debt and funding working capital requirements. Sources of short-term liquidity include cash balances, short-term investments, available amounts under revolving credit facilities and receipts from our charters. We believe that our cash flow from the charters will be sufficient to fund our anticipated debt service and working capital requirements for the short and medium term.

Our long-term liquidity requirements include funding the equity portion of investments in new vessels and repayment of long-term debt balances. We expect that we will require additional borrowings or issuances of equity in the long-term to meet our capital requirements.

### **C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.**

We do not undertake any significant expenditure on research and development, and have no significant interests in patents or licenses.

### **D. TREND INFORMATION**

Vessel prices have fluctuated significantly over the past decade. In 2025, the newbuilding market was very active, with 2,036 ships of 151.2 million dwt and 56.4 million compensated gross tonnage ordered. The ordering, according to industry sources, follows fleet renewal requirements to ensure compliance with new regulations in addition to competition to secure yard slots as lead time for vessel deliveries are increasing. Nevertheless, the number of newbuilding orders dropped by 27% in 2025 compared to 2024, mainly as a result of the effects of U.S. trade policies, elevated newbuilding prices and continued uncertainty around fueling technology, which continue to impact contracting activity. Furthermore, the ongoing war in Iran and the unstable situation in Venezuela have increased volatility in all shipping and offshore markets, leading to larger rate fluctuations than normal. In general, market disruptions due to war or the opening of sanctioned jurisdictions could impact sailings lengths, create inefficiencies, and more, which could have material market disruptions.

### *The Oil Tanker Market*

The tanker market remained firm during 2025, although market conditions experienced periods of moderation during the year. Market developments were influenced by limited crude tanker fleet growth, changes in trade patterns, sanctions-related disruptions and uncertainty relating to global oil demand growth, including demand trends in China. According to industry sources, crude tanker demand is estimated to have increased by approximately 2.1% while the crude fleet grew by approximately 0.4%. In contrast, product tanker demand declined by approximately 1.8% while the product tanker fleet expanded by 5.5%. At the end of December 2025, the total tanker orderbook represented approximately 17.4% of the existing fleet.

Looking ahead, industry sources project that the trading crude tanker fleet will increase by 2.8% during 2026, while crude tanker demand is expected to grow by approximately 0.7% over the same period. Product tanker demand is forecast to increase by 1.5% in 2026, while the product tanker fleet is projected to grow by approximately 6.3%. These projections are subject to uncertainty and may be affected by factors including global economic conditions, changes in oil production levels, OPEC+ production decisions, refinery capacity developments, sanctions and other geopolitical events.

According to industry sources, average spot earnings for a 2010-built VLCC were approximately \$54,200 per day during 2025, compared to approximately \$33,500 per day in 2024. Suezmax tanker spot rates also saw improved market earnings, with average spot earnings for a 2010-built Suezmax at approximately \$51,900 per day during 2025, compared to approximately \$44,900 in 2024. In contrast, Aframax tanker spot rates experienced a slight decline, with average spot earnings for a 2010-built Aframax at approximately \$42,300 per day during 2025, compared to approximately \$43,100 per day in 2024.

Going forward, increased volatility in the market is expected due to the war in Iran and the potential closure of the Strait of Hormuz. Such a closure would disrupt global trade and create immediate inefficiencies which could lead to increased rate volatility. There are also safety concerns as it relates to the vessels and crew trading in the area should warfare further escalate. Long term a closure could also lower the global supply of oil, which in turn could also impact the tanker market. The sanctioned export of oil from Venezuela could also impact the market increasing the demand for vessels.

### *The Dry Bulk Shipping Market*

During 2025, the dry bulk fleet is estimated to have increased by 3.0% in total dwt. This compares to a demand increase of 2.1% in terms of tonne miles. Looking ahead, industry sources are estimating that dry bulk global trade will expand by 1.9% during 2026, in terms of tonne-miles. Industry sources indicate that the 2.1% increase in seaborne dry bulk trade (in tonne miles) during 2025 came as a result of firm Chinese dry bulk demand. The dry bulk newbuilding orderbook stands at 12.5% of the total fleet in terms of capacity. According to industry sources, the market is expected to soften during 2026 compared to 2025, while demand growth is expected to be 1.9% alongside fleet growth of 3.5%.

According to industry sources, Capesize earnings during 2025 averaged approximately \$20,700 per day, down 18% from 2024. Kamsarmax earnings during 2025 averaged approximately \$12,800 per day, down 13% from 2024. Supramax earnings during 2025 averaged approximately \$14,000 per day, down 4% from 2024.

### *The Freight Liner Market (Containerships and Car Carriers)*

The container charter market experienced, according to industry sources, a positive but volatile year in 2025 as vessel availability remains tight following major impacts from rerouting of ships away from the usual Red Sea voyages. Whilst rates softened in the last three months of 2025, the charter rates continue to hold steady at historically elevated levels. Developments in the market, according to industry sources, will greatly depend on the evolving situation in Iran, the Red Sea and U.S. trade policies. The containership fleet is expected to grow by 4.5% during 2026, though risks to demand persist due to uncertain geopolitical conditions.

According to industry sources, in 2025 global container trade (TEU-miles) is estimated to have increased by 2.5%, following impact of the tariffs and containership fleet capacity expanded by approximately 7%. During 2025, several new orders were placed with the orderbook as of January 2026 standing at 649 vessels representing 4.8 million TEU, which represents 34% of TEU capacity vs existing fleet.

The car carrier market, according to industry sources, has experienced a transitional year in 2025, marked by a correction in freight rates and softened asset prices. Despite significant geopolitical disruptions, trade volumes have exceeded expectations, supported by a surge in Chinese car exports towards the end of 2025. The car carrier fleet is estimated to have reached a capacity growth of 13% during 2025. The global deep-sea car trade is estimated to have grown by 8% to a record 32.1 million cars in 2025.

Seaborne car trade on an annualized basis has been increased by approximately 8% in 2025, excluding the seaborne car trade within Europe. The increase in seaborne car trade volumes follows an increase of 2.5% in 2024. During the fourth quarter of 2025, the total fleet stood at 889 vessels which totaled 4.9 million CEU of capacity, up 12% from the start of 2025.

### *The Offshore Drilling Market*

The offshore drilling market has been shaped by significant volatility over the past decade, largely influenced by fluctuating oil prices and changes in exploration and development activity. The Brent crude spot price has varied between \$20 per barrel in 2020 and over \$100 per barrel in March 2026. These price swings have significantly impacted the viability and dynamics of offshore exploration and drilling activities.

From 2014 onward, a prolonged period of low oil prices rendered many offshore exploration projects economically unviable. This challenging market environment caused financial distress for numerous drilling rig owners and operators, with some undergoing financial restructurings. Consequently, the offshore drilling market faced reduced activity and low rig utilization for many years.

In recent years, however, the market has shown signs of recovery. Increased global demand for oil and gas, coupled with diminishing supply due to natural depletion of existing fields and prolonged underinvestment in new production, has driven oil prices higher. This has encouraged oil and gas companies to boost capital expenditures in deepwater oil prospects, spurring a resurgence in exploration and development activities and enhancing demand for offshore drilling rigs. Additionally, the market's outlook has improved due to a shrinking supply of offshore drilling rigs.

Several older rigs have been retired and demolished, tightening supply and supporting higher utilization rates for the remaining offshore drilling fleet. Since 2020, contract dayrates and utilization rates of offshore drilling rigs has risen significantly. Offshore drilling rig utilization is currently estimated at over 90%, a notable increase from 83% in 2020. However, in the short term, the market is experiencing reduced demand for drilling rigs which has resulted in more available rigs competing for the same work lowering day rates and utilization somewhat since 2023.

The aforementioned geopolitical situation could also have a material impact on the offshore sector. Price volatility of energy sources, and, relatedly, supply given the uncertainty in Venezuela and the Strait of Hormuz could potentially lead to changes in demand for the production. This could prompt changes in the exploration and drilling sectors, and as such changing market dynamics from current trends.

### *Summary*

The above overviews of the various sectors in which we operate are based on current market conditions. However, market developments cannot always be predicted and may differ from our current expectations. The overviews provided are based on information, data and estimates derived from industry sources available as of the date of this annual report, and there can be no assurances that such trends will continue or that any anticipated developments referenced in such section will materialize. This information, data and estimates involve a number of assumptions and limitations, are subject to risks and uncertainties, and are subject to change based on various factors. Please be cautioned not to give undue weight to such information, data and estimates. We have not independently verified any third-party information, verified that more recent information is not available and undertake no obligation to update this information unless legally obligated.

## E. CRITICAL ACCOUNTING ESTIMATES

The preparation of our consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenues and expenses during the reporting period. The following is a discussion of the accounting estimates we apply that are considered to involve a higher degree of estimation uncertainty. For details of all our material accounting policies, see “Note 2: Accounting Policies” to our consolidated financial statements.

### *Vessels, rigs and equipment*

Vessels, rigs and equipment are recorded at historical cost less accumulated depreciation and, if appropriate, impairment charges. The cost of these assets less estimated residual value is depreciated on a straight-line basis over the estimated remaining economic useful life of the asset. The estimated economic useful life of our drilling rigs is 30 years and for all other vessels it is 25 years.

### *Impairment of vessels, rigs and equipment*

Vessels and rigs held and used by us are reviewed for impairment on a quarterly basis and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Indicators of impairment are identified based on a combination of factors which include amongst others, where the carrying value of the vessel or rig is above the average fair values based on two external appraisals. Other factors we consider important which could affect recoverability and trigger impairment include significant underperformance relative to expected operating results, new regulations that could change the estimated useful economic lives of our vessels and rigs, and significant negative industry or economic trends. For the year ended December 31, 2025, two vessels and one drilling rig had carrying values above average fair values based on two external appraisals. See "Vessel and Rig Market Values" below.

Where impairment indicators exist, we assess recoverability of the carrying value of each vessel or rig on an individual basis by estimating the future undiscounted cash flows expected to result from the asset and eventual disposal. In addition, vessels held for sale are reported at the lower of carrying amount and fair value less estimated costs to sell.

In assessing the recoverability of carrying amounts, we must make assumptions regarding estimated future cash flows. These include assumptions about market rates, operating costs, utilization, residual values and the estimated economic useful life of these assets. In making market rate assumptions we refer to five-year and 10-year historical trends and performance, as well as any known future factors.

An impairment charge would be recognized if the estimate of future undiscounted cash flows expected to result from the use of the vessel or rig and its eventual disposal is less than its carrying amount. Any impairment loss is recorded equal to the difference between the asset's carrying value and estimated fair value.

In 2025, reviews of the carrying value of long-lived assets indicated that seven dry bulk carriers were impaired, and charges were taken against these assets. No impairment was recognized in 2024. In 2023, reviews of the carrying value of long-lived assets indicated that two chemical tankers were impaired, and charges were taken against these assets.

### *Vessel and rig market values*

As the information used in the estimation of fair values in appraisals are obtained from various industry and other sources, our estimates of vessel and rig market values are inherently uncertain. In addition, charter-free market values are highly volatile and any estimate of market value 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. Moreover, we are not holding our vessels for sale, except as otherwise noted in this report. Most of our vessels and one of our rigs are currently employed under long-term charters, leases and similar arrangements. As such there is no readily available liquid market for vessels and rigs subject to these agreements and we are limited to obtaining market values free of contracts.

As of December 31, 2025, we owned 47 vessels and two rigs. The aggregate carrying value of these 49 assets as of December 31, 2025, was \$3.1 billion, as summarized in the table below. The table is presented in the context of the markets in which the vessels operate, with crude oil tankers, oil product tankers and chemical tankers grouped together under "Tanker vessels", container vessels and car carriers grouped together under "Liners" and a jack-up drilling rig and an ultra-deepwater drilling rig grouped together under "Drilling Rigs".

	Number of owned vessels	Aggregate carrying value at December 31, 2025 (\$ millions)
Tanker vessels (1)	17	804.9
Dry bulk carriers (2)	2	29.4
Liners (3)	28	1,703.2
Drilling Rigs (4)	2	585.1
	49	3,122.6

- (1) Includes two vessels with an aggregate carrying value of \$110.1 million, which exceeds their aggregate charter-free market value by \$6.1 million and 15 vessels with a carrying value of \$694.8 million which is \$289.4 million less than their charter-free market value\*.
- (2) Includes two vessels with a carrying value of \$29.4 million which is \$4.6 million less than their charter-free market value\*.
- (3) Includes 28 vessels with an aggregate carrying value of \$1,703.2 million, which is \$853.8 million less than their charter-free market value\*.
- (4) Includes one jack-up drilling rig with a carrying value of \$311.8 million which is \$104.3 million more than its charter-free market value\* and one ultra-deepwater drilling rig with a carrying value of \$273.2 million, which is \$26.8 million less than its charter-free market value\*.

\*The charter-free market value figures provided are based on the average of two independent broker appraisals and represents their estimate of the fair market value of the vessel or rig.

The above aggregate carrying value of \$3.1 billion as of December 31, 2025 excludes the chartered-in container vessels, *MSC Anna*, *MSC Viviana*, *MSC Erica* and *MSC Reef* in our associated companies.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. DIRECTORS AND SENIOR MANAGEMENT

The following table sets forth information regarding our directors and officers including the Chief Executive Officer and the Chief Financial Officer of our wholly-owned subsidiary SFL Management AS, who are responsible for overseeing our management.

Name	Age	Position
James O'Shaughnessy	62	Director of the Company, Chairperson of the Audit Committee and member of the Compensation and Nominating and Corporate Governance Committees
Kathrine Astrup Fredriksen	42	Director of the Company and member of the ESG and Nominating and Corporate Governance Committees
Gary Vogel	60	Director of the Company and member of the Compensation and Nominating and Corporate Governance Committees
Keesjan Cordia	51	Director of the Company and member of the ESG Committee
Will Homan-Russell	47	Director of the Company and member of the Audit, Compensation and ESG Committees
Jan Erik Klepsland	40	Director of the Company
Ole B. Hjertaker	59	Director and Chief Executive Officer of SFL Management AS (Principal Executive Officer)
Aksel C. Olesen	49	Chief Financial Officer of SFL Management AS (Principal Financial Officer)

Under our constituent documents, we are required to have at least one independent director on our Board of Directors whose consent will be required to file for bankruptcy, liquidate or dissolve, merge or sell all or substantially all of our assets.

Certain biographical information about each of our directors and officers is set forth below.

**James O'Shaughnessy** has been a Director of the Company since September 2018. Mr. O'Shaughnessy served as an Executive Vice President, Chief Accounting Officer and Corporate Controller of Axis Capital Holdings Limited up to March 26, 2019. Prior to that Mr. O'Shaughnessy has amongst others served as Chief Financial Officer of Flagstone Reinsurance Holdings and as Chief Accounting Officer and Senior Vice President of Scottish Re Group Ltd., and Chief Financial Officer of XL Re Ltd. at XL Group plc. Mr. O'Shaughnessy received a Bachelor of Commerce degree from University College, Cork, Ireland and is both a Fellow of the Institute of Chartered Accountants of Ireland, an Associate Member of the Chartered Insurance Institute of the United Kingdom and a Chartered Director. In addition to the Company, Mr. O'Shaughnessy serves as a director and a member of the audit committee of Frontline, Archer Limited and various insurance entities.

**Kathrine Astrup Fredriksen** has been a Director of the Company since February 2020. Ms. Fredriksen has served as a board member of Norwegian Property ASA since 2016 and MOWI ASA since June 2022. Ms. Fredriksen is currently employed by Seatankers Services (UK) LLP and has previously served on the boards of various entities operating in the shipping and drilling industries. Ms. Fredriksen was educated at the European Business School in London.

**Gary Vogel** has been a Director of the Company since December 2016. Mr. Vogel's career in international shipping has spanned over 36 years. From 2015 to 2024 he served as Chief Executive Officer and a Director of Eagle Bulk Shipping Inc. (NYSE: EGLE), a U.S. listed owner and operator of geared dry bulk vessels. From 2000 to 2015, Mr. Vogel held various positions in Clipper Group Ltd., lastly as Chief Executive Officer. Mr. Vogel currently serves as a Director of Pangaea Logistics Solutions (Nasdaq: PANL), a position he has held since January 2025. He graduated from the U.S. Merchant Marine Academy with a degree in Marine Transportation as well as a U.S. Coast Guard Unlimited Tonnage 3rd Officers License. Subsequently, he served as an officer in the U.S. Naval Reserve.

**Keesjan Cordia** has been a Director of the Company since September 2018. Mr. Cordia is a private investor with a background in Economics and Business Administration. Mr. Cordia holds several board and advisory board positions in the oil and gas industry, among which he is a board member of Workships group B.V (2006), Combifloat B.V (2013) and Kerrco Inc (2017). From 2006 to 2014 he was CEO at Seafox (Offshore Services). Mr. Cordia is founder and Managing Partner of Invaco Management B.V., an investment firm based in Amsterdam.

**Will Homan-Russell** has been a Director of the Company since July 2022. Mr. Homan-Russell is an experienced professional investor in the maritime sector, currently serving as Chief Investment Officer of UK-based WMC Capital Ltd., where he cofounded Albemarle Shipping Fund. From 2003 to 2018 he worked for Tufton Oceanic Limited, a fund management company specializing on investments in the maritime and energy sectors. Mr. Homan-Russell holds an MA in Mathematics from Oxford University and an MSc. in Finance from London Business School.

**Jan Erik Klepsland** has been a Director of the Company since August 2025. Mr. Klepsland is an Investment Director in Seatankers Management Norway AS, an entity related to Hemen Holding Limited, SFL's largest shareholder, where he oversees and manages various public and private investments predominantly within shipping and oil services. Prior to joining Seatankers in August 2020, he held the position as Partner at ABG Sundal Collier. Mr. Klepsland holds a MSc in Finance from Norwegian School of Economics (NHH). He also serves as a director of Archer Ltd, Noram Drilling AS, Fortis Shipping AS and Northern Ocean Ltd.

**Ole B. Hjertaker** has been a Director of the Company since October 2019. Mr. Hjertaker has served as Chief Executive Officer of SFL Management AS since July 2009, prior to which he served as Chief Financial Officer from September 2006. Prior to joining SFL, Mr. Hjertaker was employed in the Corporate Finance division of DNB Markets, a leading shipping and offshore bank. Mr. Hjertaker has extensive corporate and investment banking experience, mainly within the maritime/transportation industries, and holds a Master of Science degree from the Norwegian School of Economics and Business Administration. Mr. Hjertaker also serves as a chairman of NorAm Drilling and has previously been on the board of Frontline.

**Aksel C. Olesen** has been the Chief Financial Officer of SFL Management AS since January 2019. Prior to joining SFL Management AS, he spent 12 years at Pareto Securities where he worked in various positions in the firm's investment banking division, including as Head of Investment Banking Asia in Singapore from 2011 to 2014 and most recent as Head of Shipping and Offshore Project Finance. Mr. Olesen started his career working for the shipping company Kristian Jebsens Rederi as part of the legal, business development and finance team. Mr. Olesen holds a Master of Law degree from the University of Bergen.

## **B. COMPENSATION**

During the year ended December 31, 2025, we paid to our directors and officers aggregate cash compensation of \$2.2 million, including an aggregate amount of \$0.05 million for pension and retirement benefits. We reimburse directors for reasonable out of pocket expenses incurred by them in connection with their service to us. In addition to cash compensation, during 2025 we also recognized a net expense of \$0.8 million relating to directors' and officers' stock options.

We are providing disclosure on an aggregate basis, as disclosure of compensation on an individual basis is not required under Bermuda law and is not otherwise publicly disclosed by us.

## **C. BOARD PRACTICES**

In accordance with our Bye-laws, the number of directors shall be such number not less than two as we may by Ordinary Resolution determine from time to time, and each director shall hold office until the next annual general meeting following his election or until his successor is elected. We currently have seven directors.

Our officers are elected by our Board of Directors immediately following each Annual General Meeting and shall hold office for such period and on such terms as the Board of Directors may determine.

### *Audit Committee*

We currently have an Audit Committee, which is responsible for overseeing the quality and integrity of our financial statements and our accounting, auditing and financial reporting practices, our compliance with legal and regulatory requirements, the independent auditor's qualifications, independence and performance, and our internal audit function. James O'Shaughnessy and Will Homan-Russell are members of the Audit Committee. James O'Shaughnessy is the Chairperson of the Audit Committee and the Audit Committee Financial Expert. We have determined that a director may sit on the board of three or more other companies' audit committees and such simultaneous service would not impair the ability of such member to effectively serve on the Board or Audit Committee of our Company. For more information, please see "Item 6.A. - Directors and Senior Management".

### *Compensation Committee*

We currently have a Compensation Committee, which is responsible for establishing and reviewing the executive officers' and managements' compensation and benefits. James O'Shaughnessy, Gary Vogel and Will Homan-Russell are members of the Compensation Committee.

### *Nominating and Corporate Governance Committee*

We established a Nominating and Corporate Governance Committee in June 2024, which is responsible for identifying, reviewing and recommending board member, committee and executive management appointments as well as oversee corporate governance matters. James O'Shaughnessy, Kathrine A. Fredriksen and Gary Vogel are members of the Nominating and Corporate Governance Committee.

### *ESG Committee*

We established the Environmental, Social and Governance Committee, or the ESG Committee, in June 2024 to oversee our sustainability initiatives. The ESG Committee is responsible for managing ESG-related risks and ensuring our policies, programs, reporting, and practices align with its sustainability commitments. Kathrine A. Fredriksen, Keesjan Cordia and Will Homan-Russell are members of the ESG Committee.

As a foreign private issuer, we are exempt from certain requirements of the NYSE that are applicable to U.S. listed companies. For a listing and further discussion of how our corporate governance practices differ from those required of U.S. companies listed on the NYSE, please see Item 16G or visit the corporate governance section of our website at [www.sflcorp.com](http://www.sflcorp.com). The information on our website is not incorporated by reference into this annual report.

There are no service contracts between us and any of our directors providing for benefits upon termination of their employment or service as a director.

### **Clawback Policy**

On October 2, 2023, we adopted a policy regarding the recovery of erroneously awarded compensation, or the Clawback Policy, in accordance with the applicable rules of the New York Stock Exchange and Section 10D and Rule 10D-1 of the Securities Exchange Act of 1934, as amended, or the Exchange Act. 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 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.

The Compensation Committee and Board of Directors administer our Clawback Policy and has discretion, in accordance with the applicable laws, rules and regulations, to determine how to seek recovery under the Clawback Policy and may forego recovery if it determines that recovery would be impracticable.

## D. EMPLOYEES

As of the date of this annual report and December 31, 2025, we have 24 full-time employees through our subsidiaries SFL Management AS, SFL UK Management Ltd, SFL Management (Singapore) Pte. Ltd. and LH Rig Management (Cyprus) Ltd. We have contracted with independent management companies to provide technical management services for our vessels and rigs and with Frontline and third parties for certain managerial responsibilities for our fleet. Frontline are also contracted to provide certain administrative services, including corporate services, and we have contracted with Seatankers and Front Ocean for certain advisory and support services.

## E. SHARE OWNERSHIP

The beneficial interests of our Directors and officers in our common shares as of March 16, 2026, are as follows:

<b>Director or Officer</b>	<b>Beneficial interest in Common Shares of \$0.01 each</b>	<b>Additional interest in options to acquire Common Shares which have vested</b>	<b>Percentage of Common Shares Outstanding</b>
James O'Shaughnessy	12,647	105,333	*
Kathrine Astrup Fredriksen	**	105,333	*
Gary Vogel	12,647	105,333	*
Keesjan Cordia	12,647	105,333	*
Will Homan-Russell	8,750	50,333	*
Jan Erik Klepsland	—	—	*
Ole B. Hjertaker	168,210	479,999	*
Aksel C. Olesen	3,501	303,333	*

\* Less than one percent.

\*\* Ms. Kathrine Fredriksen does not directly own any of our common shares. Please see “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders”.

### Share Option Scheme

In November 2016, our Board of Directors renewed the SFL Corporation Ltd. Share Option Scheme originally approved in November 2006. Following the renewal in November 2016, the scheme will expire in November 2026. The subscription price for all options granted under the scheme will be reduced by the amount of all dividends per share declared by us in the period from the date of grant until the date the options are exercised.

In May 2021, 480,000 options were awarded to employees, officers and directors pursuant to our Share Option Scheme. The options vest over a three-year period and have a five-year term. The initial exercise price was \$8.79 per share and the first options are exercisable from May 2022.

In February 2022, 435,000 options were awarded to employees, officers and directors pursuant to our Share Option Scheme. The options have a five-year term and a three-year vesting period and the first options are exercisable from February 2023 onwards. The initial strike price was \$8.73 per share.

In February 2023, 440,000 options were awarded to employees, officers and directors, pursuant to our Share Option Scheme. The options have a five-year term and a three-year vesting period and the first options are exercisable from February 2024 onwards. The initial strike price was \$10.34 per share.

In February 2024, 440,000 options were awarded to employees, officers and directors, pursuant to our Share Option Scheme. The options have a five-year term and a three-year vesting period and the first options are exercisable from February 2025 onwards. The initial strike price was \$12.02 per share.

In March 2025, 465,000 options were awarded to employees, officers and directors, pursuant to our Share Option Scheme. The options have a five-year term and a three-year vesting period and the first options are exercisable from March 2026 onwards. The initial strike price was \$8.39 per share.

In February 2026, 615,000 options were awarded to employees, officers and directors, pursuant to our Share Option Scheme. The options have a five-year term and a three-year vesting period and the first options are exercisable from February 2027 onwards. The initial strike price was \$10.48 per share.

Details of options to acquire our common shares by our directors and officers as of March 16, 2026, were as follows:

Number of options				
Director or Officer	Total	Vested	Exercise price	Expiration Date
James O'Shaughnessy	25,000	25,000	\$ 4.25	May 2026
James O'Shaughnessy	30,000	30,000	\$ 4.67	February 2027
James O'Shaughnessy	25,000	25,000	\$ 7.16	February 2028
James O'Shaughnessy	25,000	16,666	\$ 9.81	February 2029
James O'Shaughnessy	26,000	8,667	\$ 7.52	March 2030
James O'Shaughnessy	35,000	—	\$ 10.28	February 2031
Gary Vogel	25,000	25,000	\$ 4.25	May 2026
Gary Vogel	30,000	30,000	\$ 4.67	February 2027
Gary Vogel	25,000	25,000	\$ 7.16	February 2028
Gary Vogel	25,000	16,666	\$ 9.81	February 2029
Gary Vogel	26,000	8,667	\$ 7.52	March 2030
Gary Vogel	35,000	—	\$ 10.28	February 2031
Keesjan Cordia	25,000	25,000	\$ 4.25	May 2026
Keesjan Cordia	30,000	30,000	\$ 4.67	February 2027
Keesjan Cordia	25,000	25,000	\$ 7.16	February 2028
Keesjan Cordia	25,000	16,666	\$ 9.81	February 2029
Keesjan Cordia	26,000	8,667	\$ 7.52	March 2030
Keesjan Cordia	35,000	—	\$ 10.28	February 2031
Kathrine Astrup Fredriksen	25,000	25,000	\$ 4.25	May 2026
Kathrine Astrup Fredriksen	30,000	30,000	\$ 4.67	February 2027
Kathrine Astrup Fredriksen	25,000	25,000	\$ 7.16	February 2028
Kathrine Astrup Fredriksen	25,000	16,666	\$ 9.81	February 2029
Kathrine Astrup Fredriksen	26,000	8,667	\$ 7.52	March 2030
Kathrine Astrup Fredriksen	35,000	—	\$ 10.28	February 2031
Will Homan-Russell	25,000	25,000	\$ 7.16	February 2028
Will Homan-Russell	25,000	16,666	\$ 9.81	February 2029
Will Homan-Russell	26,000	8,667	\$ 7.52	March 2030
Will Homan-Russell	35,000	—	\$ 10.28	February 2031
Jan Erik Klepsland	35,000	—	\$ 10.28	February 2031
Ole B. Hjertaker	180,000	180,000	\$ 4.25	May 2026
Ole B. Hjertaker	100,000	100,000	\$ 4.67	February 2027
Ole B. Hjertaker	100,000	100,000	\$ 7.16	February 2028
Ole B. Hjertaker	100,000	66,666	\$ 9.81	February 2029
Ole B. Hjertaker	100,000	33,333	\$ 7.52	March 2030
Ole B. Hjertaker	130,000	—	\$ 10.28	February 2031
Aksel C. Olesen	80,000	80,000	\$ 4.25	May 2026
Aksel C. Olesen	75,000	75,000	\$ 4.67	February 2027
Aksel C. Olesen	75,000	75,000	\$ 7.16	February 2028
Aksel C. Olesen	75,000	50,000	\$ 9.81	February 2029
Aksel C. Olesen	70,000	23,333	\$ 7.52	March 2030
Aksel C. Olesen	97,000	—	\$ 10.28	February 2031

## 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 presents certain information as of March 11, 2026, regarding the ownership of our common shares with respect to each shareholder whom we know to beneficially own five percent or more of our outstanding common shares.

Owner	Number of Common Shares	Percent of Common Shares *
Hemen Holding Limited (1)	25,728,687	17.8 %
DNB Bank ASA (2)	11,765,142	8.1 %
Dimensional Fund Advisors LP (3)	8,610,260	6.0 %

\* Percentage of common shares is calculated based on 144,582,927 common share issued and outstanding as of March 11, 2026, which includes shares outstanding from share lending arrangements, including: (i) 11,765,142 held by DNB Bank ASA as part of a share lending arrangement discussed in footnote (2) below, and (ii) excludes 2,347,752 shares repurchased by us to date under our Share Repurchase Program.

(1) C.K. Limited is the trustee of two Trusts that indirectly hold all of the common shares of Hemen, our largest shareholder. Accordingly, C.K. Limited, as trustee, may be deemed to beneficially own the 25,728,687 of our common shares, representing 17.8% of our outstanding shares, that are owned by Hemen. Mr. Fredriksen established the Trusts for the benefit of his immediate family. Beneficiaries of the Trusts, which may include Ms. Fredriksen, do not have absolute entitlement to the Trust assets and thus disclaim beneficial ownership of all of our common shares owned by Hemen. Mr. Fredriksen is neither a beneficiary nor a trustee of either Trust and has no economic interest in such common shares. He disclaims any control over and all beneficial ownership of such common shares, save for any indirect influence he may have with C.K. Limited, as the trustee of the Trusts, in his capacity as the settlor of the Trusts.

(2) According to the Schedule 13G/A filed with the SEC on January 12, 2024, DNB Bank ASA, or DNB holds 11,765,142 common shares. These 11,765,142 shares are held by DNB following a general share lending agreement after the maturity of our convertible bonds. Originally, 8,000,000 shares were issued as part of a share lending arrangement relating to our issuance of 5.75% senior unsecured convertible bonds in October 2016 and 3,765,842 shares were issued as part of a share lending arrangement relating to our issuance of 4.875% senior unsecured convertible bonds in April and May 2018. Subsequently, 8,000,000 shares and 3,765,142 shares, respectively, from each issuance under the two initial share lending arrangements described above were transferred into DNB's custody. We cancelled the remaining 700 shares, which were previously held by our transfer agent. Accordingly, the total 11,765,142 of shares remain with DNB under these arrangements.

(3) According to the Schedule 13G/A filed with the SEC on July 15, 2025, Dimensional Fund Advisors LP holds 8,610,260 of our common shares.

Our major shareholders have the same voting rights as our other shareholders.

No corporation or foreign government owns more than 50% of our outstanding common shares. We are not aware of any arrangements, known by the Company, the operation of which may at a subsequent date result in a change in control of the Company.

As of March 11, 2026, 146,833,761 of our common shares were held in the United States by 300 holders of record, including 146,657,341 shares held by Cede & Co., as nominee for The Depository Trust Company which is considered a single holder of record and holds shares on behalf of brokerage firms.

## **B. RELATED PARTY TRANSACTIONS**

As of the date of this annual report, no other material related party transactions have occurred. For information on all other related party transactions, see Note 24, “Related Party Transactions,” to our audited consolidated financial statements included herein.

## **C. INTERESTS OF EXPERTS AND COUNSEL**

Not Applicable.

## **ITEM 8. FINANCIAL INFORMATION**

### **A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION**

See Item 18.

#### **Legal Proceedings**

On March 5, 2023, SFL Hercules Ltd., a subsidiary of the Company, served Seadrill with a claim filed in the Oslo District Court in Norway, relating to the redelivery of the drilling rig, *Hercules*, in December 2022. The Company has made the claim because it believes that the rig was not redelivered in the condition required under the contract with Seadrill and the Company is therefore seeking damages. In February 2025, there was a ruling in Oslo District Court in favor of SFL’s rig-owning subsidiary where subsidiaries of Seadrill were ordered to pay an amount equivalent to a total of approximately \$48 million in compensation, including late payment interest and legal cost, as a result of its breach of contract upon redelivering *Hercules* to SFL in 2022. Seadrill filed an appeal to the Oslo District Court on March 5, 2025.

There was also a related case concerning certain capital spares delivered by Seadrill to a subsidiary of SFL in connection with the SPS of *Hercules* in 2023 where the parties disagreed on the actual ownership and compensation of these spares, or the Capital Spares Case. In April 2025, the Company was fully acquitted and awarded legal costs in the Capital Spares Case in which Seadrill had pursued SFL for approximately \$8.0 million. Seadrill has also appealed this ruling.

The appeal proceedings are scheduled to commence in the second and third quarter of 2026, respectively.

We and our ship-owning subsidiaries are routinely party, as plaintiff or defendant, to claims and lawsuits in various jurisdictions for demurrage, damages, off-hire and other claims and commercial disputes arising from the operation of their vessels, in the ordinary course of business or in connection with acquisition activities. Our rig-owning subsidiaries could also party to claims and commercial disputes in the ordinary course of business. We believe that resolution of such claims will not have a material adverse effect on our operations or financial conditions.

#### **Dividend Policy**

Our Board of Directors adopted a policy in May 2004 in connection with our public listing, whereby we seek to pay a regular quarterly dividend, the amount of which is based on our contracted revenues and growth prospects. Our goal is to increase our quarterly dividend as we grow the business, but the timing and amount of dividends, if any, is at the sole discretion of our Board of Directors and will depend upon our operating results, financial condition, cash requirements, restrictions in terms of financing arrangements and other relevant factors.

We have paid the following cash dividends in 2023, 2024 and 2025:

<b>Payment Date</b>	<b>Amount per Share</b>
<b>2023</b>	
March 30, 2023	\$ 0.24
June 30, 2023	\$ 0.24
September 29, 2023	\$ 0.24
December 28, 2023	\$ 0.25
<b>2024</b>	
March 27, 2024	\$ 0.26
June 26, 2024	\$ 0.27
September 27, 2024	\$ 0.27
December 27, 2024	\$ 0.27
<b>2025</b>	
March 28, 2025	\$ 0.27
June 27, 2025	\$ 0.27
September 29, 2025	\$ 0.20
December 29, 2025	\$ 0.20

On February 11, 2026, our Board of Directors declared a dividend of \$0.20 per share which we will pay in cash on or around March 30, 2026 to shareholders of record as of March 12, 2026.

## **B. SIGNIFICANT CHANGES**

None.

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

Not applicable except for Item 9.A.4. and Item 9.C.

Our common shares were listed on the NYSE on June 14, 2004 and commenced trading on that date under the symbol "SFL".

## **ITEM 10. ADDITIONAL INFORMATION**

### **A. SHARE CAPITAL**

#### **Authorized Share Capital**

Under our amended Memorandum of Association, our authorized capital consists of \$3,000,000, comprising 300,000,000 common shares, which may include related purchase rights for our common or preferred shares, having a par value of \$0.01 each, of which 146,930,679 common shares are issued and fully paid as of the date of this annual report.

## Reconciliation of the Number of Common Shares Outstanding through March 16, 2026

Common shares outstanding at December 31, 2023	137,467,078
Number of shares cancelled	(700)
Number of common shares issued in connection with the Share Option Scheme	242,146
Number of common shares issued in connection with an underwritten public offering	8,000,000
Common shares outstanding at December 31, 2024	145,708,524
Number of shares repurchased under the Share Repurchase Program	(1,252,657)
Number of common shares issued in connection with the Share Option Scheme	107,060
Common shares outstanding at December 31, 2025	144,562,927
Number of common shares issued in connection with the Share Option Scheme	20,000
Common shares outstanding at March 16, 2026	144,582,927

### Issuance and Cancellation of Shares

In April 2018, we issued 3,765,842 common shares under a share lending arrangement in relation with the issuance of senior unsecured convertible bonds. As of December 31, 2024, 3,765,142 common shares are held by DNB under a general share lending agreement, with a fair value determined to be nil. In 2024, the remaining 700 shares held by the transfer agent were canceled.

During the year ended December 31, 2024, we issued a total of 8,000,000 common shares at a public offering price of \$12.50 per share in connection with an underwritten U.S. public offering.

In January 2024, we issued a total of 43,708 new common shares pursuant to our Share Option Scheme following the exercise of 100,000 share options. The weighted average exercise price of the options exercised was \$6.62 per share and the total intrinsic value of the options exercised was \$0.5 million.

In March 2024, we issued a total of 163,438 new common shares pursuant to our Share Option Scheme following the exercise of 375,000 share options. The weighted average exercise price of the options exercised was \$7.56 per share and the total intrinsic value of the options exercised was \$2.2 million.

In May 2024, we issued a total of 35,000 new common shares pursuant to our Share Option Scheme following the exercise of 35,000 share options. The weighted average exercise price of the options exercised was \$7.20 per share and the total intrinsic value of the options exercised was \$0.3 million.

In February 2025, we issued a total of 22,060 new common shares pursuant to our Share Option Scheme following the exercise of 315,000 share options. The weighted average exercise price of the options exercised was \$8.90 per share and the total intrinsic value of the options exercised was \$0.2 million.

In June 2025, we issued a total of 25,000 new common shares pursuant to our Share Option Scheme following the exercise of 25,000 share options. The weighted average exercise price of the options exercised was \$5.27 per share and the total intrinsic value of the options exercised was \$0.1 million.

In July 2025, we issued a total of 10,000 new common shares pursuant to our Share Option Scheme following the exercise of 10,000 share options. The weighted average exercise price of the options exercised was \$5.27 per share and the total intrinsic value of the options exercised was \$0.0 million.

In September 2025, we issued a total of 50,000 new common shares pursuant to our Share Option Scheme following the exercise of 50,000 share options. The weighted average exercise price of the options exercised was \$4.86 per share and the total intrinsic value of the options exercised was \$0.2 million.

In February 2026, we issued a total of 20,000 new common shares pursuant to our Share Option Scheme following the exercise of 20,000 share options. The weighted average exercise price of the options exercised was \$7.36 per share and the total intrinsic value of the options exercised was \$0.1 million.

### **Share Repurchase Program**

On May 8, 2023, the Board of Directors authorized the repurchase of up to an aggregate of \$100.0 million of our common shares or the Share Repurchase Program. The authorization was reconfirmed during the year ended December 31, 2025 and is valid until June 2026. During the year ended December 31, 2025, we repurchased a total of 1,252,657 shares, at an average price of \$7.98 per share, with principal amounts totaling \$10.0 million. As of the date of this annual report, no further shares have been repurchased.

We also refer you to “Item 4. Information on the Company -A. History and Development of the Company,” “Item 16E. Purchase of Equity Securities by Issuer and Affiliated Purchaser” and “Note 22: Share Capital, Additional Paid-In Capital and Contributed Surplus” for a discussion of existing material agreements.

### **DRIP and ATM Program**

On November 21, 2025, the Board of Directors authorized a renewal of the Company’s DRIP to register the sale of up to 10,000,000 common shares pursuant to the DRIP, to facilitate investments by individual and institutional shareholders who wish to invest dividend payments received on shares owned, or other cash amounts, in the Company’s common shares on a regular or one time basis, or otherwise. If certain waiver provisions in the DRIP are requested and granted pursuant to the terms of the plan, the Company may grant additional share sales to investors, from time to time, up to the amount registered under the plan. The DRIP will expire in April 2026 upon the automatic expiration of the underlying registration statement. The Company intends to file a prospectus supplement under a new shelf registration statement on Form F-3ASR in order to renew and continue the DRIP.

In May 2020, the Company entered into an equity distribution agreement with BTIG LLC, or BTIG, as amended and restated in April 2022, under which the Company may, from time to time, offer and sell new common shares having aggregate sales proceeds of up to \$100.0 million through an at-the-market program, or the ATM Program. The ATM Program will expire in April 2026 upon the automatic expiration of the underlying registration statement. The Company intends to enter into an amended and restated equity distribution agreement with BTIG and file a prospectus supplement under a new shelf registration statement on Form F-3ASR in order to renew and continue the ATM Program.

No new common shares were issued and sold under the DRIP and ATM Program during the years ended December 31, 2025 and December 31, 2024.

## **B. MEMORANDUM AND ARTICLES OF ASSOCIATION**

Our Memorandum of Association dated October 3, 2003 and an initial Memorandum of Increase in Share Capital dated May 11, 2004 have previously been filed as Exhibit 3.1 to our Registration Statement on Form F-4 (Registration No. 333-115705) filed with the SEC on May 25, 2004, and is hereby incorporated by reference into this annual report as Exhibit 1.1. We have further amended our authorized share capital by filing Memorandums of Increases and Reductions in Share Capital on November 10, 2016, October 8, 2018 and March 5, 2021, which are hereby filed as Exhibits 1.3, 1.4, 1.5, 1.6 and 1.7, to this annual report.

A description of our Bye-laws dated May 18, 2004 have previously been filed as Exhibit 3.2 to our Registration Statement on Form F-4 (Registration No. 333-115705) filed with the SEC on May 25, 2004, and is hereby incorporated by reference into this annual report as Exhibit 1.8. These Bye-laws, as amended and adopted by our shareholders, were amended, on September 28, 2007, September 20, 2013, September 23, 2016 and September 30, 2022 and are hereby incorporated by reference into this annual report as Exhibits 1.9, 1.10, 1.11 and 1.12, respectively.

For more complete information of our Memorandum of Association and Bye-laws, you should read the material terms of our Memorandum of Association and Bye-laws, which are filed as exhibits to this annual report.

## C. MATERIAL CONTRACTS

As of March 16, 2026, we have not entered into any new material contracts in the last two years, other than those entered in the ordinary course of business or attached as an exhibit to this annual report.

We also refer you to “Item 4. Information on the Company - A. History and Development of the Company,” “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 a discussion of existing material agreements.

## D. EXCHANGE CONTROLS

Prior to November 3, 2025, the permission of the Bermuda Monetary Authority or the BMA, was required for all issuances and transfers of securities of a Bermuda exempted company like us unless the proposed transaction was exempted by the BMA's written general permissions. In keeping with this, we received a general permission from the BMA to issue any unissued common shares, and for the free transferability of the common shares as long as our common shares are listed on the NYSE. On November 3, 2025, the provisions of the Exchange Control Act 1972 of Bermuda and the Exchange Control Regulations 1973 of Bermuda, that stipulated the need for these permissions were revoked with the effect that from that date, these permissions are no longer required. Our common shares may be freely transferred among persons who are non-residents of Bermuda.

Although we are incorporated in Bermuda, we are classified as non-resident of Bermuda for exchange control purposes by the BMA. Other than transferring Bermuda Dollars out of Bermuda, there are no restrictions on our ability to transfer funds into and out of Bermuda or to pay dividends to U.S. residents who are holders of our common shares or other non-resident holders of our common shares in currency other than Bermuda Dollars.

## E. TAXATION

### *U.S. Taxation*

The following discussion is based upon the provisions of the U.S. Internal Revenue Code of 1986, as amended, or the Code, existing and proposed U.S. Treasury Department regulations, or the Treasury Regulations, administrative rulings and pronouncements and judicial decisions, all as of the date of this annual report. Unless otherwise noted, references to the "Company" include our Subsidiaries. This discussion assumes that we do not have an office or other fixed place of business in the United States.

### **Taxation of the Company's Shipping Income: In General**

We anticipate that we will derive a significant portion of our gross income from the use and operation of vessels in international commerce and that this income will principally consist of freights from the transportation of cargoes, hire or lease from time or voyage charters and the performance of services directly related thereto, which we refer to as "shipping income".

Shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States will be considered to be 50% derived from sources within the United States. Shipping income attributable to transportation that both begins and ends in the United States will be considered to be 100% derived from sources within the United States. We are not permitted by law to engage in transportation that gives rise to 100% U.S. source income.

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

Based upon our anticipated shipping operations, our vessels will operate in various parts of the world, including to or from U.S. ports. Unless exempt from U.S. federal income taxation under Section 883 of the Code, we will be subject to U.S. federal income taxation, in the manner discussed below, to the extent our shipping income is considered derived from sources within the United States.

## Application of Section 883 of the Code

Under the relevant provisions of Section 883 of the Code, or Section 883, we will be exempt from U.S. federal income taxation on our U.S. source shipping income if:

- (i) 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 the shipping income for which exemption is being claimed under Section 883, and which we refer to as the Country of Organization Requirement; and
- (ii) It can satisfy any one of the following two stock ownership requirements for more than half the days during the taxable year:
  - our stock is "primarily and regularly traded on an established securities market" located in the United States or a "qualified foreign country," which we refer to as the Publicly-Traded Test; or
  - more than 50% of our stock, in terms of value, is beneficially owned by any combination of one or more individuals who are residents of a "qualified foreign country" or foreign corporations that satisfy the Country of Organization Requirement and the Publicly-Traded Test, which we refer to as the 50% Ownership Test.

The U.S. Treasury Department has recognized Bermuda, the country of our incorporation and certain of our subsidiaries, as a "qualified foreign country". In addition, the U.S. Treasury Department has recognized Liberia, the Marshall Islands, Malta and Cyprus, the countries of incorporation of certain of our vessel-owning subsidiaries, as "qualified foreign countries". Accordingly, we and our vessel-owning subsidiaries satisfy the Country of Organization Requirement.

Therefore, our eligibility to qualify for exemption under Section 883 is wholly dependent upon being able to satisfy one of the stock ownership requirements.

As discussed below, for the 2025 taxable year we believe we satisfied the Publicly-Traded Test, since on more than half the days in the taxable year we believe our common shares were primarily and regularly traded on the NYSE, an established securities market in the United States.

As to the Publicly-Traded Test, the Treasury Regulations under Section 883 provide, in pertinent part, that stock 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 is traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that is traded during that year on established securities markets in any other single country.

The Publicly-Traded Test also requires our common shares be "regularly traded" on an established securities market. Under the Treasury Regulations, our common shares are considered to be "regularly traded" on an established securities market if shares representing more than 50% of our outstanding common shares, by both total combined voting power of all classes of stock entitled to vote and total value, are listed on the market, referred to as the "listing threshold". The Treasury Regulations further require 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 1/6 of the days in a short taxable year, which is referred to as 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 (as appropriately adjusted in the case of a short taxable year), which is referred to as the "trading volume test". Even if we do not satisfy both the trading frequency and trading volume tests, the Treasury Regulations provide that the trading frequency and trading volume tests will be deemed satisfied if our common shares are traded on an established securities market in the United States and such stock is regularly quoted by dealers making a market in our common shares, such as the NYSE on which our common shares are listed.

Notwithstanding the foregoing, our common shares will not be considered to be regularly traded on an established securities market for any taxable year in which 50% or more of the vote and value of the outstanding common shares are owned, actually or constructively under certain stock attribution rules, on more than half the days during the taxable year by persons who each own 5% or more of the value of our common shares, which we refer to as the 5 Percent Override Rule.

In order to determine the persons who actually or constructively own 5% or more of our common shares, or 5% Shareholders, we are permitted to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the U.S. Securities and Exchange Commission as having a 5% or more beneficial interest in our common shares. In addition, an investment company identified on a Schedule 13G or Schedule 13D filing which is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% Shareholder for such purposes.

For our 2025 taxable year, we do not believe that we were subject to the 5 Percent Override Rule and, therefore, we believe that we satisfied the Publicly-Traded Test. There are, however, factual circumstances beyond our control that could cause us to lose the benefit of the Section 883 exemption and thereby become subject to U.S. federal income tax on its U.S. source shipping income. For example, Hemen owned as much as approximately 17.8% of our outstanding common shares during the 2025 year. There is, therefore, a risk that we could no longer qualify for exemption under Section 883 for a particular taxable year if other 5% Shareholders were, in combination with Hemen, to own 50% or more of our outstanding common shares on more than half the days during the taxable year. Due to the factual nature of the issues involved, there can be no assurances as to the tax-exempt status of us or any of our subsidiaries.

In the event the 5 Percent Override Rule is triggered, the 5 Percent Override Rule will nevertheless not apply if we can establish that among the closely-held group of 5% Shareholders, there are sufficient 5% Shareholders that are considered to be "qualified shareholders" for purposes of Section 883 to preclude non-qualified 5% Shareholders in the closely-held group from owning 50% or more of our common shares for more than half the number of days during the taxable year.

In any year that the 5 Percent Override Rule is triggered with respect to us, we are eligible for the exemption from tax under Section 883 only if we can nevertheless satisfy the Publicly-Traded Test (which requires, among other things, showing that the exception to the 5 Percent Override Rule applies) or if we can satisfy the 50% Ownership Test. In either case, certain substantiation and reporting requirements regarding the identity of our shareholders must be satisfied in order to qualify for the Section 883 exemption. These requirements are onerous and there is no assurance that we would be able to satisfy them.

### ***Taxation in Absence of the Section 883 Exemption***

To the extent the benefits of Section 883 are unavailable with respect to any item of U.S. source income, our U.S. source shipping income, to the extent not considered to be "effectively connected" with the conduct of a U.S. trade or business, as described below, 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". Since, under the sourcing rules described above, no more than 50% of our shipping income would be treated as being derived from U.S. sources, the maximum effective rate of U.S. federal income tax on our shipping income, to the extent not considered to be "effectively connected" with the conduct of a U.S. trade or business, would never exceed 2% under the 4% gross basis tax regime.

To the extent the benefits of the Section 883 exemption are unavailable and our U.S. source shipping income is considered to be "effectively connected" with the conduct of a U.S. trade or business, as described below, any such "effectively connected" U.S. source shipping income, net of applicable deductions, would be subject to the U.S. federal corporate income tax imposed at rate of 21%. In addition, we may be subject to the 30% "branch profits" tax on earnings "effectively connected" with the conduct of such U.S. trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of such U.S. trade or business.

Our U.S. source shipping income would be considered "effectively connected" with the conduct of a U.S. trade or business only if:

- we had, or were considered to have, a fixed place of business in the United States involved in the earning of U.S. source shipping income; and
- substantially all of our U.S. source shipping income were attributable to regularly scheduled transportation, such as the operation of a vessel that followed a published schedule with repeated sailings at regular intervals between the same points for voyages that begin or end in the United States, or, in the case of income from the chartering of a vessel, were attributable to a fixed place of business in the United States.

We do not have, nor will we 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, we believe that none of our U.S. source shipping income is or will be "effectively connected" with the conduct of a U.S. trade or business.

### **Gain on Sale of Vessels**

Regardless of whether we qualify for exemption under Section 883, we will not be subject to U.S. federal income taxation with respect to gain realized on a sale of a vessel, provided the sale is considered to occur outside of the United States under U.S. federal income tax principles. In general, a sale of a vessel will be considered to occur outside of the United States for this purpose if title to the vessel, and risk of loss with respect to the vessel, pass to the buyer outside of the United States. It is expected that any sale of a vessel by us will be considered to occur outside of the United States.

## **U.S. Taxation of Our Other Income**

In addition to our shipping operations, we charter drilling rigs to third parties who conduct drilling operations in various parts of the world. Since we are not engaged in a trade or business in the United States, we do not expect to be subject to U.S. federal income tax on any of our income from such charters.

### ***Taxation of U.S. Holders***

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

As used herein, the term U.S. Holder means a beneficial owner of our common shares that (i) is a U.S. citizen or resident, a U.S. corporation or other U.S. entity taxable as a corporation, an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or a trust if (a) a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (b) the trust has in effect a valid election to be treated as a U.S. person for U.S. federal income tax purposes, (ii) owns our common shares as a capital asset, generally, for investment purposes, and (iii) owns less than 10% of our common shares 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 our common shares, you are encouraged to consult your own tax advisor regarding this issue.

### **Distributions**

Subject to the discussion below of PFICs, any distributions made by us with respect to our common shares to a U.S. Holder will generally constitute dividends, which may be taxable as ordinary income or "qualified dividend income" as described in more detail below, to the extent of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of our earnings and profits will be treated first as a nontaxable return of capital to the extent of the U.S. Holder's tax basis in his common shares on a dollar-for-dollar basis and thereafter as capital gain. Because we are not a U.S. corporation, U.S. 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 on our common shares to a U.S. Holder who is an individual, trust or estate, which we refer to as a U.S. Individual Holder, will generally be treated as "qualified dividend income" that is taxable to such U.S. Individual Holders 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 listed); (2) we are not a PFIC for the taxable year during which the dividend is paid or the immediately preceding taxable year (see discussion below); and (3) the U.S. Individual 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.

There is no assurance that any dividends paid on our common shares will be eligible for these preferential rates in the hands of a U.S. Individual Holder. Any dividends paid by us which are not eligible for these preferential rates will be taxed as ordinary income to a U.S. Individual Holder.

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

Assuming we do not constitute a PFIC for any taxable year, a U.S. 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 U.S. Holder from such sale, exchange or other disposition and the U.S. Holder's tax basis in such common shares. Such gain or loss will be treated as long-term capital gain or loss if the U.S. Holder's holding period in the common shares is greater than one year at the time of the sale, exchange or other disposition. Otherwise, it will be treated as short-term capital gain or loss. A U.S. Holder's ability to deduct capital losses is subject to certain limitations.

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

Special U.S. federal income tax rules apply to a U.S. Holder that holds stock in a foreign corporation classified as a PFIC for U.S. federal income tax purposes. In general, we will be treated as a PFIC with respect to a U.S. Holder if, for any taxable year in which such holder held 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 the assets held by the corporation 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.

Although there is no legal authority directly on point, we believe that, for purposes of determining whether we are a PFIC, the gross income we derive or are deemed to derive from the time chartering activities of our wholly-owned subsidiaries more likely than not constitutes services income, rather than rental income. Correspondingly, we believe that such income does not constitute "passive income", and the assets that we or our wholly-owned subsidiaries own and operate in connection with the production of such income, in particular, the vessels, do not constitute passive assets for purposes of determining whether we are a PFIC. We believe there is substantial legal authority supporting our position consisting of case law and 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. This position is principally based upon the positions that our time charter income will constitute services income, rather than rental income.

We note that there is no direct legal authority under the PFIC rules addressing our current and proposed method of operation. In addition, 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. Accordingly, no assurance can be given that the IRS or a court of law will accept our position, and there is a significant risk that the IRS or a court of law could determine that we are a PFIC.

As discussed more fully below, if we were to be treated as a PFIC for any taxable year, a U.S. Holder would be subject to different taxation rules depending on whether the U.S. 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 U.S. Holder should be able to make a "mark-to-market" election with respect to our common shares, as discussed below, and which election we refer to as a Mark-to-Market Election. In any event, if we were to be treated as a PFIC for any taxable year ending on or after December 31, 2013, a U.S. Holder would be required to file an annual report with the Internal Revenue Service for that year with respect to their holding in our common shares.

### **Taxation of U.S. Holders Making a Timely QEF Election**

If we were to be treated as a PFIC for any taxable year and a U.S. Holder makes a timely QEF Election, which U.S. Holder we refer to as an Electing Holder, the Electing Holder must report each year for U.S. federal income tax purposes its pro rata share of our ordinary earnings and our net capital gain, if any, for our taxable year that ends with or within the taxable year of the Electing Holder, regardless of whether or not distributions were received from us by the Electing Holder. 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. A U.S. Holder would make a QEF Election with respect to any taxable year that we are a PFIC by filing one copy of IRS Form 8621 with its U.S. federal income tax return. To make a QEF Election, a U.S. Holder must receive annually certain tax information from us. There can be no assurances that we will be able to provide such information annually. An Electing Holder would generally recognize capital gain or loss on the sale, exchange or other disposition of our common shares.

## **Taxation of U.S. 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, our common shares are treated as "marketable stock", a U.S. Holder would be permitted to make a Mark-to-Market Election with respect to our common shares, provided the U.S. Holder completes and files IRS Form 8621 in accordance with the relevant instructions and related Treasury Regulations. If that election is made, the U.S. 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 U.S. Holder would also be permitted an ordinary loss in respect of the excess, if any, of the U.S. 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 U.S. Holder's tax basis in its 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 in income by the U.S. Holder.

## **Taxation of U.S. 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 U.S. 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 our 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 Holders' aggregate holding period for the common shares;
- the amount allocated to the current taxable year and any taxable years before we became a PFIC would be taxed as ordinary 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 deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

These penalties would not apply to a pension or profit sharing trust or other tax-exempt organization that did not borrow funds or otherwise utilize leverage in connection with its acquisition of our common shares. If we were a PFIC, and a Non-Electing Holder who is an individual died while owning our common shares, such holder's successor generally would not receive a step-up in tax basis with respect to such common shares.

## ***Taxation of Non-U.S. Holders***

A beneficial owner of common shares (other than a partnership) that is not a U.S. Holder is referred to herein as a Non-U.S. Holder.

## **Dividends on Common Shares**

Non-U.S. Holders generally will not be subject to U.S. federal income or withholding tax on dividends received from us with respect to our common shares, unless that dividend is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States. If the Non-U.S. Holder is entitled to the benefits of a U.S. income tax treaty with respect to those dividends, that income is taxable, or taxable at the full rate, only if it is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States.

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

Non-U.S. Holders generally will not be subject to U.S. federal income 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-U.S. Holder's conduct of a trade or business in the United States (and, if the Non-U.S. Holder is entitled to the benefits of an income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States); or
- the Non-U.S. 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-U.S. Holder is engaged in a U.S. trade or business for U.S. federal income tax purposes, the income from the common shares, including dividends and the gain from the sale, exchange or other disposition of the common shares, that is effectively connected with the conduct of that trade or business will generally be subject to regular U.S. federal income tax in the same manner as discussed in the previous section relating to the taxation of U.S. Holders. In addition, if you are a corporate Non-U.S. 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 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. Such payments will also be subject to "backup withholding" if you are a non-corporate U.S. 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 U.S. federal income tax returns; or
- in certain circumstances, fail to comply with applicable certification requirements.

Non-U.S. Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on an applicable IRS Form W-8.

If you are a Non-U.S. Holder and you sell your common shares to or through a U.S. office of a broker, the payment of the proceeds is subject to both U.S. backup withholding and information reporting unless you certify that you are a non-U.S. person, under penalties of perjury, or otherwise establish an exemption. If you sell your common shares through a non-U.S. office of a non-U.S. 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, U.S. information reporting, but not backup withholding, will apply to a payment of sales proceeds, including a payment made to you outside the United States, if you sell your common shares through a non-U.S. office of a broker that is a U.S. person or has some other contacts with the United States. Such information reporting requirements will not apply, however, if the broker has documentary evidence that you are a non-U.S. 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 income tax liability by filing a refund claim with the IRS.

### **Other U.S. Information Reporting Obligations**

Individuals who are U.S. Holders (and to the extent specified in applicable Treasury regulations, certain individuals who are Non-U.S. Holders and certain U.S. 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 U.S. 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 U.S. Holder (and to the extent specified in applicable Treasury regulations, an individual Non-U.S. Holder or a U.S. entity) that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of U.S. federal income taxes of such holder for the related tax year may not close until three years after the date that the required information is filed. U.S. Holders (including U.S. entities) and Non-U.S. Holders are encouraged to consult their own tax advisors regarding their reporting obligations under this legislation.

## ***Bermuda Taxation***

In December 2023, Bermuda passed into law the Corporate Income Tax 2023 or the Corporate Income Tax Act in response to the OECD's Pillar Two global minimum tax initiative to impose a 15% corporate income tax that will be effective for fiscal years beginning on or after January 1, 2025, providing time to Bermuda multinational groups that are in scope to transition and make the necessary adjustments.

We had received from the Minister of Finance under The Exempted Undertaking Tax Protection Act 1966, as amended, or the Tax Protection Act, an assurance, that in the event that Bermuda enacts legislation imposing tax computed on profits, income, any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance, then the imposition of any such tax shall not be applicable to us or to any of our operations or shares, debentures or other obligations, until March 31, 2035. This assurance is subject to the proviso that it is not to be construed to prevent the application of any tax or duty to such persons as are ordinarily resident in Bermuda or to prevent the application of any tax payable in accordance with the provision of the Land Tax Act 1967 or otherwise payable in relation to any property leased to us. We and our subsidiaries incorporated in Bermuda pay annual government fees to the Bermuda government.

The assurance granted by the Minister of Finance pursuant to the Tax Protection Act has been made subject to the application of any taxes payable pursuant to the Corporate Income Tax Act. Amendments were made to the Tax Protection Act by the Corporate Income Tax Act, with the consequence that liability for any taxes payable pursuant to the Corporate Income Tax Act will apply notwithstanding any prior assurance given pursuant to the Tax Protection Act.

Subject to certain exceptions, Bermuda entities that are part of a multinational group will be in scope of the provisions of the Corporate Income Tax Act if, with respect a fiscal year, such group has annual revenue of €750 million or more in the consolidated financial statements of the ultimate parent entity for at least two of the four fiscal years immediately prior to such fiscal year or the Bermuda Constituent Entity Group. To the extent our consolidated revenue is sufficient for us to exceed the Corporate Income Tax Act thresholds, we may be subject to taxation in Bermuda.

Where corporate income tax is chargeable to a Bermuda Constituent Entity Group, the amount of corporate income tax chargeable to a Bermuda Constituent Entity Group for a fiscal year shall be 15% of the net taxable income of the Bermuda Constituent Entity Group, less tax credits applicable under the Corporate Income Tax Act (foreign tax credits) or under the Tax Credits Act 2025 (qualified refundable tax credits).

## **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 European Union, 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 or 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 would be cumulatively positive or negative for our earnings and cash flow, but such changes could adversely affect our financial results.

On December 12, 2022, the EU 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.

## **F. DIVIDENDS AND PAYING AGENTS**

Not Applicable.

## **G. STATEMENT BY EXPERTS**

Not Applicable.

## H. DOCUMENTS ON DISPLAY

We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and other information with the SEC. These materials, including this annual report and the accompanying exhibits, are available at <http://www.sec.gov>. In addition, documents referred to in this annual report may be inspected at our principal executive offices at Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, Bermuda HM 08. Our filings are also available on our website at [www.sflcorp.com](http://www.sflcorp.com). The information on our website, however, is not, and should not be deemed to be a part of this annual report.

## I. SUBSIDIARY INFORMATION

Not Applicable.

## J. ANNUAL REPORT TO SECURITY HOLDERS

Not Applicable.

## ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks, including interest rates and foreign currency fluctuations. We use interest rate swaps to manage interest rate risk and currency swaps to manage currency risks. We may enter into derivative instruments from time to time for speculative purposes.

As of December 31, 2025, we had entered into cross currency interest rate swap contracts with a total notional principal of NOK750 million (\$69.4 million), to hedge against fluctuations in floating interest rates and exchange rates on our NOK750 million senior unsecured bonds due 2029. The net amount of debt outstanding as of December 31, 2025 was NOK750 million (2024: NOK724 million). Under these contracts, variable NIBOR interest rates including additional margins are swapped for a fixed interest rate. The eventual settlement of the bonds will have an effective exchange rate of NOK10.80 = \$1. These contracts expire in September 2029 and we estimate that we would receive \$6.2 million to terminate them as of December 31, 2025 (December 31, 2024: \$2.4 million).

As of December 31, 2025, we and our consolidated subsidiaries had entered into interest rate and cross currency interest rate swap contracts with a combined notional principal amount of \$0.8 billion (December 31, 2024: \$0.5 billion). Under these contracts, variable SOFR or NIBOR interest rates plus applicable credit adjustment spreads are swapped for fixed interest rates. The fixed interest rates, including the impact of credit adjustment spreads, are between 1.19% per annum and 6.47% per annum. These interest rate swap agreements mature between July 2029 and December 2036, and we estimate that we would receive \$7.9 million to terminate them as of December 31, 2025 (December 31, 2024: receive \$15.5 million).

The overall effect of our cross currency and interest rate swaps is to fix the interest rate on approximately \$0.8 billion of our floating rate debt as of December 31, 2025 (December 31, 2024: \$0.5 billion). As of December 31, 2025, the weighted average interest rate for our floating rate debt denominated in U.S. dollars and Norwegian kroner which takes into consideration the effect of our interest rate and cross currency swaps is 5.25% per annum including margin (December 31, 2024: 5.96%).

As of December 31, 2025, our net exposure, including equity-accounted subsidiaries, to interest rate fluctuations on outstanding floating rate bank borrowings, lease financing arrangements, and debt securities denominated in U.S. dollars and Norwegian kroner was \$0.7 billion, compared with \$1.3 billion as of December 31, 2024.

The net exposure as of December 31, 2025 reflects total floating rate bank borrowings, lease financing arrangements, and debt securities of \$1.5 billion (December 31, 2024: \$1.9 billion), after taking into account \$0.8 billion (December 31, 2024: \$0.5 billion) in notional principal of interest rate swaps that reduce the exposure to interest rate fluctuations. As of December 31, 2024, \$0.1 billion of the remaining floating rate debt was subject to interest adjustment clauses under charter contracts, pursuant to which the charter rate adjusts for changes in interest rates, transferring the related exposure to the counterparty. No such clauses were in effect as of December 31, 2025.

A one percent change in interest rates would thus increase or decrease net exposure by approximately \$7.0 million per year as of December 31, 2025 (December 31, 2024: \$12.6 million per year).

As of March 16, 2026, we were not party to any other interest rate or currency derivative contracts.

We may in the future enter into short-term Total Return Swap arrangements relating to our own shares and bonds or securities in other companies.

Apart from our NOK750 million due 2029 floating rate bonds, which have been hedged, the majority of our transactions, assets and liabilities are denominated in U.S. dollars, our functional currency.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not Applicable.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Neither we nor any of our subsidiaries have been subject to a material default in the payment of principal, interest, a sinking fund or purchase fund installment or any other material default that was not cured within 30 days. In addition, the payments of our dividends are not, and have not been in arrears or have not been subject to material delinquency that was not cured within 30 days.

### 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

Pursuant to Rules 13a-15(e) and 15d-15(e) of the Exchange Act, management assessed the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2025. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of the evaluation date.

#### b) Management's annual report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) promulgated under the Exchange Act.

Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board of Directors, management and other personnel, 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 and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of Company's management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our 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.

Management conducted the evaluation of the effectiveness of the internal control over financial reporting using the control criteria framework issued by the Committee of Sponsoring Organizations of the Treadway Commission published in its report entitled Internal Control-Integrated Framework (2013).

Our management with the participation of our Principal Executive Officer and Principal Financial Officer assessed the effectiveness of the design and operation of our internal control over financial reporting pursuant to Rule 13a-15 of the Exchange Act, as of December 31, 2025. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that our internal control over financial reporting were effective as of December 31, 2025.

### c) Attestation report of the registered public accounting firm

The effectiveness of our internal control over financial reporting as of December 31, 2025, has been audited by EY, an independent registered public accounting firm, as stated in their report dated March 16, 2026, which is included below under the heading “Item 18—Financial Statements—Report of Independent Registered Public Accounting Firm”.

### d) Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## ITEM 16. [RESERVED]

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that our Audit Committee has one Audit Committee Financial Expert. James O'Shaughnessy is an independent Director and is the Audit Committee Financial Expert, as such terms are defined under NYSE and SEC rules.

### ITEM 16B. CODE OF ETHICS

We have adopted a Code of Ethics that applies to all entities controlled by us and our employees, directors, officers and our agents. We have posted our code of ethics on our website at [www.sflcorp.com](http://www.sflcorp.com). The information on our website is not incorporated by reference into this annual report. We will provide any person, free of charge, with a copy of our code of ethics upon written request to our registered office. Any waivers that are granted from any provision of our Code of Ethics may be disclosed on our website within five business days following the date of such waiver.

### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our principal accountant for 2025 and 2024 was Ernst & Young AS (PCAOB Firm ID number: 1572). The following table sets forth the fees related to audit and other services provided by our principal accountant.

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Audit Fees* (a)	\$ 1,001	\$ 1,041
Audit-Related Fees* (b)	\$ —	\$ —
Tax Fees (c)	\$ 17	\$ 60
All Other Fees (d)	\$ —	\$ —
Total (e)	\$ 1,018	\$ 1,101

\* Certain amounts in 2024 have been reclassified to conform with the current year's presentation.

#### (a) Audit Fees

Audit fees represent professional services rendered for the audit of our annual financial statements, interim review of our financial statements, and services provided by the principal accountant in connection with statutory and regulatory filings or engagements.

#### (b) Audit -Related Fees

This category includes assurance and related services that traditionally are performed by the principal accountant outside of the scope of the engagement letter for the audit which are reasonably related to the performance of the audit or review of the consolidated financial statements.

(c) **Tax Fees**

Tax fees represent fees for professional services rendered by the principal accountant for tax compliance, tax advice and tax planning.

(d) **All Other Fees**

All other fees include services other than audit fees, audit-related fees and tax fees set forth above.

(e) **Audit Committee's Pre-Approval Policies and Procedures**

Our Board of Directors has adopted pre-approval policies and procedures in compliance with paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X, that require the Board of Directors to approve the appointment of our independent auditor before such auditor is engaged and approve each of the audit and non-audit related services to be provided by such auditor under such engagement by us. All services provided by the principal auditor in 2025 and 2024 were approved by the Board of Directors pursuant to the pre-approval policy.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E. PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

**Issuer Purchases of Equity Securities**

On May 8, 2023, the Board of Directors authorized the Share Repurchase Program for the repurchase of up to an aggregate of \$100.0 million of our common shares. The authorization was reconfirmed during the year ended December 31, 2025 and is valid until June 2026.

During the year ended December 31, 2025, we repurchased a total of 1,252,657 shares, at an average price of \$7.98 per share, with principal amounts totaling \$10.0 million. There were no shares repurchased by us under our Share Repurchase Program during the year ended December 31, 2024.

As of December 31, 2025, 2,347,752 (December 31, 2024: 1,095,095) shares were repurchased under the Share Repurchase Program, at an average price of \$8.58 (December 31, 2024: \$9.27) per share, with principal amounts totaling \$20.2 million (December 31, 2024: \$10.2 million), and held as treasury stock.

We have \$79,848,452 remaining under the authorized Share Repurchase Program. As of the date of this annual report, no further shares have been repurchased.

The below table presents a summary of the common shares repurchased by us under the Share Repurchase Program as of December 31, 2025.

<b>Issuer Purchases of Equity Securities</b>				
Period	(a) Total number of common shares purchased	(b) Average price paid per common share	(c) Total number of common shares purchased as part of publicly announced plans or programs	(d) Approximate dollar value of shares that may yet be purchased under the plans or programs (1)(2)
January 1- 31, 2025	—	—	—	\$89,847,972
February 1- 28, 2025	—	—	—	\$89,847,972
March 1- 31, 2025	494,158	\$8.20	494,158	\$85,796,142
April 1- 30, 2025	758,499	\$7.84	758,499	\$79,848,452
May 1- 31, 2025	—	—	—	\$79,848,452
June 1- 30, 2025	—	—	—	\$79,848,452
July 1- 31, 2025	—	—	—	\$79,848,452
August 1- 31, 2025	—	—	—	\$79,848,452
September 1- 30, 2025	—	—	—	\$79,848,452
October 1- 31, 2025	—	—	—	\$79,848,452
November 1- 30, 2025	—	—	—	\$79,848,452
December 1- 31, 2025	—	—	—	\$79,848,452
<b>Total for December 31, 2025</b>	<b>1,252,657</b>	<b>\$7.98</b>	<b>1,252,657</b>	<b>\$79,848,452</b>

(1) Under the Share Repurchase Program, the Company may repurchase shares from time to time in the open market, through privately negotiated transactions or by other means permitted under applicable securities laws, including Rule 10b-18 under the Exchange Act. The timing and amount of any repurchases are determined at the discretion of management, taking into account market conditions, available liquidity, restrictions under our debt agreements, capital allocation priorities, and other factors. The program does not obligate the Company to repurchase any specific number of shares, and it may be suspended or discontinued at any time.

(2) From January 1, 2026 to the date of this annual report, no further shares have been repurchased.

#### **ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

#### **ITEM 16G. CORPORATE GOVERNANCE**

Pursuant to an exception under the NYSE listing standards available to foreign private issuers, we are not required to comply with all of the corporate governance practices followed by U.S. companies under the NYSE listing standards. The significant differences between our corporate governance practices and the NYSE standards applicable to listed U.S. companies are set forth below.

**Executive Sessions.** The NYSE requires that non-management directors meet regularly in executive sessions without management. The NYSE also requires that all independent directors meet in an executive session at least once a year. While Bermuda law and our Bye-laws do not require our non-management directors to regularly hold executive sessions without management, our non-management directors hold such sessions without management when deemed appropriate.

**Nominating and Corporate Governance Committee.** The NYSE requires that a listed U.S. company have a nominating/corporate governance committee composed entirely of independent directors and a committee charter specifying the purpose, duties and evaluation procedures of the committee. As a foreign private issuer, we are exempt from this rule and may comply with it voluntarily. Our nominating and corporate governance committee currently consists of James O'Shaughnessy, Kathrine A. Fredriksen and Gary Vogel, of which two are considered "independent" according to NYSE's standards for independence. As permitted under Bermuda law, our nominating and corporate governance committee may in the future not consist entirely of independent directors.

**Compensation Committee.** The NYSE requires that a listed U.S. company have a compensation committee composed entirely of independent directors and have a committee charter addressing the purpose, responsibility, rights and performance evaluation of the committee. As a foreign private issuer, we are exempt from this rule and may comply with it voluntarily. Our Compensation Committee currently consists of Gary Vogel, Will Homan-Russell and James O'Shaughnessy, all of whom are considered "independent" according to NYSE's standards for independence. As permitted under Bermuda law, our compensation committee may in the future not consist entirely of independent directors.

**Audit Committee.** The NYSE requires that a listed U.S. company have an audit committee with a minimum of three members and composed of entirely independent directors. As permitted by Rule 10A-3 under the Exchange Act, our audit committee consists of two independent members of our Board of Directors, James O'Shaughnessy and Will Homan-Russell. Additionally, our Board of Directors has determined that James O'Shaughnessy qualifies as an "audit committee financial expert" for purposes of SEC rules and regulations. The Board has determined that an audit committee member may simultaneously serve on the audit committees of more than three public companies and such service would not impair the ability of such member to effectively serve our audit committee. For more information, please see "Item 6.A. Directors and Senior Management".

**ESG Committee.** We established the Environmental, Social and Governance Committee, or the ESG Committee in June 2024 to oversee our sustainability initiatives. The ESG Committee is responsible for managing ESG-related risks and ensuring our policies, programs, reporting, and practices align with its sustainability commitments. Kathrine A. Fredriksen, Keesjan Cordia and Will Homan-Russell are members of the ESG Committee.

**Corporate Governance Guidelines.** The NYSE requires that a listed U.S. company adopts and discloses corporate governance guidelines. The guidelines must address, among other things: director qualification standards, director responsibilities, director access to management and independent advisers, director compensation, director orientation and continuing education, management succession and an annual performance evaluation. We are not required to adopt such guidelines under Bermuda law and we have not adopted such guidelines.

**Independence of Directors.** The NYSE requires that a listed U.S. company maintain a majority of independent directors. As a foreign private issuer, we are exempt from this rule and may comply with it voluntarily. Our Board of Directors currently consists of seven directors, four of which are considered "independent" according to NYSE's standards for independence, namely James O'Shaughnessy, Gary Vogel, Keesjan Cordia and Will Homan-Russell. However, as permitted under Bermuda law, our Board of Directors may in the future not consist of a majority of independent directors.

**Shareholder Approval Requirements.** The NYSE requires that a listed U.S. company obtain prior shareholder approval for certain issuances of authorized stock or the approval of, and material revisions to, equity compensation plans. As permitted under Bermuda law and our Bye-laws, it is not necessary to seek shareholder approval prior to issuances of authorized stock or the approval of and material revisions to equity compensation plans. Consistent with Bermuda law and our Bye-laws, our Board of Directors approves share issuances and the adoption of and material amendments to equity compensation plans.

**Solicitation of Proxies.** The NYSE requires that a listed U.S. company solicit proxies in connection with all meetings of shareholders, to provide shareholders with proxy statements for such meetings, and to furnish copies of its proxy solicitation materials to the NYSE. As permitted under Bermuda law and our Bye-laws, we do not currently solicit proxies or provide proxy materials to the NYSE. Our Bye-laws also require that we provide not less than five (5) days' notice to our shareholders of general meetings.

**Quorum.** The NYSE "gives careful consideration" to provisions that fix a quorum for shareholders' meetings that is less than a majority of outstanding shares, but, in general, the NYSE has not objected to reasonably lesser quorum requirements in cases where the companies have agreed to make general proxy solicitations for future meetings of shareholders. We follow applicable Bermuda laws with respect to quorum requirements. Our quorum requirement is set forth in our Bye-laws, which provide that a quorum for the transaction of business at any meeting of shareholders is two or more shareholders either present in person or represented by proxy.

## **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 officers, directors and employees. Copies of our insider trading policies are incorporated by reference to Exhibits 11.1 and 11.2 to this Annual Report.

## **ITEM 16K. CYBER SECURITY**

### *Risk management and strategy*

Our cybersecurity risk management program consists of:

- a. An overall strategy to develop, improve and maintain its cybersecurity processes, policies, and governance frameworks that have been integrated into our existing risk management framework.
- b. Detailed set of cybersecurity policies and procedures.
- c. Investment in IT security and a dedicated cybersecurity team.
- d. Engaging external cybersecurity service providers.
- e. Leveraging third-party cybersecurity tools and technologies.
- f. Robust training plan for all its employees.
- g. Governance - Board and management oversight.

The underlying control framework of our cybersecurity program is based on recognized best practices and standards set by the U.S. National Institute of Standards and Technology, which organizes cybersecurity risks into six categories: govern, identify, protect, detect, respond and recover.

We have established policies and procedures for all key aspects of our cybersecurity program including an information security policy, password policy, incident management policy, third-party security management policy, business continuity plans, cyber incident response plans and information security management system contingency plans.

As part of our cybersecurity strategy, we continue to expand our investments in IT security, including to identify and protect critical assets, strengthen, monitor and alert our information security management system and engage with cybersecurity experts. We have a dedicated CISO who has served within the IT department of related parties for over 20 years and is a Certified Cyber Risk Officer. We hold regular cybersecurity meetings, led by its CISO who is employed by related party Front Ocean Management AS, to assess and manage cybersecurity threats and to provide cybersecurity updates to senior management and the Board of Directors.

We have engaged a third-party IT cybersecurity firm to help integrate our information security management system to protect our operations. In addition, the third-party firm conducts risk and vulnerability assessments to identify cybersecurity weaknesses and recommend enhancements.

We leverage several third-party tools and technologies as part of our efforts to enhance our cybersecurity functions. This includes a third-party security firm which performs continuous vulnerability assessments on our IT infrastructure. As part of our established cybersecurity governance framework, we also assess potential cybersecurity threats related to the third-party providers and counterparties.

We have a robust training program for our employees that covers our cybersecurity risk management program and other Company policies and practices to ensure compliance therewith and to promote best practices. We regularly provide cybersecurity awareness trainings to employees to increase awareness of cybersecurity threats.

### *Governance*

The Board of Directors considers cybersecurity risk as part of its risk oversight function and oversees our cybersecurity risk exposures and the steps taken by management to monitor and mitigate cybersecurity risks. The Board of Directors ensures allocation and prioritization of resources and overall strategic direction for cybersecurity and ensures alignment with our overall strategy.

The Board of Directors has delegated the day-to-day oversight of cybersecurity and other technology risks to the CISO, who closely coordinates with the IT and compliance departments and engages with third-party cybersecurity providers.

The CISO, working together with certain members of management and the IT department, is responsible for assessing and managing cybersecurity threats and for reporting cybersecurity threats and updates, including updates on monitoring cybersecurity incidents and strategies to prevent cybersecurity threats, to senior management, and to the Board of Directors on a quarterly basis or more often as needed.

### *Cybersecurity Threats*

For the year ended December 31, 2025 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 us, including our business strategy, results of operations or financial condition. Please also see Item 3. Key Information—D. Risk Factors—“We rely on our information security management system to conduct our business, and failure to protect this system against security breaches could adversely affect our business and results of operations, including on our vessels and rigs. Additionally, if this system fails or becomes unavailable for any significant period of time, our business could be harmed”.

### PART III

#### ITEM 17. FINANCIAL STATEMENTS

See Item 18.

#### ITEM 18. FINANCIAL STATEMENTS

The following financial statements listed below and set forth on pages F-1 through F-48 are filed as part of this annual report:

Financial Statements: SFL Corporation Ltd.

<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	<a href="#"><u>F-2</u></a>
<a href="#"><u>Consolidated Statements of Operations for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-5</u></a>
<a href="#"><u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-6</u></a>
<a href="#"><u>Consolidated Balance Sheets as of December 31, 2025 and 2024</u></a>	<a href="#"><u>F-7</u></a>
<a href="#"><u>Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-8</u></a>
<a href="#"><u>Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-10</u></a>
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	<a href="#"><u>F-12</u></a>

## ITEM 19. EXHIBITS

### Reference Description of Exhibit

- 1.1\* [Memorandum of Association of Ship Finance International Limited \(the "Company"\) dated October 3, 2003.](#) (1)
- 1.2\* [Memorandum of Increase in Share Capital of the Company to US\\$125,000,000, dated May 11, 2004.](#) (1)
- 1.3 [Diminution of Authorised but Issued Share Capital of the Company to US\\$93,504,575, dated November 10, 2016.](#)
- 1.4 [Memorandum of Reduction in Share Capital of the Company to US\\$935,045.75, dated November 10, 2016.](#)
- 1.5 [Memorandum of Increase in Share Capital of the Company to US\\$1,500,000, dated November 10, 2016.](#)
- 1.6 [Memorandum of Increase in Share Capital of the Company to US\\$2,000,000, dated October 8, 2018.](#)
- 1.7 [Memorandum of Increase in Share Capital of the Company to US\\$3,000,000, dated March 5, 2021.](#)
- 1.8\* [Bye-Laws of the Company.](#) (2)
- 1.9\* [Amended and Restated Bye-laws of the Company, as adopted on September 28, 2007.](#) (5)
- 1.10\* [Amended and Restated Bye-laws of the Company, as adopted on September 20, 2013.](#) (6)
- 1.11\* [Amended and Restated Bye-laws of the Company, as adopted on September 23, 2016.](#) (7)
- 1.12\* [Amended and Restated Bye-laws of the Company, as adopted on September 30, 2022.](#) (11)
- 2.1\* [Form of Common Stock Certificate of the Company.](#) (3)
- 2.2\* [Description of Securities of the Company.](#) (8)
- 4.9\* [Share Option Scheme.](#) (4)
- 4.24\* [Bond Agreement dated May 7, 2021, relating to SFL Corporation Ltd. 7.25% USD 200,000,000 senior unsecured sustainability-linked bonds 2021/2026.](#) (9)
- 4.25\* [Bond Agreement dated February 1, 2023, relating to SFL Corporation Ltd. 8.875% USD 200,000,000 senior unsecured sustainability-linked bonds 2023/2027.](#) (10)
- 4.26\* [Bond Agreement dated April 19, 2024, relating to SFL Corporation Ltd. 8.25% USD 225,000,000 senior unsecured sustainability-linked bonds 2024/2028.](#) (15)
- 4.27\* [Bond Agreement dated September 23, 2024, relating to SFL Corporation Ltd. NOK senior unsecured bonds 2024/2029.](#) (16)
- 8.1 [Significant Subsidiaries of the Company.](#)
- 11.1\* [The Company's Policies and Procedures to Detect and Prevent Insider Trading.](#) (12)
- 11.2\* [The Company's Insider Trading Policy relating to the Company's Bonds listed on Oslo Børs.](#) (13)
- 12.1 [Certification of the Principal Executive Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as amended.](#)
- 12.2 [Certification of the Principal Financial Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as amended.](#)
- 13.1 [Certification of the Principal Executive Officer pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 13.2 [Certification of the Principal Financial Officer pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 15.1 [Consent of Independent Registered Public Accounting Firm \(Ernst & Young AS\)](#)
- 97.1\* [The Company's Clawback Policy, effective October 2, 2023.](#) (14)

\* Incorporated herein by reference.

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Schema Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Schema Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Schema Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Schema Presentation Linkbase Document

- (1) Filed as Exhibit 3.1 to the Company's Registration Statement on Form F-4 filed on May 21, 2004 and is incorporated by reference herein.
- (2) Filed as Exhibit 3.2 to the Company's Registration Statement on Form F-4 filed on May 21, 2004 and is incorporated by reference herein.
- (3) Filed as Exhibit 4.1 to the Company's Registration Statement on Form F-4 filed on May 21, 2004 and is incorporated by reference herein.
- (4) Filed as Exhibit 2.2 of the Company's 2006 Annual Report as filed on Form 20-F on July 2, 2007 and is incorporated by reference herein.
- (5) Filed as Exhibit 1 to the Company's Form 6-K filed on October 22, 2007 and is incorporated by reference herein.
- (6) Filed as Exhibit 1.3 to the Company's 2014 Annual Report filed on Form 20-F on April 9, 2015 and is incorporated by reference herein.
- (7) Filed as Exhibit 1 to the Company's Form 6-K filed on September 29, 2016 and is incorporated by reference herein.
- (8) Filed as Exhibit 2.2 to the Company's 2019 Annual Report filed on Form 20-F filed on March 27, 2020 and is incorporated by reference herein.
- (9) Filed as Exhibit 4.24 to the Company's 2021 Annual Report filed on Form 20-F on March 24, 2022 and is incorporated by reference herein.
- (10) Filed as Exhibit 4.25 to the Company's 2022 Annual Report filed on Form 20-F on March 16, 2023 and is incorporated by reference herein.
- (11) Filed as Exhibit 1.5 to the Company's 2022 Annual Report filed on Form 20-F on March 16, 2023 and is incorporated by reference herein.
- (12) Filed as Exhibit 11.1 to the Company's 2023 Annual Report filed on Form 20-F on March 14, 2024 and is incorporated by reference herein.
- (13) Filed as Exhibit 11.2 to the Company's 2023 Annual Report filed on Form 20-F on March 14, 2024 and is incorporated by reference herein.
- (14) Filed as Exhibit 97.1 to the Company's 2023 Annual Report filed on Form 20-F on March 14, 2024 and is incorporated by reference herein.
- (15) Filed as Exhibit 4.26 to the Company's 2024 Annual Report filed on Form 20-F on March 17, 2025 and is incorporated by reference herein.
- (16) Filed as Exhibit 4.27 to the Company's 2024 Annual Report filed on Form 20-F on March 17, 2025 and is incorporated by reference herein.

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**SFL Corporation Ltd.**

(Registrant)

Date: March 16, 2026

By: /s/ Aksel C. Olesen

Aksel C. Olesen

Principal Financial Officer

**SFL Corporation Ltd.**  
**Index to Consolidated Financial Statements**

<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	<a href="#"><u>F-2</u></a>
<a href="#"><u>Consolidated Statements of Operations for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-5</u></a>
<a href="#"><u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-6</u></a>
<a href="#"><u>Consolidated Balance Sheets as of December 31, 2025 and 2024</u></a>	<a href="#"><u>F-7</u></a>
<a href="#"><u>Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-8</u></a>
<a href="#"><u>Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2025, 2024 and 2023</u></a>	<a href="#"><u>F-10</u></a>
<a href="#"><u>Notes to the Consolidated Financial Statements</u></a>	<a href="#"><u>F-12</u></a>

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of SFL Corporation Ltd.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of SFL Corporation Ltd. (the “Company”) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, changes in stockholders’ equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 16, 2026 expressed an unqualified opinion thereon.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the 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 financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

## **Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter 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 account or disclosure to which it relates.

### **Impairment assessment of vessels, rigs, and equipment**

#### ***Description of the Matter***

The carrying value of the Company's vessels, rigs, and equipment, net was \$3.1 billion as of December 31, 2025. As explained in Note 2 to the consolidated financial statements, the Company evaluates assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If impairment indicators are identified, the Company assesses the recoverability of the carrying value of the asset by comparing its estimated undiscounted future cash flows attributable to the asset to its carrying amount ("recoverability test"). If the future expected undiscounted cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the excess of the carrying value over the fair value of the asset. The Company recorded an impairment charge of 34.1 million on seven dry bulk carriers, based on the estimated fair value of the assets using a market approach.

Auditing the Company's impairment charge was complex and required significant auditor judgment around the assumptions used by management in determining the vessels' fair value. The fair value is based on shipbroker valuations, which use a combination of vessel specific inputs such as age and yard of each respective vessel, and assumptions based on market data, including recent comparable transactions.

#### ***How We Addressed the Matter in Our Audit***

We obtained an understanding, evaluated the design and tested the operating effectiveness of the controls over the company's impairment assessment process, including controls over management's review and approval of the vessels' fair value.

We performed audit procedures that included, among others, comparing management's methodology against the accounting guidance under ASC 360-10, Impairment and Disposal of Long-Lived Assets and ASC 820-10, Fair Value Measurement. We tested the independent shipbroker valuations by performing inquiries with the shipbroker regarding the valuation methodology applied and input data used and evaluated their competence, capabilities and objectivity. We tested the input data by comparing the vessel specific inputs to vessel records and supporting documentation. We further performed a comparison of the shipbroker valuations against relevant vessel sale transactions in 2025. We recalculated the impairment charge and compared it against the amount recognized by management.

We assessed the adequacy of the vessel impairment disclosures as included in Note 13 of the consolidated financial statements.

/s/ Ernst & Young AS

We have served as the Company's auditor since 2023.

Oslo, Norway  
March 16, 2026

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of SFL Corporation Ltd.

### Opinion on Internal Control Over Financial Reporting

We have audited SFL Corporation Ltd.'s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, SFL Corporation Ltd. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2025 consolidated financial statements of the Company and our report dated March 16, 2026, expressed an unqualified opinion thereon.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

/s/ Ernst & Young AS

Oslo, Norway

March 16, 2026

SFL Corporation Ltd.

**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**for the years ended December 31, 2025, 2024 and 2023**  
*(in thousands of \$, except per share amounts)*

	2025	2024	2023
<b>Operating revenues</b>			
Time charter revenues	602,187	619,384	544,434
Voyage charter and pool revenues	14,753	18,909	33,648
Drilling contract revenues	96,255	236,650	146,890
Interest income – sales-type and leaseback assets	951	2,439	6,192
Profit sharing revenues	5,604	16,679	13,162
Other operating income	13,291	10,343	7,960
<b>Total operating revenues</b>	<b>733,041</b>	<b>904,404</b>	<b>752,286</b>
(Loss)/Gain on sale of assets and settlement of charters, net	(7,172)	5,374	18,670
<b>Operating expenses</b>			
Vessel and rig operating expenses	301,768	343,303	293,756
Depreciation	234,998	239,181	214,062
Vessel impairment charge	34,093	—	7,389
Administrative expenses	18,332	20,577	15,565
<b>Total operating expenses</b>	<b>589,191</b>	<b>603,061</b>	<b>530,772</b>
<b>Net operating income</b>	<b>136,678</b>	<b>306,717</b>	<b>240,184</b>
<b>Non-operating income / (expense)</b>			
Interest income – long-term loans to associated companies	4,563	4,576	4,563
Interest income – other	10,218	9,189	9,073
Interest expense	(180,527)	(182,985)	(167,010)
Loss on investments in debt and equity securities	(39)	(854)	(1,912)
Other financial items, net	2,192	1,843	(486)
Equity in earnings of associated companies	2,366	2,798	2,848
<b>(Loss)/Income before taxes</b>	<b>(24,549)</b>	<b>141,284</b>	<b>87,260</b>
Tax expense	(1,882)	(10,631)	(3,323)
<b>Net (loss)/income</b>	<b>(26,431)</b>	<b>130,653</b>	<b>83,937</b>
<b>Per share information:</b>			
Basic (loss)/earnings per share	\$ (0.20)	\$ 1.01	\$ 0.67
Weighted average number of shares outstanding, basic	133,064	129,391	126,249
Diluted (loss)/earnings per share	\$ (0.20)	\$ 1.01	\$ 0.66
Weighted average number of shares outstanding, diluted	133,064	130,000	126,584
Cash dividend per share declared and paid	\$ 0.94	\$ 1.07	\$ 0.97

*The accompanying notes are an integral part of these consolidated financial statements.*

SFL Corporation Ltd.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**for the years ended December 31, 2025, 2024 and 2023**  
*(in thousands of \$)*

	2025	2024	2023
<b><u>Comprehensive (loss)/income, net of tax</u></b>			
<b>Net (loss)/income</b>	<b>(26,431)</b>	<b>130,653</b>	<b>83,937</b>
Fair value adjustments to hedging financial instruments	(7,677)	525	(8,787)
Earnings reclassification of previously deferred fair value adjustments to hedging financial instruments	134	(1,712)	4,607
Other comprehensive loss	(188)	(101)	(35)
<b>Other comprehensive loss, net of tax</b>	<b>(7,731)</b>	<b>(1,288)</b>	<b>(4,215)</b>
<b>Comprehensive (loss)/income</b>	<b>(34,162)</b>	<b>129,365</b>	<b>79,722</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

SFL Corporation Ltd.  
**CONSOLIDATED BALANCE SHEETS**  
as of December 31, 2025 and 2024  
*(in thousands of \$)*

	2025	2024
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	150,829	134,551
Investment in debt and equity securities	4,146	3,736
Due from related parties	6,941	5,201
Trade accounts receivable	11,571	36,821
Inventories	13,788	17,386
Prepaid expenses and accrued income	18,700	17,057
Investment in sales-type leases, current portion	—	35,135
Other current assets	53,243	66,010
Financial instruments at fair value, current portion	—	121
<b>Total current assets</b>	<b>259,218</b>	<b>316,018</b>
Vessels, rigs and equipment, net	3,122,633	3,552,298
Capital improvements in progress and newbuildings	181,074	162,254
Investment in associated companies	15,832	16,382
Loans and long-term receivables from related parties including associates	45,000	45,000
Financial instruments at fair value, long-term portion	14,092	15,523
Other long-term assets	294	294
<b>Total assets</b>	<b>3,638,143</b>	<b>4,107,769</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Short-term debt and current portion of long-term debt	605,943	689,045
Due to related parties	1,303	1,296
Trade accounts payable	7,348	34,305
Accrued expenses	51,894	51,429
Financial instruments at fair value, current portion	—	14,884
Other current liabilities	43,837	36,898
<b>Total current liabilities</b>	<b>710,325</b>	<b>827,857</b>
<b>Long-term liabilities</b>		
Long-term debt	1,960,533	2,150,417
Financial instruments at fair value, long-term portion	6,146	103
Other long-term liabilities	277	970
<b>Total liabilities</b>	<b>2,677,281</b>	<b>2,979,347</b>
<b>Commitments and contingent liabilities</b>		
<b>Stockholders' equity</b>		
Share capital (\$0.01 par value; 300,000,000 shares authorized; 146,910,679 shares issued and 144,562,927 shares outstanding as of December 31, 2025). (\$0.01 par value; 300,000,000 shares authorized; 146,803,619 shares issued and 145,708,524 shares outstanding as of December 31, 2024).	1,469	1,468
Additional paid-in capital	717,969	716,233
Treasury stock	(20,199)	(10,174)
Contributed surplus	292,574	417,684
Accumulated other comprehensive income	(4,520)	3,211
Retained earnings	(26,431)	—
<b>Total stockholders' equity</b>	<b>960,862</b>	<b>1,128,422</b>
<b>Total liabilities and stockholders' equity</b>	<b>3,638,143</b>	<b>4,107,769</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

SFL Corporation Ltd.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**for the years ended December 31, 2025, 2024 and 2023**  
*(in thousands of \$)*

	2025	2024	2023
<b>Operating activities</b>			
Net (loss)/income	(26,431)	130,653	83,937
<i>Adjustments to reconcile net (loss)/income to net cash provided by operating activities:</i>			
Depreciation	234,998	239,181	214,062
Amortization of deferred charges	8,088	7,580	7,731
Amortization of deferred charter revenue	363	(1,062)	(1,428)
Vessel impairment charge	34,093	—	7,389
Adjustment of derivatives to fair value recognized in net income	4,646	4,708	8,374
Capitalized lease debt financing interest	8,142	6,708	2,908
Equity in earnings of associated companies	(2,366)	(2,798)	(2,848)
Gain on sale of assets, net	(15,828)	(5,374)	(18,670)
Repayments from investment in sales-type leases and leaseback assets	4,021	8,640	13,906
Loss on repurchase of bonds	144	1,317	540
Other, net	4,191	(7,255)	1,017
<b>Changes in operating assets and liabilities</b>			
Trade accounts receivable	25,319	4,302	(20,941)
Due to/ from related parties	(1,704)	(3,194)	1,821
Other current assets	7,433	(31,151)	(3,127)
Inventories	3,597	(5,657)	4,666
Prepaid expenses and accrued income	(5,001)	(2,026)	638
Trade accounts payable	(26,957)	4,045	22,372
Accrued expenses and other current liabilities	10,395	21,244	20,742
<b>Net cash provided by operating activities</b>	<b>267,143</b>	<b>369,861</b>	<b>343,089</b>
<b>Investing activities</b>			
Purchase of vessels, capital improvements and other additions	(70,482)	(644,859)	(264,418)
Proceeds from sale of assets	258,574	22,744	156,200
Net amounts received from associated companies	—	2,810	2,919
Collateral deposits received on swap agreements	—	2,100	1,680
Other investments and long-term assets, net	—	(300)	(275)
<b>Net cash provided by/(used in) investing activities</b>	<b>188,092</b>	<b>(617,505)</b>	<b>(103,894)</b>
<b>Financing activities</b>			
Repayments of lease obligation liability	—	(419,341)	(53,654)
Proceeds from issuance of short-term and long-term debt	244,042	1,398,389	944,585
Repayments of short-term and long-term debt	(527,287)	(556,730)	(781,122)
Repurchase of bonds	(11,144)	(133,117)	(205,848)
Debt fees paid	(3,168)	(13,723)	(12,448)
Principal settlements of cross currency swaps, net	(6,265)	(16,534)	(20,412)
Cash received/(paid) for shares issued or repurchased	(10,025)	96,250	(10,174)
Cash dividends paid	(125,110)	(138,491)	(122,992)
<b>Net cash provided by/(used in) financing activities</b>	<b>(438,957)</b>	<b>216,703</b>	<b>(262,065)</b>
<b>Net change in cash and cash equivalents</b>	<b>16,278</b>	<b>(30,941)</b>	<b>(22,870)</b>
<b>Cash and cash equivalents at start of the year</b>	<b>134,551</b>	<b>165,492</b>	<b>188,362</b>
<b>Cash and cash equivalents at end of the year</b>	<b>150,829</b>	<b>134,551</b>	<b>165,492</b>

	2025	2024	2023
<b>Cash and cash equivalents:</b>			
Cash and cash equivalents	150,829	134,551	165,492
<b>Cash and cash equivalents at end of the year</b>	<b>150,829</b>	<b>134,551</b>	<b>165,492</b>
<b>Supplemental disclosure of cash flow information:</b>			
Interest paid on debt, swaps and leases, net of capitalized interest	161,669	161,237	148,505
Taxes paid	2,832	8,294	1,986

Details of non-cash investing and financing activities are provided in Note 22 - Share Capital, Additional Paid-In Capital And Contributed Surplus.

*The accompanying notes are an integral part of these consolidated financial statements.*

**SFL Corporation Ltd.**

**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**for the years ended December 31, 2025, 2024 and 2023**  
*(in thousands of \$, except number of shares)*

	2025	2024	2023
<b>Number of shares outstanding</b>			
At beginning of year	145,708,524	137,467,078	138,562,173
Shares issued	107,060	8,242,146	—
Shares cancelled	—	(700)	—
Shares repurchased	(1,252,657)	—	(1,095,095)
At end of year	144,562,927	145,708,524	137,467,078
<b>Share capital</b>			
At beginning of year	1,468	1,386	1,386
Shares issued	1	82	—
At end of year	1,469	1,468	1,386
<b>Additional paid-in capital</b>			
At beginning of year	716,233	618,164	616,554
Amortization of stock-based compensation	1,310	1,650	1,610
Shares issued- share option, dividend reinvestment and other schemes	426	96,419	—
At end of year	717,969	716,233	618,164
<b>Treasury stock</b>			
At beginning of year	(10,174)	(10,174)	—
Treasury stock at cost (2025: 1,252,657, 2024: 0 and 2023: 1,095,095 shares)	(10,025)	—	(10,174)
At end of year	(20,199)	(10,174)	(10,174)
<b>Contributed surplus</b>			
At beginning of year	417,684	424,562	424,562
Dividends declared	(125,110)	(6,878)	—
At end of year	292,574	417,684	424,562
<b>Accumulated other comprehensive income/(loss)</b>			
At beginning of year	3,211	4,499	8,714
Other comprehensive loss	(7,731)	(1,288)	(4,215)
At end of year (see breakdown below)	(4,520)	3,211	4,499
<b>Retained earnings / (accumulated deficit)</b>			
At beginning of year	—	960	40,015
Net (loss)/income	(26,431)	130,653	83,937
Dividends declared	—	(131,613)	(122,992)
At end of year	(26,431)	—	960
<b>Total stockholders' equity</b>	<b>960,862</b>	<b>1,128,422</b>	<b>1,039,397</b>
<b>Accumulated other comprehensive income/(loss)</b>			
	<b>2025</b>	<b>2024</b>	<b>2023</b>
Fair value adjustments to hedging financial instruments	(3,804)	3,739	4,926
Other items	(716)	(528)	(427)
<b>Accumulated other comprehensive income/(loss)</b>	<b>(4,520)</b>	<b>3,211</b>	<b>4,499</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

**SFL Corporation Ltd.**  
**Notes to the Consolidated Financial Statements**

**1. GENERAL**

SFL Corporation Ltd. ("SFL" or the "Company") is an international maritime and offshore asset owning and chartering company, incorporated in October 2003 in Bermuda as a Bermuda exempted company. The Company's common shares are listed on the New York Stock Exchange under the symbol "SFL". The Company is primarily engaged in the ownership, operation and chartering out of vessels and offshore related assets on medium and long-term charters.

As of December 31, 2025, the Company owned 17 tankers, two dry bulk carriers, 21 container vessels, seven car carriers and two drilling rigs. The Company also holds an equity interest in an associated company that owns four leased-in container vessels. (See Note 17: Investment in Associated Companies). In addition, the Company has contracted to acquire five 16,800 TEU container vessels, currently under construction and expected to be delivered in 2028. (See Note 14: Capital Improvements in Progress and Newbuildings).

Since the Company's incorporation in 2003 and public listing in 2004, SFL has established itself as a leading international ship and offshore asset owning and chartering company, expanding both its asset and customer base.

**2. ACCOUNTING POLICIES**

**Basis of Accounting**

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). Where necessary, comparative figures for previous years have been reclassified to conform to changes in presentation in the current year.

**Principles of consolidation**

The consolidated financial statements include the assets and liabilities and results of operations of the Company and its subsidiaries. All inter-company balances and transactions have been eliminated on consolidation.

The Company determines whether it has controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity. A voting interest entity is an entity in which the total equity investment at risk is sufficient to enable the entity to finance itself independently and provides the equity holders with the obligation to absorb losses, the right to receive residual returns and make financial and operating decisions. The Company consolidates voting interest entities in which it owns all, or a majority of the voting interest. Variable interest entities are entities that in general, either do not have equity investors with voting rights or that have equity investors that do not provide sufficient financial resources for the entity to support its activities. The Company evaluates its subsidiaries, and any other entities in which it holds a variable interest, in order to determine whether the Company is the primary beneficiary of the entity, and where it is determined that the Company is the primary beneficiary, the Company fully consolidates the entity.

Investments in affiliates in which the Company has significant influence but does not exercise control are accounted for using the equity method of accounting. Under the equity method, the Company records its investments in equity-method investees on the consolidated balance sheets as "Investment in associated companies" and its share of the nonconsolidated affiliate's income or loss is recognized in the consolidated statement of operations as "Equity in earnings of associated companies". The cumulative post-acquisition changes in the investment are adjusted against the carrying amount of the investment.

**Use of accounting estimates**

The preparation of financial statements in accordance with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## Revenue and expense recognition

The Company generates revenues from time charter hire, profit sharing arrangements, drilling contract revenue, pooling arrangements, voyage charters and other freight billings, from its vessels and offshore related assets. It has also historically, and may in the future, generate revenues from bareboat charter hire, direct financing lease interest income, sales-type lease interest income, leaseback assets interest income and direct financing lease service revenues.

In a time charter voyage, the vessel is hired by the charterer for a specified period of time in exchange for consideration which is based on a daily hire rate. Generally, the charterer has the discretion over the ports visited, shipping routes and vessel speed. The contract/charter party generally provides typical warranties regarding the speed and performance of the vessel. The charter party generally has some owner protective restrictions such that the vessel is sent only to safe ports by the charterer and carries only lawful or non-hazardous cargo. In a time charter contract, the Company is responsible for all the costs incurred for running the vessel such as crew costs, vessel insurance, repairs and maintenance, lubrication oil and other costs relevant to operate the vessel. The charterer bears the voyage related costs such as bunker expenses, port charges, and canal tolls during the hire period. The performance obligations in a time charter contract are satisfied over the term of the contract beginning when the vessel is delivered to the charterer until it is redelivered back to us. The charterer generally pays the charter hire in advance of the upcoming contract period. The time charter contracts are either operating or direct financing or sales type leases. Where time charters and bareboat charters are considered operating leases, revenues are recorded over the term of the charter as a service is provided. When a time charter contract is linked to an index, the Company recognizes revenue for the applicable period based on the actual index for that period.

Rental payments from direct financing and sales-type leases and leaseback assets are allocated between service revenues, if applicable, interest income and capital repayments. The amount allocated to lease service revenue is based on the estimated fair value, at the time of entering the lease agreement, of the services provided which consist of ship management and operating services.

In a voyage charter contract, the charterer hires the vessel to transport a specific agreed-upon cargo for a single voyage. The consideration in such a contract is determined on the basis of a freight rate per metric ton of cargo carried or occasionally on a lump sum basis. The charterer is responsible for any short loading of cargo or "dead" freight. The voyage charter party generally has standard payment terms with freight paid on completion of discharge. The voyage charter party generally has a "demurrage" clause. As per this clause, the charterer reimburses us for any potential delays exceeding the allowed laytime as per the charter party clause at the ports visited, which is recorded as voyage revenue. Estimates and judgments are required in ascertaining the most likely outcome of a particular voyage and actual outcomes may differ from estimates. Such estimate is reviewed and updated over the term of the voyage charter contract. In a voyage charter contract, the performance obligations begin to be satisfied once the vessel begins loading the cargo.

The Company has determined that voyage charter contracts consist of a single performance obligation of transporting the cargo within a specified time period. Therefore, the performance obligation is met evenly as the voyage progresses, and the revenue is recognized on a straight line basis over the voyage days from the commencement of loading to completion of discharge. Contract assets with regards to voyage revenues are reported as "Voyages in progress" as the performance obligation is satisfied over time. Voyage revenues typically become billable and due for payment on completion of the voyage and discharge of the cargo, at which point the receivable is recognized as "Trade accounts receivable, net".

In a voyage contract, the Company bears all voyage related costs such as fuel costs, port charges and canal tolls. To recognize costs incurred to fulfill a contract as an asset, the following criteria shall be met: (i) the costs relate directly to the contract, (ii) the costs generate or enhance resources of the entity that will be used in satisfying performance obligations in the future and (iii) the costs are expected to be recovered. The costs incurred during the period prior to commencement of loading the cargo, primarily bunkers, are deferred as they represent setup costs and recorded as a current asset and are subsequently amortized on a straight-line basis as the Company satisfies the performance obligations under the contract. Costs incurred to obtain a contract, such as commissions, are also deferred and expensed over the same period.

For vessels operating under revenue sharing agreements, or in pools, revenues and voyage expenses are pooled and allocated to each pool's participants in accordance with an agreed-upon formula. Revenues generated through revenue sharing agreements are presented gross when the Company is considered the principal under the charter parties with the net income allocated under the revenue sharing agreement presented as within voyage charter income. For revenue sharing agreements that meet the definition of a lease, the Company accounts for such contracts as variable rate operating leases and recognize revenue for the applicable period based on the actual net revenue distributed by the pool.

The activities that drive the revenue earned from our drilling contract primarily includes providing a drilling rig and the crew and supplies necessary to operate the rig, but may also in the future include mobilizing and demobilizing the rig to and from the drill site and performing rig preparation activities and/or modifications required for the contract with a customer. The Company accounts for these integrated services as a single performance obligation that is (i) satisfied over time and (ii) comprised of a series of distinct time increments of service.

Drilling contract revenues are recognized for activities that correspond to a distinct time increment of service within the contract term in the period when the services are performed. The Company recognizes consideration for activities that are (i) not distinct within the context of our contracts and (ii) do not correspond to a distinct time increment of service, ratably over the estimated contract term. The Company determines the total transaction price for each individual contract by estimating both fixed and variable consideration expected to be earned over the term of the contract. The amount estimated for variable consideration may be constrained and is only included in the transaction price to the extent that it is probable that a significant reversal of previously recognized revenue will not occur throughout the term of the contract. When determining if variable consideration should be constrained, the Company considers whether there are factors outside of our control that could result in a significant reversal of revenue as well as the likelihood and magnitude of a potential reversal of revenue. The Company reassesses these estimates each reporting period as required.

Consideration received for drilling contracts mainly comprises of dayrate drilling revenue which provide for payment on a dayrate basis, with higher rates for periods when the drilling rig is operating and lower rates or zero rates for periods when drilling operations are interrupted or restricted. The dayrate invoices billed to the customer are typically determined based on the varying rates applicable to the specific activities performed on an hourly basis. Such dayrate consideration is allocated to the distinct hourly incremental service it relates to. Revenue is recognized in line with the contractual rate billed for the services provided for any given hour.

The Company's charter agreements relating to seven containerships and one car carrier include an arrangement where the Company receives a share of the fuel savings, dependent on the price difference between IMO compliant fuel and IMO non-compliant fuel that is subsequently made compliant by the scrubbers. Amounts receivable under these arrangements are accrued on the basis of amounts earned at the reporting date.

Any contingent elements of rental income, such as profit share, fuel saving payments and interest rate adjustments, are recognized when the contingent conditions have materialized.

### **European Union's Emissions Trading System ("EU ETS")**

Emissions allowances ("EUAs") are valued based on market prices published in EUA market indices. The value of the EUAs issued to the Company, in accordance with its agreements with vessel charterers, is recognized in operating revenues at the time the voyage occurs within the consolidated statements of operations. Similarly, the value of the EUA obligations is recognized in voyage expenses as incurred within the condensed consolidated statements of operations.

In accordance with its charter agreements, the Group receives EUAs from charterers when a vessel is directed to perform an EU-regulated voyage. EUAs purchased by the Company or received from charterers are initially recognized as an asset. If the EUAs are acquired by the Company, they are recorded at cost, which reflects the purchase price. If the EUAs are received from charterers, they are recognized at their fair value on the date of receipt. All EUAs receivable or held by the Company are classified as "Other Current Assets" in the consolidated balance sheets if they are required to be surrendered within one year from the reporting date. Otherwise, they are classified as "Other Long-term assets". See Note 12: Trade Accounts Receivable and Other Current Assets.

Liabilities arising from EUA obligations under the EU ETS that have not yet been surrendered are classified as "Other current liabilities" if settlement to the European Union is due within one year from the reporting date. Otherwise, they are classified as "Other non-current liabilities". See Note 19: Other Current Liabilities.

## **FuelEU Maritime Regulation ("FuelEU Maritime")**

Effective January 1, 2025, the European Union's FuelEU Maritime Regulation establishes limits on the greenhouse gas ("GHG") intensity of energy used on board vessels of 5,000 gross tons and above calling at ports under the jurisdiction of the European Union. The regulation applies to 100% of energy used on voyages between two EEA ports and 50% of energy used on voyages between an EEA port and a non-EEA port. The regulation requires shipping companies to monitor and report GHG intensity and comply with progressively stricter reduction targets. Non-compliance results in financial penalties calculated in accordance with the regulation. The framework also permits flexibility mechanisms, including banking, borrowing and pooling of compliance balances between vessels.

In accordance with its charter agreements where applicable, the Company is entitled to recover FuelEU Maritime compliance costs from charterers when a vessel performs a voyage involving an EEA port. To the extent the Company determines that a compliance deficit exists for a reporting period, and it is probable that a penalty will be incurred, a liability is recognized in accordance with ASC 450, Contingencies. The liability is measured based on the Company's estimate of the compliance shortfall and the applicable penalty rates under the regulation, taking into consideration available banked, borrowed or pooled compliance balances. The related expense is recognized within voyage expenses in the consolidated statements of operations.

Compliance balances purchased by the Company from third parties are initially recognized as an asset at cost, which reflects the purchase price. Purchased compliance balances are classified as "Other current assets" in the consolidated balance sheets if they are expected to be utilized within one year from the reporting date. Otherwise, they are classified as "Other long-term assets".

Liabilities arising from FuelEU Maritime obligations that have not yet been settled are classified as "Other current liabilities" if settlement is expected within one year from the reporting date. Otherwise, they are classified as "Other non-current liabilities".

## **Foreign currencies**

The Company's functional currency is the U.S. dollar as the majority of revenues are received in U.S. dollars and the majority of the Company's expenditures are made in U.S. dollars. The Company's reporting currency is also the U.S. dollar. Most of the Company's subsidiaries report in U.S. dollars. Transactions in foreign currencies during the year are translated into U.S. dollars at the rates of exchange in effect at the date of the transaction. Foreign currency monetary assets and liabilities are translated using rates of exchange at the balance sheet date. Foreign currency non-monetary assets and liabilities are translated using historical rates of exchange. Foreign currency transaction gains or losses are included under "Other financial items" in the consolidated statements of operations.

## **Cash and cash equivalents**

For the purposes of the consolidated statements of cash flows, all demand and time deposits and highly liquid, low risk investments with original maturities of three months or less are considered equivalent to cash.

## **Restricted cash**

Restricted cash consists of cash which may only be used for certain purposes and is held under a contractual arrangement. The Company classifies restricted cash as short-term and a current asset if the cash is restricted for less than a year. Otherwise, the restricted cash is classified as long-term.

## **Investment in equity securities**

Investments in equity securities are recorded at fair value, with unrealized gains and losses recorded in the consolidated statement of operations.

## **Allowance for expected credit losses**

The balances recorded in respect of Trade receivables, Other receivables, Related party receivables and Other long-term assets reflect the risk that our customers may fail to meet their payment obligations and the risk that the underlying asset value of the vessels and rigs could be less than the unguaranteed residual value.

The Company estimates the expected risk of loss over the remaining life using a probability of default and net exposure analysis. The probability of default is estimated based on historical cumulative default data, adjusted for current conditions of similarly risk-rated counterparties over the contractual term.

Current expected credit loss provisions are classified as expenses in the Consolidated Statement of Operations, with a corresponding allowance for credit loss amount reported as a reduction in the related balance sheet amount of Trade receivables, Other receivables, Related party receivables and Other long-term assets. Partial or full recoveries of amounts previously written off are generally recognized as a reduction in the provision for credit losses.

### **Trade accounts receivable**

The amount shown as trade accounts receivable at each balance sheet date includes receivables due from customers for hire of vessels and offshore related assets, net of allowance for expected credit losses.

### **Inventories**

Inventories are comprised principally of fuel and lubricating oils and are stated at the lower of cost and net realizable value. Cost is determined on a first-in first-out basis.

### **Vessels, rigs and equipment**

Vessels, rigs and equipment are recorded at historical cost less accumulated depreciation and, if appropriate, impairment charges. The cost of these assets less estimated residual value is depreciated on a straight-line basis over the estimated remaining economic useful life of the asset. The estimated economic useful life of our drilling rigs is 30 years and for all other vessels it is 25 years.

Where an asset is subject to an operating lease that includes fixed price purchase options, the projected net book value of the asset is compared to the option price at the various option dates. If any option price is less than the projected net book value at an option date, the initial depreciation schedule is amended so that the carrying value of the asset is written down on a straight line basis to the option price at the option date. If the option is not exercised, this process is repeated so as to amortize the remaining carrying value, on a straight line basis, to the estimated recycling value or the option price at the next option date, as appropriate.

This accounting policy for fixed assets has the effect that if an option is exercised there will be either a) no gain or loss on the sale of the asset or b) in the event that the option is exercised at a price in excess of the net book value at the option date, a gain will be reported in the statement of operations at the date of delivery to the new owners, under the heading "gain on sale of assets".

The Company capitalizes and depreciates the costs of significant replacements, renewals and upgrades to its vessels and rigs over the shorter of the asset's remaining useful life or the life of the renewal or upgrade. The amount capitalized is based on management's judgment as to expenditures that extend the useful life of the asset or increase the operational efficiency of the asset. Costs that are not capitalized are recorded as a component of direct operating expenses during the period incurred. Expenses for routine maintenance and repairs are expensed as incurred. Advances paid in respect of upgrades in relation to Exhaust Gas Cleaning Systems ("EGCS" or "scrubbers") and ballast water treatment systems are included within "Capital improvements, newbuildings and vessel purchase deposits," until such time as the equipment is installed on a vessel or a rig, at which point it is transferred to "Vessels, rigs and equipment, net".

Office equipment is depreciated at 20% per annum on a reducing balance basis.

### **Drydocking provisions for vessels**

Normal vessel repair and maintenance costs are charged to expense when incurred. The Company recognizes the cost of a drydocking at the time the drydocking takes place, that is, it applies the "expense as incurred" method.

### **Special Periodic Survey ("SPS") for rigs**

Costs related to periodic overhauls of drilling rigs are capitalized and amortized over the anticipated period between overhauls, which is generally five years. Related costs are primarily yard costs and the cost of employees directly involved in the work. The Company includes amortization costs for periodic overhauls in depreciation expense. Costs related to repair and maintenance activities are included in rig operating expenses and are expensed as incurred.

## **Vessels and equipment under finance lease**

Leases of vessels and equipment, where the Company has substantially all the risks and rewards of ownership, are classified as "vessels under finance lease", with corresponding lease liabilities recorded.

Depreciation of vessels and equipment under finance lease is included within "Depreciation" in the consolidated statement of operations. Vessels and equipment under finance lease are depreciated on a straight-line basis over the vessels' remaining economic useful lives or on a straight-line basis over the term of the lease. The method applied is determined by the criteria by which the lease has been assessed to be a finance lease.

## **Newbuildings**

The carrying value of vessels under construction ("newbuildings") represents the accumulated costs to the balance sheet date which the Company has paid by way of purchase installments and other capital expenditures together with capitalized loan interest and associated finance costs. No charge for depreciation is made until a newbuilding is put into operation.

## **Capitalized interest**

Interest expense is capitalized during the period of construction of newbuilding vessels based on accumulated expenditures for the applicable vessel at the Company's capitalization rate of interest. The amount of interest capitalized in an accounting period is determined by applying an interest rate (the "capitalization rate") to the average amount of accumulated expenditures for the vessel during the period. The capitalization rate used in an accounting period is based on the rates applicable to borrowings outstanding during the period. The Company does not capitalize amounts in excess of actual interest expense incurred in the period.

## **Investment in sales-type leases and direct financing leases**

Leases (charters) of vessels where the Company is the lessor are classified as direct financing, sales-type, operating leases, or leaseback assets, based on the lease terms. For direct financing leases, the gross investment comprises minimum lease payments (net of projected operating costs for time charters) plus estimated residual value. For sales-type leases, the present value of minimum lease payments and residual value is recognized as the sales price, with any difference from the vessel's carrying value recorded as profit or loss at lease commencement. Unearned lease interest income is amortized to income over the period of the lease so as to produce a constant periodic rate of return on the net investment in the lease.

The difference between the fair value of the leased asset and the costs results in a selling profit or loss. A selling profit is recognized at lease commencement for sales-type leases and over the lease term for direct financing leases. A selling loss is recognized at commencement for both leases. If a fixed price purchase option exists and is below the projected net investment, amortization of unearned interest is accelerated to reduce the net investment to the option price at the option date.

If the terms of an existing lease are modified, the modification is evaluated under ASC 842 to determine whether it constitutes a new lease or a continuation of the existing lease, based on whether additional rights-of-use are granted and whether lease payments increase commensurately.

## **Leaseback assets**

Any vessels purchased and leased back to the same party are evaluated under sale and leaseback accounting guidance contained in ASC 842 to determine whether it is appropriate to account for the transaction as a purchase of an asset. If control is deemed not to have passed to the Company as purchaser, due for example to the lessee having purchase options, the transaction is accounted for under ASC 310 where the purchase price paid is accounted for as loan receivable and described as a "leaseback asset". Interest income is recognized on the aggregate loan receivable based on the imputed interest rate and the part of the rental income received is allocated as a reduction of the vessel loan balance.

### **Finance lease liability and Lease debt financing**

Similar to the “Leaseback assets” above, any vessels sold and leased back from the same party are also evaluated under sale and leaseback accounting guidance contained in ASC 842 to determine whether it is appropriate to account for the transaction as a sale of an asset. If control is deemed not to have passed to the buyer, it is deemed as "a failed sale and leaseback transaction" and the Company accounts for the transaction as a financing arrangement and describes this as “lease debt financing”. The Company does not derecognize the underlying vessel and continue to depreciate the asset. The sales proceeds received from the buyer-lessor are recorded as a financial liability. Charter hires paid by the Company to the buyer-lessor are allocated between interest expense and principal repayment of the financial liability.

Historically, the Company chartered-in seven container vessels through sale and leaseback financing arrangements, under previously adopted ASC 840, with corresponding lease assets classified as "vessels under finance lease". Leases of vessels and equipment, where the Company has substantially all the risks and rewards of ownership, are classified as finance lease liabilities. Each lease payment is allocated between reduction in liability and finance charges to achieve a constant rate on the capital balance outstanding. The interest element of the capital cost is charged to the Consolidated Statements of Operations over the lease period. During the year ended December 31, 2024, the Company exercised purchase options and took redelivery of the seven vessels with associated finance lease liabilities.

### **Impairment of long-lived assets, including other long-term investments**

The carrying value of long-lived assets, including other long-term investments, that are held by the Company are reviewed whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company assesses recoverability of the carrying value of the asset by estimating the future net cash flows expected to result from the asset, including eventual disposition, taking into account the possibility of any existing medium and long-term charter arrangements being terminated early. If the future expected net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the carrying value of the asset and its fair value. In addition, long-lived assets to be disposed of are reported at the lower of carrying amount and fair value less estimated costs to sell. Fair value is generally based on values achieved for the sale/purchase of similar vessels and external appraisals.

### **Deferred charges**

Loan costs, including debt arrangement fees, are capitalized and amortized on a straight line basis over the term of the relevant loan. The straight line basis of amortization approximates the effective interest method in the Company's statement of operations. Amortization of loan costs is included in interest expense. If a loan is repaid early, any unamortized portion of the related deferred charges is charged against income in the period in which the loan is repaid. Similarly, if a portion of a loan is repaid early, the corresponding portion of the unamortized related deferred charges is charged against income in the period in which the early repayment is made.

### **Financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date. For the majority of financial instruments, including most derivatives and long-term debt, standard market conventions and techniques such as options pricing models are used to determine fair value. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

### *Interest rate and currency swaps*

The Company enters into interest rate swap transactions from time to time to hedge a portion of its exposure to floating interest rates. These transactions involve the conversion of floating interest rates into fixed rates over the life of the transactions without an exchange of underlying principal. The Company also enters into currency swap transactions from time to time to hedge against the effects of exchange rate fluctuations on loan liabilities. Currency swap transactions involve the exchange of fixed amounts of other currencies for fixed U.S. dollar amounts over the life of the transactions, including an exchange of underlying principal. The Company may also enter into a combination of interest and currency swaps "cross currency interest rate swaps". The fair values of the interest rate and currency swap contracts, including cross currency interest rate swaps, are recognized as assets or liabilities. When the interest rate or currency swap does not qualify for hedge accounting under ASC Topic 815 "Derivatives and Hedging" ("ASC 815"), changes in fair values are recognized in the consolidated statements of operations. When the interest rate and/or currency swap or combination, qualifies for hedge accounting under ASC Topic 815 "Derivatives and Hedging" ("ASC 815"), and the Company has formally designated the swap as a hedge to the underlying loan, and when the hedge is effective, the changes in the fair value of the swap are recognized in other comprehensive income. If it becomes probable that the hedged forecasted transaction to which these swaps relate will not occur, the amounts in other comprehensive income will be reclassified into earnings immediately.

### **Earnings per share**

Basic earnings per share ("EPS") is computed based on the income available to common shareholders and the weighted average number of shares outstanding for basic EPS. Diluted EPS includes the effect of the assumed conversion of potentially dilutive instruments.

### **Share-based compensation**

The Company accounts for share-based payments in accordance with ASC Topic 718 "Compensation – Stock Compensation" ("ASC 718"), under which the fair value of stock options issued to employees is expensed over the period in which the options vest. The Company uses the simplified method for making estimates of the expected term of stock options.

### **Recently Adopted Accounting Standards**

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). Among other things, these amendments require that a public business entity on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than five percent of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate). The amendments became effective for the Company on January 1, 2025. The Company has not recorded any material impact on the Company's consolidated financial statements as a result of these amendments. Additional disclosures are included in Note 5 - Taxation.

## **3. RECENTLY ISSUED ACCOUNTING STANDARDS**

*The following is a brief discussion of a selection of recently released accounting pronouncements that are pertinent to the Company's business:*

In December 2025, the FASB issued ASU No. 2025-12, *Codification Improvements* ("ASU 2025-12"). The amendments in this ASU update the FASB Accounting Standards Codification for a broad range of topics arising from technical corrections, unintended application of the Codification, clarifications, and other minor improvements. The amendments are effective for the Company for annual periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU No. 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements* ("ASU 2025-11"). The ASU improves guidance about the format and information included in the interim financial statements, lists the required interim disclosures and provides a disclosure principle that requires entities to disclose events and changes that occur after the end of the most recent fiscal year that have a material impact on the entity. The amendments are effective for the Company for interim periods within annual periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

In July 2025, the FASB issued ASU No. 2025-05, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets* (“ASU 2025-05”). The amendments provide all entities with a practical expedient to assume that current conditions as of the balance sheet date do not change for the remaining life of the assets. The amendments are effective for the Company for interim periods within annual periods beginning after December 15, 2025, with early adoption permitted. The Company does not expect the changes prescribed in ASU 2025-05 to have a material impact on its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* (“ASU 2024-03”). ASU 2024-03 requires entities to disclose specific information about certain costs and expenses in the notes to the financial statements for interim and annual reporting periods. The objective of the disclosure requirements is to provide disaggregated information about a public business entity's expense to help investors (a) better understand the entity's performance, (b) better assess the entity's prospects for future cash flows, and (c) compare the entity's performance over time and with that of other entities. In January 2025, the FASB issued ASU No. 2025-01, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date* (“ASU 2025-01”), which clarified that all public entities are required to adopt the guidance in ASU 2024-03 in annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. The Company is currently evaluating the impacts that ASU 2024-03 and ASU 2025-01 will have on the Company's financial statements' presentation and disclosures.

#### 4. SEGMENT INFORMATION

The Company is an international ship-owning and chartering company with a diverse asset base spanning maritime, shipping, and offshore sectors. The Company operates as a single reportable segment, primarily generating revenue from long-term, fixed-rate charters. Additional revenue sources include sales-type lease interest income, voyage charter and pool revenues, and drilling contract revenues.

As a maritime infrastructure investment-focused entity, the Company's vessel and offshore operations segment derives revenue from chartering vessels under time charter contracts. The accounting policies for this segment align with the Company's overall accounting policies, as detailed in Note 2: Accounting Policies.

The Company's Board of Directors (the “Board”) is the Chief Operating Decision Maker (“CODM”) and is responsible for decisions regarding resource allocation and performance assessment. The Board, which includes the Chief Executive Officer (“CEO”), collectively evaluates performance and makes strategic decisions related to capital investment in asset acquisitions and disposals, financing, long-term charter agreements, key management hiring and other significant business matters.

The Company focuses on acquiring maritime infrastructure assets that can be fixed on long-term charters, ensuring predictable cash flows. Key investment considerations include the financial strength of counterparties, availability of reasonable financing, market conditions and expected return on investment. The Company does not allocate resources based on asset class or market category. Instead, investment decisions are made based on expected shareholder returns, and there is no predefined budget or exposure limit for specific asset classes. The CODM does not review operating results by market category or asset type when making resource allocation or performance assessment decisions. Resource allocation decisions are based on forward-looking contract opportunities aligned with the Company's strategy of securing long-term, predictable cash flows.

The CODM assesses performance based on the Company's overall risk-adjusted return for shareholders, primarily utilizing consolidated net income as reported in the Consolidated Statements of Operations. The measure of segment assets is reported as total consolidated assets in the Consolidated Balance Sheet.

Furthermore, given the Company's operations in international waters and across multiple trade routes, revenues and earnings from transporting international cargo cannot be meaningfully attributed to specific geographic areas. As such, the Company has determined that it operates within one single reportable segment.

The Company has not identified any additional significant expense categories beyond those already presented in the Consolidated Statements of Operations.

Major customers as of December 31, 2025 include:

- 15 container vessels on time charters to Maersk accounted for 26% of our consolidated operating revenues (December 31, 2024: 23%, 14 container vessels).
- Four car carriers on time charter to Volkswagen accounted for 9% of our consolidated operating revenues (December 31, 2024: 8%, four car carriers).
- Seven tanker vessels on time charter to Trafigura accounted for 8% of our consolidated operating revenues (December 31, 2024: 7%, seven tanker vessels).
- Six container vessels on time charter to Hapag Lloyd accounted for 15% of our consolidated operating revenues (December 31, 2024: 6%, six container vessels).
- One jack-up drilling rig on drilling contract revenue with ConocoPhillips accounted for 13% of our consolidated operating revenues (December 31, 2024: 7%, one jack-up drilling rig).

## 5. TAXATION

### Bermuda

Under current Bermudan law, the Company is not required to pay taxes in Bermuda on either income or capital gains. The Company has received written assurance from the Minister of Finance in Bermuda that, in the event of any such taxes being imposed, the Company will be exempted from taxation until the year 2035.

### United States

The Company does not accrue U.S. income taxes as, in the opinion of U.S. counsel, the Company is not engaged in a U.S. trade or business and is exempted from a gross basis tax under Section 883 of the U.S. Internal Revenue Code.

A reconciliation between the income tax expense resulting from applying statutory income tax rates and the reported income tax expense has not been presented herein, as it would not provide additional useful information to users of the financial statements as the Company's net income is subject to neither Bermuda nor U.S. tax.

### Canada and Namibia

Certain of the Company's subsidiaries and branches in Canada and Namibia recorded net tax credits totaling \$0.7 million during the year ended December 31, 2025 based on rig operations (December 31, 2024: income tax expense of \$10.6 million, December 31, 2023: income tax expense of \$3.1 million).

### Norway

Certain of the Company's subsidiaries are tax resident in Norway and recorded income taxes totaling \$2.6 million during the year ended December 31, 2025 mainly related to rig operations (December 31, 2024: \$0.0 million, December 31, 2023: \$0.2 million).

### Other Jurisdictions

Certain of the Company's subsidiaries are tax resident in Singapore, Cyprus, and the United Kingdom and are subject to income tax in their respective jurisdictions. Such taxes are not material to our consolidated financial statements and related disclosures for the year ended December 31, 2025.

Neither the Company nor its subsidiaries are undergoing tax audits in any applicable tax jurisdiction. The table below shows the components of tax expense for the years ended December 31, 2025, 2024 and 2023:

<i>(in thousands of \$)</i>	Year ended December 31,		
	2025	2024	2023
Current tax expense	2,612	10,367	3,323
Adjustments in respect of current tax of previous years	(730)	264	—
<b>Tax expense</b>	<b>1,882</b>	<b>10,631</b>	<b>3,323</b>

A reconciliation between the tax expense and the product of the accounting profit multiplied by the Bermuda domestic tax rate for the years ended December 31, 2025, 2024 and 2023 is as follows:

<i>(in thousands of \$)</i>	Year ended December 31,		
	2025	2024	2023
(Loss)/Income before taxes	(24,549)	141,284	87,260
Income tax at 0% (2024: 0%, 2023: 0%)	—	—	—
Tax effect of higher foreign tax rates	1,882	10,631	3,323
<b>Tax expense</b>	<b>1,882</b>	<b>10,631</b>	<b>3,323</b>
<i>Effective tax rate</i>	<b>8 %</b>	<b>8 %</b>	<b>4 %</b>

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. As of December 31, 2025, the Company has deferred tax assets in relation to tax losses carryforwards in certain foreign subsidiaries. Subject to limitations under relevant tax law, the tax losses carryforwards can be used to offset future taxable income of the subsidiaries. Tax losses carryforwards will expire between 2029 and 2030 if not utilized (December 31, 2024: in 2029).

<i>(in thousands of \$)</i>	2025	2024
Tax losses carryforwards	12,865	2,647
Gross deferred tax assets	12,865	2,647
Valuation allowance	(12,865)	(2,647)
<b>Deferred tax assets, net of valuation allowance</b>	<b>—</b>	<b>—</b>

The Company establishes a valuation allowance for deferred tax assets when it is more likely than not that the benefit from the deferred tax asset will not be realized. The amount of deferred tax assets considered realizable could increase or decrease in the near term if our estimates of future taxable income change. During the year ended December 31, 2025, the valuation allowance movement primarily relates to the recognition of tax losses carryforwards of \$10.2 million (December 31, 2024: \$0.1 million).

The Company does not have any material accrued interest or penalties relating to income taxes for the years ended December 31, 2025, December 31, 2024 and December 31, 2023.

## 6. EARNINGS/(LOSS) PER SHARE

The computation of basic earnings/(loss) per share ("EPS") is based on the weighted average number of shares outstanding during the year and the consolidated net income or loss of the Company. Diluted EPS includes the effect of the assumed conversion of potentially dilutive instruments. In the computation of the diluted EPS, the dilutive impact of the Company's stock options is calculated using the "treasury stock" guidelines and the "if-converted" method is used for convertible securities.

The components of the numerator for the calculation of basic and diluted EPS are as follows:

<i>(in thousands of \$)</i>	Year ended December 31,		
	2025	2024	2023
<b>Basic and diluted earnings/(loss) per share:</b>			
Net (loss)/income available to shareholders	(26,431)	130,653	83,937

The components of the denominator for the calculation of basic and diluted EPS are as follows:

<i>(in thousands)</i>	Year ended December 31,		
	2025	2024	2023
<b>Basic earnings/(loss) per share:</b>			
Weighted average number of common shares outstanding*	133,064	129,391	126,249
<b>Diluted earnings/(loss) per share:</b>			
Weighted average number of common shares outstanding*	133,064	129,391	126,249
Effect of dilutive share options	—	609	335
Weighted average number of common shares outstanding assuming dilution	133,064	130,000	126,584

	Year ended December 31,		
	2025	2024	2023
Basic (loss)/earnings per share:	\$ (0.20)	\$ 1.01	\$ 0.67
Diluted (loss)/earnings per share:	\$ (0.20)	\$ 1.01	\$ 0.66

\*The weighted average number of common shares outstanding excluded 8,000,000 shares issued as part of a share lending arrangement relating to the Company's issuance of 5.75% senior unsecured convertible bonds in October 2016 and 3,765,842 shares issued as part of a share lending arrangement relating to the Company's issuance of 4.875% senior unsecured convertible bonds in April and May 2018. The Company entered into a general share lending agreement with another counterparty and after the maturity of the bonds, 8,000,000 and 3,765,142 shares, respectively, from each issuance under the two initial share lending arrangements described above were transferred into such counterparty's custody. During the year ended December 31, 2024, the Company cancelled the remaining 700 shares, which were previously held by the Company's transfer agent. Accordingly, the total 11,765,142 of shares which had been issued under these arrangements, are not included in the weighted average number of common shares outstanding as of December 31, 2025 (2024: 11,765,142, 2023: 11,765,842).

The weighted average number of common shares outstanding also excludes 2,347,752 shares repurchased by the Company under its Share Repurchase Program and held as treasury stock as of December 31, 2025. (See also Note 22: Share Capital, Additional Paid-In Capital and Contributed Surplus).

In the year ended December 31, 2025, basic and diluted net loss per share were the same because the effect of all potentially dilutive securities was antidilutive. The effect of share options were excluded from the diluted earnings per share calculation for this period as their inclusion would have been antidilutive. In May 2023, the Company redeemed the full amount outstanding under the 4.875% senior unsecured convertible bonds due 2023. The remaining outstanding principal amount of \$84.9 million was fully satisfied in cash. During January and March 2023, the Company purchased bonds with principal amounts totaling \$53.0 million from the 4.875% senior unsecured convertible bonds due 2023. As of December 31, 2024, the principal amounts of the repurchased and redeemed bonds were anti-dilutive, assuming if converted, at the start of the period.

## 7. OPERATING LEASES

### Rental income

The minimum future revenues to be received under the Company's non-cancelable operating leases on its vessels as of December 31, 2025, are as follows:

Year ending December 31,	(in thousands of \$)
2026	493,618
2027	385,575
2028	356,461
2029	276,675
2030	118,938
Thereafter	160,791
<b>Total minimum lease revenues</b>	<b>1,792,058</b>

The minimum future revenues above are based on payments receivable from the charterers and do not include contingent rental income. Revenues included in income are recognized on a straight-line basis.

### Contingent rental income

The Company receives contingent income as part of the agreement for the installation of scrubbers on seven container vessels and one car carrier (December 31, 2024: seven container vessels and one car carrier), which are on time charter contracts, accounted for as operating leases, based on the cost savings achieved by the charterer on fuel arising from using the scrubbers. During the year ended December 31, 2025, the Company recorded an income of \$5.0 million in connection with the cost savings agreement (December 31, 2024: \$10.3 million, December 31, 2023: \$13.2 million).

The cost and accumulated depreciation of owned vessels leased to third parties on non-cancelable operating leases as of December 31, 2025 and 2024 were as follows:

(in thousands of \$)	2025	2024
Cost	3,052,674	3,504,570
Accumulated depreciation	(655,367)	(717,919)
<b>Total</b>	<b>2,397,307</b>	<b>2,786,651</b>

## 8. REVENUE FROM CONTRACTS WITH CUSTOMERS

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

(in thousands of \$)	2025	2024
Trade accounts receivable from contracts with customers, net (1)	7,588	31,434
Contract assets, current (2)	9,481	3,183
Contract liabilities, current (2)	—	(353)

- (1) Trade accounts receivable from contracts with customers, net, relate to receivables from drilling contracts, voyage charter receivables, demurrage receivables and pool receivables, net of allowance for expected credit losses. The expected credit losses relating to trade accounts receivable from contracts with customers was \$0.0 million as of December 31, 2025 (December 31, 2024: \$0.1 million). (See also Note 12: Trade Accounts Receivable and Other Current Assets and Note 26: Allowance for Expected Credit Losses).
- (2) Contract assets, current, and contract liabilities, current are included in "Prepaid expenses and accrued income" and "Other current liabilities", respectively, in the Consolidated Balance Sheets.

Significant changes in the contract assets and the contract liabilities balances during the year ended December 31, 2025, are as follows:

<i>(in thousands of \$)</i>	<b>Contract Assets</b>	<b>Contract Liabilities</b>	<b>Net Contract Balances</b>
Net contract asset/(liability), beginning of the year	3,183	(353)	<b>2,830</b>
Amortization of contract assets and contract liabilities from contracts at the beginning of the year	(3,183)	353	<b>(2,830)</b>
Cash (received)/paid, excluding amounts recognized in the income statement	9,481	—	<b>9,481</b>
<b>Net contract asset/(liability), at the end of the year</b>	<b>9,481</b>	<b>—</b>	<b>9,481</b>

Contract assets and liabilities as of December 31, 2025 are expected to be realized within the next 12 months. Contract assets consists of accrued income in relation to voyage charters, pool contracts and drilling contracts including demobilization revenue. Contract liabilities consists of deferred voyage revenues and mobilization revenue for both wholly and partially unsatisfied performance obligations, which have been estimated for purposes of allocating across the entire corresponding performance obligations.

Significant changes in the contract assets and the contract liabilities balances during the year ended December 31, 2024, are as follows:

<i>(in thousands of \$)</i>	<b>Contract Assets</b>	<b>Contract Liabilities</b>	<b>Net Contract Balances</b>
Net contract asset/(liability), beginning of the year	3,938	(5,320)	<b>(1,382)</b>
Amortization of contract assets and contract liabilities from contracts at the beginning of the year	(3,938)	5,320	<b>1,382</b>
Cash (received)/paid, excluding amounts recognized in the income statement	3,183	(353)	<b>2,830</b>
<b>Net contract asset/(liability), at the end of the year</b>	<b>3,183</b>	<b>(353)</b>	<b>2,830</b>

## 9. GAIN/(LOSS) ON SALE OF ASSETS AND SETTLEMENT OF CHARTERS

The Company has recorded gains/(losses) on sale of assets and settlement of charters as follows:

<i>(in thousands of \$)</i>	Year ended December 31,					
	2025		2024		2023	
	Net Proceeds/ (Payments)	Gain/ (Loss)	Net Proceeds/ (Payments)	Gain/ (Loss)	Net Proceeds/ (Payments)	Gain/ (Loss)
<b>Disposal of investments in leaseback assets</b>						
Landbridge Wisdom	—	—	—	—	51,989	2,194
<b>Disposal of investments in sales-type leases</b>						
MSC Margarita	—	—	5,991	(9)	—	—
MSC Vidhi	—	—	5,992	(8)	—	—
Seven 4,100 TEU container vessels	1	31,150	—	—	—	—
<b>Disposal of vessels</b>						
Glorycrown	—	—	—	—	43,740	10,056
Everbright	—	—	—	—	41,113	6,390
SFL Elbe	—	—	—	—	9,885	43
SFL Weser	—	—	—	—	9,473	(13)
Green Ace	—	—	10,761	5,391	—	—
Asian Ace	9,449	4,336	—	—	—	—
SFL Yukon	9,974	(98)	—	—	—	—
SFL Sara	10,911	(734)	—	—	—	—
SFL Kate	11,362	(289)	—	—	—	—
SFL Hudson	10,722	812	—	—	—	—
SFL Humber	11,848	(618)	—	—	—	—
Eight Capesize dry bulk vessels	2	114,071	1,121	—	—	—
SFL Ottawa	49,087	11,298	—	—	—	—
		258,574	15,828	22,744	5,374	156,200
<b>Settlement of charters</b>						
SFL Albany	3	(11,500)	(11,500)	—	—	—
SFL Fraser	3	(11,500)	(11,500)	—	—	—
		(23,000)	(23,000)	—	—	—
<b>Total</b>		235,574	(7,172)	22,744	5,374	156,200
						18,670

- The seven 4,100 TEU container vessels were delivered to MSC following execution of the applicable purchase obligations at the end of the vessels' bareboat charter contracts.
- The eight dry bulk carriers were delivered to Golden Ocean Group Limited ("Golden Ocean") in July 2025 following the exercise of the applicable purchase options in the vessels' charter contracts.
- The 2020 built Suezmax tankers, *SFL Albany* and *SFL Fraser*, had charters that included flexible sales clauses including a profit share of disposal proceeds to the charterer. In December 2025, the charterer indicated its intention to trigger the flexible sales clauses and the Company agreed to release the charters against a compensation payment of \$11.5 million per vessel.

## 10. OTHER FINANCIAL ITEMS, NET

Other financial items comprise the following items:

<i>(in thousands of \$)</i>	Year ended December 31,		
	2025	2024	2023
Net payments on non-designated derivatives relating to interest rate swaps	3,180	5,311	5,270
Net payments on non-designated derivatives relating to cross currency swaps	(12)	314	(3)
Net settlement on non-designated derivatives relating to commodity swaps	—	(640)	—
Total net cash movement on non-designated derivatives and swap settlements	3,168	4,985	5,267
Net (decrease)/increase in mark-to-market valuation of non-designated derivatives relating to interest rate swaps	(4,873)	102	(2,926)
Net (decrease)/increase in mark-to-market valuation of non-designated derivatives relating to cross currency swaps	(72)	(5,411)	(5,012)
Net (decrease)/increase in mark-to-market valuation of non-designated derivatives relating to commodity swaps	—	437	(437)
Net (decrease)/increase in mark-to-market valuation of non-designated derivatives relating to combined cross currency and interest rate swaps	299	165	—
Total net movement in fair value of non-designated derivatives	(4,646)	(4,707)	(8,375)
Credit loss provision	464	(409)	458
Loss on purchase of bonds and debt extinguishment	(144)	(1,317)	(540)
Dividend income	539	645	1,246
Other items	2,811	2,646	1,458
Total other financial items, net	2,192	1,843	(486)

The net movement in the fair values of non-designated derivatives and net cash payments thereon relate to non-designated, terminated or de-designated interest rate swaps, cross currency interest rate swaps, cross currency swaps and commodity swaps. Changes in the fair values of the effective portion of swaps that are designated as cash flow hedges are reported under "Other comprehensive income".

The above net movement in the valuation of non-designated derivatives in the year ended December 31, 2025, includes a net decrease of \$0.1 million (December 31, 2024: increase of \$1.7 million; December 31, 2023: decrease of \$4.6 million) reclassified from "Other comprehensive income", as a result of certain swaps relating to loan facilities no longer being designated as cash flow hedges.

During the year ended December 31, 2025, the Company recorded a decrease in the credit loss provision of \$0.5 million (December 31, 2024: increase of \$0.4 million, December 31, 2023: decrease of \$0.5 million). (See Note 26: Allowance for Expected Credit Losses).

Other items include foreign currency translation gains and losses, bank charges, fees relating to loan facilities and other financial items.

## 11. INVESTMENTS IN EQUITY SECURITIES

	2025	2024
Balance at start of the year	3,736	5,104
Unrealized loss*	(39)	(854)
Foreign currency translation gain/(loss)	449	(514)
Balance at the end of year	4,146	3,736

\*Balances included in "Loss on investments in debt and equity securities" in the Consolidated Statements of Operations.

## NorAm Drilling Company AS ("NorAm Drilling")

As of December 31, 2025 the Company held 1.3 million shares (December 31, 2024: 1.3 million) in NorAm Drilling which are traded on the Euronext Growth in Oslo. The Company recognized a mark to market loss of \$0.0 million (December 31, 2024: loss of \$0.9 million, December 31, 2023: loss of \$1.9 million) in the Statement of Operations in the year ended December 31, 2025, together with a foreign exchange gain of \$0.4 million (December 31, 2024: loss of \$0.5 million, December 31, 2023: loss of \$0.3 million) in Other Financial Items in the Statement of Operations. (See also Note 24: Related Party Transactions).

### 12. TRADE ACCOUNTS RECEIVABLE AND OTHER CURRENT ASSETS

<i>(in thousands of \$)</i>	2025	2024
<b>Trade accounts receivable</b>		
Trade receivables from charterers	11,571	36,821
<b>Total trade accounts receivable</b>	<b>11,571</b>	<b>36,821</b>
<b>Other current assets</b>		
Amounts due from vessel and rig managers	14,501	25,374
Reimbursable amounts due from charterers	1,679	15,899
Collateral deposits on swap agreements	—	4,990
Taxes receivable	4,540	4,817
EU ETS allowances held or receivable	23,023	9,259
Other	9,500	5,671
<b>Total other current assets</b>	<b>53,243</b>	<b>66,010</b>

#### Trade accounts receivable

Trade accounts receivable are presented net of the allowances for doubtful debts and expected credit losses. The allowance for expected credit losses relating to trade accounts receivable was \$0.0 million as of December 31, 2025 (December 31, 2024: \$0.1 million). As of December 31, 2025, the Company has no reason to believe that any remaining amount included in trade accounts receivable will not be recovered through due process or negotiation. (See also Note 26: Allowance for Expected Credit Losses).

#### Other current assets

Other current assets, include amounts due from vessel and rig managers, reimbursable amounts due from customers, and claims receivable, which are presented net of the allowance for expected credit losses. The allowance for expected credit losses relating to other current assets was \$0.8 million as of December 31, 2025 (December 31, 2024: \$1.2 million). (See also Note 26: Allowance for Expected Credit Losses).

Collateral deposits exist on our interest rate and cross currency swaps. Further amounts may be called upon during the term of the swaps if interest rates or currency rates move adversely.

In accordance with its charter agreements, the Company receives EUAs from charterers when a vessel is directed to perform an EU-regulated voyage. As of December 31, 2025, the Company held \$7.3 million (December 31, 2024: \$0.8 million) of EU ETS allowances.

### 13. VESSELS, RIGS AND EQUIPMENT, NET

Movements in the years ended December 31, 2024 and December 31, 2025 summarized as follows:

<i>(in thousands of \$)</i>	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Vessels, Rigs and Equipment, net</b>
<b>Balance as of December 31, 2023</b>	<b>3,454,193</b>	<b>(799,460)</b>	<b>2,654,733</b>
Vessel additions	518,820	—	<b>518,820</b>
Capital improvements	49,842	—	<b>49,842</b>
Reclassification from 'Vessels under finance lease, net'	542,262	—	<b>542,262</b>
Depreciation	—	(207,989)	<b>(207,989)</b>
Vessel disposals	(37,496)	32,126	<b>(5,370)</b>
<b>Balance as of December 31, 2024</b>	<b>4,527,621</b>	<b>(975,323)</b>	<b>3,552,298</b>
Capital improvements	51,664	—	<b>51,664</b>
Depreciation	—	(234,998)	<b>(234,998)</b>
Vessel disposals	(431,482)	219,244	<b>(212,238)</b>
Impairment loss	(144,030)	109,937	<b>(34,093)</b>
<b>Balance as of December 31, 2025</b>	<b>4,003,773</b>	<b>(881,140)</b>	<b>3,122,633</b>

Capital improvements of \$51.7 million relate to capital upgrades performed on 14 container vessels, one car carrier, one chemical tanker, four Suezmax tankers and two drilling rigs, net of insurance recoveries (December 31, 2024: \$49.8 million in relation to capital upgrades and Special Periodic Survey “SPS” on two drilling rigs and one container vessel). Some of the capital upgrades and SPS costs are capitalized as separate components of the assets, and are depreciated over a shorter useful economic life which ranges between three years and 10 years for upgrades and five years for SPS costs.

During the year ended December 31, 2025, the Company sold one container vessel, 13 dry bulk vessels and one Suezmax tanker. (See also Note 9: Gain/(Loss) on Sale of Assets and Settlement of Charters).

During the year ended December 31, 2025, the Company recorded an impairment loss of \$34.1 million on seven dry bulk carriers based on the estimated fair value of the vessels using a market approach, based on third-party broker valuations. The impairment charge on the dry bulk vessels arose in the first quarter of 2025 and was primarily triggered due to updated expectations on the timing of potential disposal of the vessels, future estimated cash flows based on current market conditions and outlook, and amounts of disposal proceeds expected to be received. The increasing estimated future costs stemming from U.S. and international trade policies, including tariffs and port fees, have negatively impacted estimated future earnings and values of the vessels.

### 14. CAPITAL IMPROVEMENTS IN PROGRESS AND NEWBUILDINGS

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Capital improvements in progress	<b>26,138</b>	15,758
Newbuildings	<b>154,936</b>	146,496
	<b>181,074</b>	162,254

Capital improvements in progress of \$26.1 million comprises of advances paid and costs incurred in respect of upgrades on two rigs, one chemical tanker and three container vessels (December 31, 2024: SPS and upgrades on two rigs and four container vessels). This is recorded in "Capital improvements in progress and newbuildings" until such time as the equipment is installed on a vessel or rig, at which point it is transferred to "Vessels, rigs and equipment, net".

The carrying value of newbuildings represents the accumulated costs which the Company has paid in purchase installments and other capital expenditures in relation to newbuilding contracts for five (December 31, 2024: five) dual-fuel 16,800 TEU container vessels, under construction, together with capitalized loan interest. The vessels are expected to be delivered in 2028 and will immediately commence a 10-year time charter to a leading liner company.

During the year ended December 31, 2024, the construction of two dual-fuel 7,000 CEU newbuilding car carriers was completed and the total cost of construction was recognized in "Vessels, Rigs and Equipment, net."

Interest capitalized in the cost of newbuildings amounted to \$8.4 million in the year ended December 31, 2025 (December 31, 2024: \$2.9 million, December 31, 2023: \$5.5 million).

#### 15. VESSELS UNDER FINANCE LEASE, NET

The Company previously had seven vessels accounted for as vessels under finance lease. The vessels were leased back for an original term ranging from six to 11 years, with options to purchase each vessel after six years. During the year ended December 31, 2024, the Company exercised the purchase options to buy back all seven vessels which were accounted for as vessels under finance lease and their carrying value of \$542.3 million was reclassified to "Vessels, Rigs and Equipment, net".

Total depreciation expense for vessels under finance lease amounted to \$31.2 million for the year ended December 31, 2024 and is included in depreciation in the consolidated statements of operations. (December 31, 2023: \$41.3 million).

#### 16. INVESTMENTS IN SALES-TYPE LEASES AND LEASEBACK ASSETS

The Company records new and modified leases in accordance with ASC 842. The Company elected the practical expedient to not reassess existing leases. See also *Accounting policies* within Note 2.

<i>(in thousands of \$)</i>	<b>2025</b>	2024
Investments in sales-type leases	—	35,135
<b>Total</b>	<b>—</b>	<b>35,135</b>

##### *Investments in sales-type leases*

As of December 31, 2024, the Company had seven container vessels accounted for as sales-type leases, which were chartered on long-term bareboat charters to MSC Mediterranean Shipping Company S.A. ("MSC"). The terms of the charters for the seven container vessels provided the charterer with a fixed price purchase obligation at the expiry of each of the charters. During the year ended December 31, 2025, the Company sold and delivered the seven container vessels to MSC following the end of the vessels' bareboat charter contracts.

##### *Investments in leaseback assets*

When a sale and leaseback transaction does not qualify for sale accounting, the Company does not recognize the transferred vessels and instead accounts for the purchase as a leaseback asset. The Company has no remaining leaseback assets following the disposal of the *Landbridge Wisdom* in August 2023. (See also Note 9: Gain/(Loss) on Sale of Assets and Settlement of Charters).

Interest income earned on investments in sales-type leases and leaseback assets in the year ended December 31, 2025 was as follows:

<i>(in thousands of \$)</i>	<b>2025</b>	2024	2023
Investments in sales-type leases	<b>951</b>	2,439	3,894
Investments in leaseback assets	—	—	2,298
<b>Total</b>	<b>951</b>	<b>2,439</b>	<b>6,192</b>

## 17. INVESTMENT IN ASSOCIATED COMPANIES

River Box holds investments in direct financing leases, through its subsidiaries, related to the 19,200 and 19,400 TEU containerships *MSC Anna*, *MSC Viviana*, *MSC Erica* and *MSC Reef*. The remaining 50.1% of the shares of River Box are held by a subsidiary of Hemen Holding Limited (“Hemen”), the Company's largest shareholder and a related party.

Relevant financial information of the Company's equity method investee is as follows:

<b>River Box</b>	<b>2025</b>	<b>2024</b>
<i>Share ownership %</i>	<b>49.90 %</b>	49.90 %
Investment in associated companies ( <i>in thousands of \$</i> )	<b>15,832</b>	16,382

River Box non-current liabilities as of December 31, 2025 include \$45.0 million due to SFL (December 31, 2024: \$45.0 million) (See Note 24: Related Party Transactions).

<b>River Box</b>	<b>Year ended December 31,</b>		
<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>	<b>2023</b>
Equity in earnings of associated companies	<b>2,366</b>	2,798	2,848

Net income of River Box for the year ended December 31, 2025 includes \$4.6 million of interest expense related to amounts payable to SFL (2024: \$4.6 million, 2023: \$4.6 million) (See Note 24: Related Party Transactions).

The allowance for expected credit losses recorded by River Box was \$0.3 million for the year ended December 31, 2025 (2024: \$0.2 million).

During the year ended December 31, 2025, River Box paid a dividend of \$2.9 million to the Company (2024: \$2.9 million, 2023: \$2.9 million).

## 18. ACCRUED EXPENSES

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Vessel and rig operating expenses	<b>34,939</b>	32,351
Administrative expenses	<b>1,105</b>	1,740
Accrued income taxes	<b>2,725</b>	3,675
Interest expense	<b>13,125</b>	13,663
	<b>51,894</b>	51,429

## 19. OTHER CURRENT LIABILITIES

<i>(in thousands of \$)</i>	<b>2025</b>	<b>2024</b>
Deferred and prepaid charter revenue	<b>15,539</b>	23,671
EU ETS allowances payable	<b>22,654</b>	10,063
Other items	<b>5,644</b>	3,164
	<b>43,837</b>	36,898

As of December 31, 2025, the Company recorded \$22.7 million as EU ETS allowances payable in respect of 2025 emissions due to be surrendered to the EU authorities in September 2026 (December 31, 2024: \$10.1 million).

## 20. SHORT-TERM AND LONG-TERM DEBT

<i>(in thousands of \$)</i>	<b>2025</b>	2024
Long-term debt facilities:		
7.25% senior unsecured sustainability-linked bonds due 2026	<b>150,000</b>	150,000
U.S. dollar denominated fixed rate debt due 2026	<b>145,875</b>	147,375
8.875% senior unsecured sustainability-linked bonds due 2027	<b>150,000</b>	150,000
8.25% senior unsecured sustainability-linked bonds due 2028	<b>147,600</b>	145,200
NOK750 million senior unsecured floating rate bonds due 2029	<b>74,327</b>	63,592
7.75% senior unsecured sustainability-linked bonds due 2030	<b>144,400</b>	—
Lease debt financing due through 2033	<b>686,389</b>	702,164
U.S. dollar denominated floating rate debt due through 2030	<b>1,085,540</b>	1,503,909
<b>Total debt principal</b>	<b>2,584,131</b>	2,862,240
<i>Less: unamortized debt issuance costs</i>	<b>(17,655)</b>	(22,778)
<i>Less: current portion of long-term debt facilities</i>	<b>(605,943)</b>	(689,045)
<b>Total long-term debt</b>	<b>1,960,533</b>	2,150,417

The outstanding debt as of December 31, 2025, is repayable as follows:

Year ending December 31, 2025	<i>(in thousands of \$)</i>
2026	605,943
2027	487,493
2028	415,265
2029	631,905
2030	287,625
Thereafter	155,900
<b>Total debt principal</b>	<b>2,584,131</b>

### Interest rate information

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Weighted average interest rate on floating rate debt*	5.25 %	5.96 %
Weighted average interest rate on lease debt financing	5.02 %	5.06 %
Weighted average interest rate on fixed rate debt	8.27 %	8.40 %
Secured Overnight Financing Rate ("SOFR"), closing rate	3.87 %	4.49 %
Effective Federal Funds Rate ("EFFR"), closing rate	3.64 %	4.33 %
Norwegian Interbank Offered Rate ("NIBOR")	4.07 %	4.68 %

\*The weighted average interest rate is for floating rate debt denominated in U.S. dollars and Norwegian kroner ("NOK") which takes into consideration the effect of related interest rate and cross currency swaps.

A significant portion of the Company's outstanding debt are coming due within one year of this report for which the Company has initiated discussions and negotiations with financial institutions regarding the refinancing of credit facilities maturing in 2026 and early 2027. Given the Company's extensive history and successful track record in obtaining financing and refinancing, the Company believes that it will be able to secure the required refinancing of all such facilities prior to maturity.

## Fixed Rate Debt and NOK Bonds

### **7.25% senior unsecured sustainability-linked bonds due 2026**

On May 12, 2021, the Company issued a senior unsecured sustainability-linked bond totaling \$150 million in the Nordic credit market. The bonds bear quarterly interest at a fixed rate of 7.25% per annum and are redeemable in full on May 12, 2026. The net amount outstanding as of December 31, 2025 was \$150 million (December 31, 2024: \$150 million).

### **8.875% senior unsecured sustainability-linked bonds due 2027**

In February 2023, the Company issued a senior unsecured sustainability-linked bond totaling \$150.0 million in the Nordic credit market. The bond was issued at a price of 99.58%. The difference between the face value and market value of the bond of \$0.6 million will be amortized as an interest expense over the life of the bond. The bonds bear quarterly interest at a fixed rate of 8.875% of the nominal value per annum and are redeemable in full on February 1, 2027. The net amount outstanding as of December 31, 2025, was \$150.0 million (December 31, 2024: \$150.0 million).

### **\$150 million senior secured term loan facility**

In April 2023, a wholly-owned subsidiary of the Company entered into a bilateral \$150 million senior secured term loan facility, secured against a jack-up drilling rig. The Company has provided a full corporate guarantee for this facility, which bears interest at a fixed rate and has a term of approximately three years. The net amount outstanding as of December 31, 2025, was \$145.9 million (December 31, 2024: \$147.4 million). In March 2026, the Company repaid this facility in full.

### **8.25% senior unsecured sustainability-linked bonds due 2028**

In April 2024, the Company issued a senior unsecured sustainability-linked bond (the "Sustainability-Linked Bond") totaling \$150.0 million in the Nordic credit market. The bonds bear quarterly interest at a fixed rate of 8.25% per annum and are redeemable in full on April 19, 2028. The Company aims to reduce carbon emissions which is measured by improving its annual year on year Annual Efficiency Rating, based on fleet average, by a minimum of 2% by 2026. During the year ended December 31, 2025, the Company resold Sustainability-Linked Bonds with principal amounts of \$2.4 million which had previously been repurchased. The net amount outstanding as of December 31, 2025, was \$147.6 million (December 31, 2024: \$145.2 million).

### **NOK750 million senior unsecured floating rate bonds due 2029**

In September 2024, the Company issued a senior unsecured floating rate bond totaling NOK750 million in the Nordic high yield bond market. The bonds bear quarterly interest at NIBOR plus a margin and are redeemable in full on September 25, 2029. During the year ended December 31, 2025, the Company resold bonds with principal amounts totaling NOK26 million equivalent to \$2.5 million. The net amount outstanding as of December 31, 2025, was NOK750 million, which was equivalent to \$74.3 million (December 31, 2024: NOK724.0 million, equivalent to \$63.6 million). Additionally, the total net notional principal amount subject to cross currency swap agreements in respect of these bonds as of December 31, 2025, was NOK750 million (December 31, 2024: NOK750 million).

### **7.75% senior unsecured sustainability-linked bonds due 2030**

In January 2025, the Company issued a senior unsecured sustainability-linked bond totaling \$150.0 million in the Nordic credit market. The bond was issued at a price of 99.5%. The bonds bear quarterly interest at a fixed rate of 7.75% per annum and are redeemable in full on January 29, 2030. The Company aims to reduce carbon emissions which is measured by improving its annual year on year Annual Efficiency Rating, based on fleet average, by a minimum of 2% by 2026. From 2027 to 2029, further reductions will be targeted in line with higher minimum standards set by the International Maritime Organization. During the year ended December 31, 2025, the Company repurchased \$11.2 million and resold \$5.6 million of its senior unsecured sustainability-linked bonds due 2030. The net amount outstanding as of December 31, 2025, was \$144.4 million (December 31, 2024: \$0.0 million).

## U.S. dollar floating rate debt

The following table presents information on U.S. dollar floating rate debt facilities outstanding as of December 31, 2025 and December 31, 2024. The facilities bear interest at SOFR plus a margin, except the \$60.0 million loan facility, which bears interest at EFFR plus a margin.

U.S. dollar floating rate debt	Corporate guarantee	Draw-down date	No. of subsidiaries <sup>†</sup>	Approx. term	Balance outstanding as of (\$'millions),	
					December 31, 2025	December 31, 2024
45 million secured term loan and revolving credit facility*	Full	2014	7	11	—	27.5
35 million term loan facility*	Part	2021	1	7	26.8	28.8
107.3 million term loan facility*	Part	2021	3	5	83.1	89.4
100 million term loan facility*	Part	2022	4	5	62.1	72.3
23 million term loan facility*	Full	2022	2	3	—	12.7
115 million term loan facility*	Part	2022	8	3	—	70.0
144.6 million term loan facility*	Full	2023	4	6	93.9	126.7
150 million senior secured term loan facility**	Full	2023	1	3	—	134.0
8.4 million senior unsecured term loan facility	—	2023	N/A	3	—	8.4
60 million loan facility***	Part	2024	1	N/A	—	15.0
79.8 million term loan facility*	Part	2024	2	5	74.5	78.7
163.8 million term loan facility*	Part	2024	3	5	154.2	162.4
150 million term loan facility*	Part	2024	3	6	125.9	145.2
226 million term loan facility**	Full	2024	7	5	186.5	218.1
235 million term loan facility*	Full	2024	4	5	203.2	233.1
81.6 million term loan facility*	Full	2024	2	2	75.3	81.6
<b>Total</b>					<b>1,085.5</b>	<b>1,503.9</b>

<sup>†</sup> Number of wholly-owned subsidiaries which entered into the facility.

\* These facilities are secured against the vessels owned by the subsidiaries that entered into the facility agreements. In addition, the facilities contain a minimum value covenant and covenants that require the Company to maintain certain minimum levels of free cash, working capital and adjusted book equity ratios.

\*\* These facilities are secured against the pre-delivery contracts, vessels or rigs owned by the subsidiaries that entered into the facility agreements. In addition, the facilities contain covenants that require the Company to maintain certain minimum levels of free cash, working capital and adjusted book equity ratios.

\*\*\* One of the Company's wholly-owned subsidiaries is party to a general share lending agreement and as of December 31, 2025, 11.8 million of the Company's shares were on loan and in the custody of the borrowing bank. This facility provides up to \$60.0 million cash collateral to the Company, callable at any time, subject to a 50% loan to value ratio based on the market value of the pledged shares. The facility is repayable on demand, by either party to the agreement.

## Lease Debt Financing

Wholly-owned subsidiaries of the Company have entered into sale and leaseback transactions for the vessels that they own, through Japanese operating lease with call option financing structures. The vessels have been sold and leased back, with options to repurchase the vessels. These transactions did not qualify as sales under the U.S. GAAP sale and leaseback guidance and have thus been recorded as financing arrangements. The following table presents information on lease debt financing facilities outstanding as of December 31, 2025 and December 31, 2024.

Lease Debt Financing*	Price of vessel sold and leased back (\$' millions)	Lease start date	Approx. length of lease in years	First repurchase option	Balance outstanding as of (\$' millions),	
					December 31, 2025	December 31, 2024
\$65 million lease debt financing	65.0	2021	6	2026	34.3	43.8
\$65 million lease debt financing	65.0	2021	6	2026	34.7	44.1
\$23.5 million lease debt financing	23.5	2022	3	2025	—	11.8
\$25.3 million lease debt financing	25.3	2022	3	2025	—	13.4
\$120 million lease debt financing	120.0	2022	8	2029	86.9	97.9
\$120 million lease debt financing	120.0	2022	8	2029	88.4	99.4
\$45 million lease debt financing	45.0	2023	5	2028	31.3	36.7
\$38.5 million lease debt financing	38.5	2023	9	2028	32.0	34.7
\$72.2 million lease debt financing	72.2	2023	12	2033	63.9	67.7
\$72.2 million lease debt financing	72.2	2023	12	2033	64.8	68.5
\$77.5 million lease debt financing	77.5	2024	12	2033	69.8	73.9
\$77.5 million lease debt financing	77.5	2024	12	2033	70.8	74.7
\$37 million lease debt financing	37.0	2024	8	2028	32.6	35.6
\$43 million lease debt financing	43.0	2025	5	2027	40.0	—
\$40.5 million lease debt financing	40.5	2025	4	2027	36.9	—
<b>Total</b>					<b>686.4</b>	<b>702.2</b>
Floating rate portion of lease debt					321.5	315.6
Fixed rate portion of lease debt					364.9	386.6
<b>Total</b>					<b>686.4</b>	<b>702.2</b>

\* Certain of the Company's lease debt financing arrangements include both a fixed interest rate component and a floating component based on SOFR, plus an applicable margin.

The aggregate book value of assets pledged as security against borrowings as of December 31, 2025, was \$2.8 billion (December 31, 2024: \$3.5 billion).

Agreements related to long-term debt provide limitations on the amount of total borrowings and secured debt, and acceleration of payment under certain circumstances, including failure to satisfy certain financial covenants. As of December 31, 2025, the Company is in compliance with all of the covenants under its long-term debt facilities.

## 21. FINANCE LEASE LIABILITY

In 2018, the Company acquired seven container vessels, which were subsequently refinanced with an Asian based financial institution by entering into separate sale and leaseback financing arrangements. These transactions were accounted for as vessels under finance leases. (Refer to Note 15: Vessels under Finance Lease, Net).

During the year ended December 31, 2024, the Company exercised purchase options and took redelivery of the seven vessels with associated finance lease liabilities. Term loan facility agreements were signed to refinance the lease liabilities for all vessels.

Interest incurred on the finance lease liability in the year ended December 31, 2024 was \$14.5 million (December 31, 2023: \$21.1 million).

## 22 SHARE CAPITAL, ADDITIONAL PAID-IN CAPITAL AND CONTRIBUTED SURPLUS

Authorized share capital is as follows:

<i>(in thousands of \$, except share data)</i>	2025	2024
300,000,000 common shares of \$0.01 par value each (December 31, 2024: 300,000,000 common shares of \$0.01 par value each)	3,000	3,000

Issued and fully paid share capital is as follows:

<i>(in thousands of \$, except share data)</i>	2025	2024
146,910,679 common shares of \$0.01 par value each (December 31, 2024: 146,803,619 common shares of \$0.01 par value each)	1,469	1,468

The Company's common shares are listed on the New York Stock Exchange.

### Convertible bonds

On April 23, 2018, the Company issued a 4.875% senior unsecured convertible bond totaling \$150.0 million. Additional bonds were issued on May 4, 2018 at a principal amount of \$14.0 million. The bonds were convertible into common shares and matured on May 1, 2023. As required by ASC 470-20 "Debt with Conversion and Other Options", the Company calculated the equity component of the convertible bond, which was valued at \$7.9 million at issue date and recorded as "Additional paid-in capital". During the year ended December 31, 2021, the Company purchased bonds with principal amount totaling \$2.0 million. The equity component of these extinguished bonds was valued at \$0.1 million and had been deducted from "Additional paid-in capital". In May 2023, the Company redeemed the full outstanding amount under the 4.875% senior unsecured convertible bonds due 2023. The remaining outstanding principal of \$84.9 million was settled in cash.

In April 2018, the Company issued a total of 3,765,842 new common shares, par value \$0.01 per share, from up to 7,000,000 issuable under a share lending arrangement in relation with the Company's issuance of 4.875% senior unsecured convertible bonds in April and May 2018. The shares issued had been loaned to affiliates of the underwriters of the bond issue in order to assist investors in the bonds to hedge their position. During the year ended December 31, 2023, 3,765,142 of the loaned shares were transferred into the custody of another counterparty under a general share lending agreement. It was determined that the transaction qualified for equity classification, and as of the date of inception and as of December 31, 2023, the fair value was determined to be nil. During the year ended December 31, 2024, the Company cancelled the remaining 700 shares, which were previously held by the Company's transfer agent.

In December 2021, the Company entered into a general share lending agreement with a counterparty and 8,000,000 of the Company's shares were transferred into their custody. It was determined that the transaction qualified for equity classification, and as of the date of inception and as of December 31, 2025 the fair value was determined to be nil (December 31, 2024: nil).

### Issuance of shares

During the year ended December 31, 2025, the Company issued a total of 107,060 (December 31, 2024: 242,146) new shares after 400,000 (December 31, 2024: 510,000) share options were exercised. (See also Note 23: Share Option Plan).

During the year ended December 31, 2024, the Company issued a total of 8,000,000 common shares at a public offering price of \$12.50 per share in connection with an underwritten U.S. public offering.

On November 21, 2025, the Board of Directors authorized a renewal of the Company's dividend reinvestment plan ("DRIP"), to register the sale of up to 10,000,000 common shares pursuant to the DRIP, to facilitate investments by individual and institutional shareholders who wish to invest dividend payments received on shares owned, or other cash amounts, in the Company's common shares on a regular or one time basis, or otherwise. If certain waiver provisions in the DRIP are requested and granted pursuant to the terms of the plan, the Company may grant additional share sales to investors, from time to time, up to the amount registered under the plan. The DRIP will expire in April 2026 upon the automatic expiration of the underlying registration statement. The Company intends to file a prospectus supplement under a new shelf registration statement on Form F-3ASR in order to renew and continue the DRIP.

In May 2020, the Company entered into an equity distribution agreement with BTIG LLC ("BTIG"), as amended and restated in April 2022, under which the Company may, from time to time, offer and sell new common shares having aggregate sales proceeds of up to \$100.0 million through an at-the-market program (the "ATM Program"). The ATM Program will expire in April 2026 upon the automatic expiration of the underlying registration statement. The Company intends to enter into an amended and restated equity distribution agreement with BTIG and file a prospectus supplement under a new shelf registration statement on Form F-3ASR in order to renew and continue the ATM Program.

No new common shares were issued and sold under the DRIP and ATM Program during the years ended December 31, 2025 and December 31, 2024.

### **Repurchase of shares**

On May 8, 2023, the Board of Directors authorized the repurchase of up to an aggregate of \$100 million of the Company's common shares ("Share Repurchase Program"). The authorization was reconfirmed during the year ended December 31, 2025 and is valid until June 2026. During the year ended December 31, 2025, the Company repurchased a total of 1,252,657 shares, at an average price of \$7.98 per share, with principal amounts totaling \$10.0 million. There were no shares repurchased by the Company under its Share Repurchase Program during the year ended December 31, 2024.

As of December 31, 2025, 2,347,752 (December 31, 2024: 1,095,095) shares were repurchased by the Company under its Share Repurchase Program, at an average price of \$8.58 (December 31, 2024: \$9.27) per share, with principal amounts totaling \$20.2 million (December 31, 2024: \$10.2 million), and held as treasury stock. The Company has \$79.8 million remaining under the authorized Share Repurchase Program as of December 31, 2025 (December 31, 2024: \$89.8 million). The specific timing and amounts of the repurchases will be in the sole discretion of the Company and may vary based on market conditions and other factors. The Company is not obligated under the terms of the program to repurchase any of its common shares.

During the year ended December 31, 2025, \$125.1 million in dividends were paid from contributed surplus (December 31, 2024: \$6.9 million).

## **23. SHARE OPTION PLAN**

In November 2006, the Board of Directors approved the Company's Share Option Scheme (the "Option Scheme"). The Option Scheme will expire in November 2034, following the renewal in November 2024. The terms and conditions remain unchanged from those originally adopted in November 2006 and permits the Board of Directors, at its discretion, to grant options to employees, officers and directors of the Company or its subsidiaries. The fair value cost of options granted is recognized in the statement of operations, and the corresponding amount is credited to additional paid-in capital. As of December 31, 2025 additional paid-in capital was credited with \$1.3 million relating to the fair value of options granted in February 2022, February 2023, February 2024 and March 2025.

In March 2025, the Company awarded a total of 465,000 options to officers, employees and directors, pursuant to the Company's Share Option Scheme. The options have a five-year term and a three-year vesting period and the first options will be exercisable from March 2026 onwards. The initial strike price was \$8.39 per share.

The following summarizes share option transactions related to the Option Scheme in 2025, 2024 and 2023:

	2025		2024		2023	
	Options	Weighted average exercise price \$	Options	Weighted average exercise price \$	Options	Weighted average exercise price \$
Options outstanding at beginning of year	2,085,000	7.80	2,155,000	7.91	1,783,000	8.55
Granted	465,000	8.39	440,000	12.02	440,000	10.34
Exercised	(400,000)	8.08	(510,000)	7.35	—	—
Expired	—	—	—	—	(68,000)	9.47
Options outstanding at end of year	2,150,000	6.96	2,085,000	7.80	2,155,000	7.91
Exercisable at end of year	1,245,000	5.92	1,206,667	6.76	1,265,000	7.83

The exercise price of each option is progressively reduced by the amount of any dividends declared. The above figures show the average of the reduced exercise prices at the beginning and end of the year for options then outstanding. For options granted, exercised or expired during the year, the above figures show the average of the exercise prices at the time the options were granted, exercised or expired, as appropriate.

The fair values of options granted are estimated on the date of the grant, using the Black-Scholes-Merton option valuation model. The fair values are then expensed over the periods in which the options vest. The weighted average fair value of options granted in 2025 was \$2.27 per share as of grant date (2024: \$3.86; 2023: \$3.93). The weighted average assumptions used to calculate the fair values of the new options granted in 2025 were (a) risk free interest rate of 3.98% (2024: 4.44%; 2023: 4.32%); (b) expected share price volatility of 28.9% (2024: 35.6%; 2023: 45.5%); (c) expected dividend yield of 0% (2024: 0%; 2023: 0%) and (d) expected life of options 3.5 years (2024: 3.5 years; 2023: 3.5 years).

During the year ended December 31, 2025, 400,000 share options were exercised. The Company issued a total of 107,060 new shares in full satisfaction of the options exercised which had a total intrinsic value of \$0.5 million on the day of exercise. Of the total shares issued, 85,000 shares were issued in exchange for a cash consideration of \$0.4 million. The weighted average exercise price of the options exercised was \$8.08 per share. The total intrinsic value of 510,000 options exercised in 2024 was \$3.0 million on the day of exercise, and the Company issued a total of 242,146 new shares in full satisfaction of the options exercised. Of the total shares issued, 35,000 shares were issued in exchange for cash consideration of \$0.3 million. There were no options exercised in 2023.

As of December 31, 2025, there are 1,245,000 options fully vested but not exercised (December 31, 2024: 1,206,667 options; December 31, 2023: 1,265,000 options) and their intrinsic value amounted to \$2.4 million (December 31, 2024: \$4.2 million; December 31, 2023: \$4.4 million). The weighted average remaining term of the vested exercisable options is 1.3 years as of December 31, 2025.

As of December 31, 2025, the unrecognized compensation costs relating to non-vested options granted under the Option Scheme was \$0.9 million (December 31, 2024: \$1.1 million; December 31, 2023: \$1.1 million) and their intrinsic value amounted to \$0.0 million (December 31, 2024: \$0.9 million; December 31, 2023: \$2.9 million). This cost will be recognized over the remaining vesting periods, which have a weighted average term of 0.8 years (December 31, 2024: 0.8 years; December 31, 2023: 0.8 years).

During the year ended December 31, 2025, the Company recognized a net expense of \$1.3 million in compensation cost relating to the stock options (December 31, 2024: \$1.7 million; December 31, 2023: \$1.6 million).

## 24. RELATED PARTY TRANSACTIONS

The Company has had transactions with the following related parties, being companies in which our principal shareholder Hemen Holding and companies associated with Hemen have, or had, a significant direct or indirect interest:

- Frontline plc (“Frontline”)
- Golden Ocean (1)
- Seatankers Management Norway AS and Seatankers Management Co. Ltd. (collectively “Seatankers”)
- Front Ocean Management AS and Front Ocean Management Ltd. (collectively “Front Ocean”)
- NorAm Drilling
- Paratus Management (UK) Ltd (“Paratus”)
- River Box
- Sloane Square Capital Holdings Ltd. (“Sloane Square Capital”)
- Northern Ocean Operations Ltd. (“Northern Ocean”)

(1) On March 4, 2025, CMB.TECH NV (“CMB.TECH”), through its subsidiary CMB.TECH Bermuda Ltd., entered into a share purchase agreement with Hemen to purchase all of Hemen’s 81,363,730 Golden Ocean common shares at a purchase price of \$14.49 per common share (the “Share Purchase”). Following the closing of the Share Purchase on March 12, 2025, Hemen ceased to hold any common share of Golden Ocean and is consequently no longer a related party. CMB.TECH is not a related party to the Company.

The Consolidated Balance Sheets include the following amounts due from and to related parties and associated companies.

<i>(in thousands of \$)</i>	<b>2025</b>	2024
<b>Amounts due from:</b>		
Frontline	3,816	4,252
Golden Ocean	—	237
Seatankers	736	521
Front Ocean	—	18
Northern Ocean	2,120	—
NorAm Drilling	175	109
Paratus	3	2
River Box	110	92
Other related parties	3	3
Allowance for expected credit losses*	(22)	(33)
<b>Total amount due from related parties</b>	<b>6,941</b>	<b>5,201</b>
<b>Loans to related parties - associated companies, long-term</b>		
River Box	45,000	45,000
<b>Total loans to related parties - associated companies, long-term</b>	<b>45,000</b>	<b>45,000</b>
<b>Amounts due to:</b>		
Frontline	1,096	1,234
Seatankers	105	—
Front Ocean	97	—
Golden Ocean	—	56
Other related parties	5	6
<b>Total amount due to related parties</b>	<b>1,303</b>	<b>1,296</b>

\*See Note 26: Allowance for Expected Credit Losses.

## Related party leasing and service contracts

In 2025, the Company had eight Capesize dry bulk carriers leased under operating leases to a fully guaranteed subsidiary of Golden Ocean, a company related to Hemen until March 12, 2025. In February 2025, the Company announced that Golden Ocean had exercised its purchase options on the eight dry bulk carriers for net selling proceeds of \$114.1 million. The vessels were redelivered to Golden Ocean in July 2025. Until March 12, 2025, the Company received operating lease income of \$10.7 million from Golden Ocean (December 31, 2024: \$54.6 million). The Company also had profit sharing arrangements with Golden Ocean in relation to these eight dry bulk carriers whereby the Company earned a 33% share of profits earned by the vessels above threshold levels - see table below.

During the year ended December 31, 2025, the Company earned rental revenue of \$1.7 million from leasing of equipment from the drilling rig *Hercules* to Northern Ocean (December 31, 2024: \$0.9 million). The equipment was returned to the Company in 2025. In addition, in 2025, the Company entered into a promissory note with Northern Ocean in respect of a credit given by SFL for an amount of \$2.1 million. The note bears interest at a rate of 12% per annum and has a term life of one year. During the year ended December 31, 2025, the Company earned interest income of \$0.1 million in relation to the promissory note.

A summary of revenues from Golden Ocean and Northern Ocean is as follows:

<i>(in millions of \$)</i>	Year ended December 31,		
	2025	2024	2023
Golden Ocean:			
Operating lease income	10.7	54.6	54.6
Profit share	—	6.4	—
Northern Ocean:			
Operating lease rental income	1.7	0.9	—
Interest income	0.1	—	—

The Company pays fees to subsidiaries of Frontline in respect of vessel management fees, technical supervision fees and other items relating to the operation of vessels, as shown in the table below.

The Company also paid a fixed management fee to a subsidiary of Golden Ocean for the provision of management services for the vessels leased to them until their disposal in July 2025. Management fees incurred until March 12, 2025 are included in the table below.

In addition, the Company pays fees to Frontline Management, Seatankers and Front Ocean for the provision of administration and support services. The Company also pays fees to Front Ocean Management AS for the provision of office facilities in Oslo and fees to Frontline Corporate Services Ltd. for the provision of office facilities in London. The Company also provides services to Seatankers, Paratus and NorAm and receives a fee at cost plus margin.

	Year ended December 31,		
<i>(in thousands of \$)</i>	2025	2024	2023
<b>Frontline:</b>			
Vessel Management Fees	2,059	2,199	2,296
Newbuilding Supervision Fees	—	933	1,514
Commissions and Brokerage	—	—	280
Administration Services Fees	22	12	11
<b>Golden Ocean:</b>			
Vessel Management Fees	3,976	20,496	20,440
Commissions and Brokerage	34	186	123
<b>Seatankers:</b>			
Administration Services Fees	765	166	304
<b>Front Ocean:</b>			
Administration Services Fees	552	698	597
<b>Office Facilities and other shared costs:</b>			
Seatankers	20	16	(10)
Front Ocean	487	298	310
Frontline	114	150	177
Golden Ocean	23	84	79
NorAm Drilling	(11)	(18)	(13)
Sloane Square Capital	—	1	—

#### **Related party loans – associated companies**

As of December 31, 2025, the Company had one (2024: one) loan receivable outstanding with River Box for \$45.0 million (2024: \$45.0 million). The loan to River Box is a fixed interest rate loan and is repayable in full on November 16, 2033, or earlier if the company sells its assets.

Interest income earned on the loans to associated companies is as follows:

	Year ended December 31,		
<i>(in millions of \$)</i>	2025	2024	2023
River Box	4.6	4.6	4.6

#### **Related party purchases and sales of vessels**

During the year ended December 31, 2024, the Company entered into agreements to acquire three LR2 product tankers under construction from entities related to Hemen, for an aggregate amount of \$231.0 million. The vessels were delivered between June and October 2024 and commenced their long-term charters to a third party.

#### **Other related party transactions**

As of December 31, 2025, the Company had investment in NorAm Drilling of 1.3 million shares with a fair value of \$4.1 million, trading on the Euronext Growth in Oslo. (Refer to Note 11: Investments in Equity Securities).

Dividend income received from shares held in related parties:

<i>(in thousands of \$)</i>	Year ended December 31,		
	2025	2024	2023
NorAm Drilling	539	645	1,246

For dividends received from associated companies please refer to Note 17: Investment in Associated Companies.

## 25. FINANCIAL INSTRUMENTS

In certain situations, the Company may enter into financial instruments to reduce the risk associated with fluctuations in interest rates, exchange rates and commodity prices. The Company has a portfolio of swaps which swap floating rate interest to fixed rate, which fix the Norwegian kroner to U.S. dollar exchange rate applicable to the interest payable and principal repayment on the NOK bonds and which swap floating commodity prices to fixed prices. From a financial perspective these swaps hedge interest rate, exchange rate and fuel price exposure. As of December 31, 2025, the counterparties to such contracts are DNB Bank ASA, Skandinaviska Enskilda Banken AB (publ), Danske Bank A/S, ING Bank N.V and Sumitomo Mitsui Banking Corporation. Credit risk exists to the extent that the counterparties are unable to perform under the contracts, but this risk is considered not to be substantial as the counterparties are all banks which have provided the Company with loans.

The following tables present the fair values of the Company's derivative instruments that were designated as cash flow hedges and qualified as part of a hedging relationship, and those that were not designated:

<i>(in thousands of \$)</i>	2025	2024
Non-designated derivative instruments -short-term assets:		
Interest rate swaps	—	121
Total derivative instruments -short-term assets	—	121
Designated derivative instruments -long-term assets:		
Interest rate swaps	—	1,631
Cross currency interest rate swaps	5,741	2,212
Non-designated derivative instruments -long-term assets:		
Interest rate swaps	7,887	11,515
Cross currency interest rate swaps	464	165
Total derivative instruments - long-term assets	14,092	15,523

<i>(in thousands of \$)</i>	2025	2024
Non-designated derivative instruments -short-term liabilities:		
Cross currency swaps	—	14,884
Total derivative instruments - short-term liabilities	—	14,884
Designated derivative instruments -long-term liabilities:		
Interest rate swaps	5,022	103
Non-designated derivative instruments -long-term liabilities:		
Interest rate swaps	1,124	—
Total derivative instruments - long-term liabilities	6,146	103

### Interest rate risk management

The Company manages its debt portfolio with interest rate and currency swap agreements denominated in U.S. dollars and Norwegian kroner to achieve an overall desired position of fixed and floating interest rates. As of December 31, 2025, the Company and its consolidated subsidiaries had entered into interest rate and currency swap transactions, to achieve fixed interest rates.

The summary below includes all interest rate swap transactions, involving the payment of fixed rates, in exchange for SOFR plus applicable credit adjustment spreads, most of which are hedges against specific loans. The fixed interest rate below includes the impact of credit adjustment spreads.

Notional Principal (in thousands of \$)	Trade date	Maturity date	Fixed interest rate
\$100,000 (remaining at \$100,000)	August 2019	August 2029	1.2% - 1.3%
\$81,600 (remaining at \$81,600)	November 2024	November 2029	3.9%
\$74,473 (reducing to \$59,557)	November 2024	August 2029	3.9%
\$151,766 (reducing to \$63,255)	December 2024	December 2029	3.4% - 3.8%
\$50,396 (reducing to \$13,564)	December 2024	January 2030	4.1%
\$200,000 (remaining at \$200,000)	March 2025	December 2032	3.5% - 3.6%
\$50,000 (remaining at \$50,000)	April 2025	January 2036	3.5%

The summary below includes all currency swap transactions, involving the payment of fixed interest in U.S. dollars in exchange for NIBOR plus a margin in Norwegian kroner, some of which are hedges against the NOK750 million senior unsecured bonds due 2029.

Notional Principal	Trade date	Maturity date	Fixed interest rate (payable)	Margin on NIBOR leg (receivable)
NOK750 million (\$69.4 million)	September 2024	September 2029	6.4% - 6.5%	3.3 %

The total net notional principal amount subject to interest swap agreements as of December 31, 2025, was \$0.8 billion (December 31, 2024: \$0.5 billion).

#### Foreign currency risk management

The Company is party to currency swap transactions, involving the payment of U.S. dollars in exchange for Norwegian kroner, some of which are designated as hedges against the NOK750 million senior unsecured bonds due 2029.

Principal Receivable	Principal Payable	Trade date	Maturity date
NOK750 million	US\$69.4 million	September 2024	September 2029

Apart from the NOK750 million senior unsecured bonds due 2029, the majority of the Company's transactions, assets and liabilities are denominated in U.S. dollars, the functional currency of the Company. Other than the corresponding currency swap transactions summarized above, the Company has not entered into forward contracts for either transaction or translation risk. Accordingly, there is a risk that currency fluctuations could have an adverse effect on the Company's cash flows, financial condition and results of operations.

## Fair Values

The carrying value and estimated fair value of the Company's financial assets and liabilities as of December 31, 2025, and 2024, are as follows:

	2025	2025	2024	2024
(in thousands of \$)	Carrying value	Fair value	Carrying value	Fair value
<b>Non-derivatives:</b>				
Equity Securities	4,146	4,146	3,736	3,736
7.25% senior unsecured sustainability linked bonds due 2026	150,000	151,500	150,000	150,975
8.875% senior unsecured sustainability linked bonds due 2027	150,000	154,575	150,000	154,737
8.25% senior unsecured sustainability linked bonds due 2028	147,600	152,213	145,200	149,874
NOK750 million senior unsecured floating rate bonds due 2029	74,327	74,327	63,592	63,778
7.75% senior unsecured sustainability linked bonds due 2030	144,400	146,927	—	—
<b>Derivatives:</b>				
Interest rate/ currency/ commodity swap contracts – short-term receivables	—	—	121	121
Interest rate/ currency/ commodity swap contracts – long-term receivables	14,092	14,092	15,523	15,523
Interest rate/ currency/ commodity swap contracts – short-term payables	—	—	14,884	14,884
Interest rate/ currency swap/ commodity contracts – long-term payables	6,146	6,146	103	103

The above short-term receivables relating to interest rate/ currency/ commodity swap contracts as of December 31, 2025, include \$0.0 million which relates to non-designated swap contracts (December 31, 2024: \$0.1 million), with the balance relating to designated hedges. The above long-term receivables relating to interest rate/ currency/ commodity swap contracts as of December 31, 2025, include \$8.4 million which relates to non-designated swap contracts (December 31, 2024: \$11.7 million), with the balance relating to designated hedges. The above short-term payables relating to interest rate/ currency/ commodity swap contracts as of December 31, 2025, include \$0.0 million which relates to non-designated swap contracts (December 31, 2024: \$14.9 million), with the balance relating to designated hedges. The above long-term payables relating to interest rate/ currency/ commodity swap contracts as of December 31, 2025, include \$1.1 million which relates to non-designated swap contracts (December 31, 2024: \$0.0 million), with the balance relating to designated hedges.

Equity securities and all senior unsecured bonds are measured at fair value using Level 1 inputs, while the Company's derivative instruments are measured using Level 2 inputs. Level 1 inputs utilize unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in level one that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability, other than quoted prices, such as interest rates, foreign exchange rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the assets or liabilities, which typically are based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

As of December 31, 2025, investment in equity securities consist of NorAm Drilling shares trading on the Euronext Growth in Oslo.

As of December 31, 2025, the estimated fair values for the 7.25% senior unsecured sustainability linked bonds due 2026, the 8.875% senior unsecured sustainability linked bonds due 2027, the 8.25% senior unsecured sustainability linked bonds due 2028, the senior unsecured floating rate NOK bond due 2029 and the 7.75% senior unsecured sustainability linked bonds due 2030 are based on the quoted market prices as of the balance sheet date.

As of December 31, 2025, the fair value of interest rate and currency swap contracts is calculated using established independent valuation techniques applied to contracted cash flows and SOFR/NIBOR interest rates as of the balance sheet date.

### Concentrations of risk

There is a concentration of credit risk with respect to cash and cash equivalents to the extent that amounts are carried with DNB Bank ASA, Skandinaviska Enskilda Banken AB (publ), Danske Bank A/S, ING Bank N.V, and Sumitomo Mitsui Banking Corporation. However, the Company believes this risk is remote, as these financial institutions are established and reputable establishments with no prior history of default. The Company does not require collateral or other securities to support financial instruments that are subject to credit risk however certain of the Company's counterparties require the Company to periodically post collateral when the fair value of the financial instruments exceeds or is below specified thresholds. As of December 31, 2025 and 2024, the Company posted cash collateral related to derivative instruments under its collateral security arrangements of \$0.0 million and \$5.0 million, respectively. The Company also sometimes enter into master netting and offset agreements with such counterparties. As of December 31, 2025, the Company has International Swaps and Derivatives Association ("ISDA") agreements with its swap counterparties which contain netting provisions.

There is also a concentration of revenue risk with the below customers:

Charterer	Number of Vessels /rigs chartered as of December 31, 2025	% of consolidated operating revenues (Year ended December 31, 2025)	Number of Vessels /rigs chartered as of December 31, 2024	% of consolidated operating revenues (Year ended December 31, 2024)
Maersk A/S ("Maersk")	15	26 %	14	23 %
Hapag-Lloyd AG ("Hapag-Lloyd")	6	15 %	6	6 %
ConocoPhillips Skandinavia AS ("ConocoPhillips")	1	13 %	1	7 %

In addition, the Company recognized income from its associated company, River Box. (See Note 17: Investment in Associated Companies). In the year ended December 31, 2025, income from River Box amounted to \$6.9 million (December 31, 2024: \$7.4 million). In 2024, income from River Box accounted for 6% of the Company's net income. A net loss was incurred for the year ended December 31, 2025.

As discussed in Note 24: Related Party Transactions, the Company, as of December 31, 2025, had one outstanding receivable loan balance granted by the Company to River Box totaling \$45.0 million (December 31, 2024: \$45.0 million). The loan granted by the Company is considered not impaired as of December 31, 2025 due to the fair value of the vessels owned by River Box exceeding the book values as of December 31, 2025.

## 26. ALLOWANCE FOR EXPECTED CREDIT LOSSES

The following table presents the impact of the allowance for expected credit losses on the Company's balance sheet line items for the year ended December 31, 2025.

	Trade receivables	Other receivables	Related Party receivables	Investment in sales-type leases and leaseback assets	Other long-term assets	Total
<i>(in thousands of \$)</i>						
Balance as of December 31, 2023	15	816	24	73	1,880	2,808
Change in allowance recorded in 'other financial items'	68	363	9	(37)	6	409
Balance as of December 31, 2024	83	1,179	33	36	1,886	3,217
Change in allowance recorded in 'other financial items'	(70)	(347)	(11)	(36)	—	(464)
<b>Balance as of December 31, 2025</b>	<b>13</b>	<b>832</b>	<b>22</b>	<b>—</b>	<b>1,886</b>	<b>2,753</b>

The impact of the allowance for expected credit losses on the associates is disclosed in Note 17: Investment in Associated Companies.

## 27. COMMITMENTS AND CONTINGENT LIABILITIES

### Assets Pledged

<i>(in millions of \$)</i>	2025	2024
Vessels, rigs and equipment, net	2,820	3,462
Investments in sales-type leases	—	35
<b>Book value of consolidated assets pledged under mortgages</b>	<b>2,820</b>	<b>3,497</b>

The Company has funded its acquisition of vessels, jack-up rig and ultra-deepwater drilling rig through a combination of equity, short-term debt and long-term debt. Providers of long-term loan facilities usually require that the loans be secured by mortgages against the assets being acquired. As of December 31, 2025, the Company had \$2.6 billion of outstanding principal indebtedness under various credit facilities (December 31, 2024: \$2.9 billion).

### Other Contractual Commitments and Contingencies

The Company has arranged insurance for the legal liability risks for its shipping activities with mutual protection and indemnity associations, who are members of the International Group of P&I clubs. As a member of these mutual associations, the Company is subject to calls payable to the associations based on the Company's claims record in addition to the claims records of all other members of the associations. A contingent liability exists to the extent that the claims records of the members of the associations in the aggregate show significant deterioration, which may result in additional calls on the members.

#### *Capital commitments*

As of December 31, 2025, the Company had commitments under shipbuilding contracts to construct five newbuilding dual-fuel 16,800 TEU container vessels, totaling to \$848.1 million (December 31, 2024: \$818.1 million). The vessels are expected to be delivered in 2028 and will immediately commence a 10-year time charter to a leading liner company. (Refer to Note 14: Capital Improvements in Progress and Newbuildings).

As of December 31, 2025, the Company has committed to pay \$12.0 million towards the installation of optimization upgrades on three 9,500 TEU container vessels and one chemical tanker, with installations expected to take place in 2026 (December 31, 2024: \$20.2 million on four 8,700 TEU container vessels and three 10,600 TEU container vessels).

Also as of December 31, 2025, the Company has committed to pay \$12.9 million for capital upgrades on the drilling rig *Hercules* (December 31, 2024: \$13.2 million). The installations are expected to take place in 2026.

There were no other material contractual commitments as of December 31, 2025.

#### *Other contingencies*

On March 5, 2023, SFL Hercules Ltd., a subsidiary of the Company, served Seadrill with a claim filed in the Oslo District Court in Norway, relating to the redelivery of the drilling rig, *Hercules*, in December 2022. The Company has made the claim because it believes that the rig was not redelivered in the condition required under the contract with Seadrill and the Company is therefore seeking damages. In February 2025, there was a ruling in Oslo District Court in favor of SFL's rig-owning subsidiary where subsidiaries of Seadrill Ltd. ("Seadrill") were ordered to pay an amount equivalent to a total of approximately \$48 million in compensation, including late payment interest and legal cost, as a result of its breach of contract upon redelivering *Hercules* to SFL in 2022. Seadrill filed an appeal to the Oslo District Court on March 5, 2025.

There was also a related case concerning certain capital spares delivered by Seadrill to a subsidiary of SFL in connection with the SPS of *Hercules* in 2023 where the parties disagreed on the actual ownership and compensation of these spares, or the Capital Spares Case. In April 2025, the Company was fully acquitted and awarded legal costs in the Capital Spares Case in which Seadrill had pursued SFL for approximately \$8.0 million. Seadrill has also appealed this ruling.

The Company is routinely party both as plaintiff and defendant to lawsuits in various jurisdictions under charter hire obligations arising from the operation of its vessels in the ordinary course of business. The Company believes that the resolution of such claims will not have a material adverse effect on its results of operations or financial position. The Company has not recognized any contingent gains or losses arising from the pending results of any such lawsuits.

The Company has issued performance guarantees in the normal course of business in connection with certain vessel charter and rig arrangements. These guarantees relate to the Company's obligations under the underlying agreements and may be triggered by claims arising thereunder. The maximum potential amount of future payments under these guarantees is not contractually limited and is dependent upon the nature and extent of claims, if any, under the related agreements. The Company has not recognized any contingent gains or losses arising from these guarantees, as management believes the likelihood of payment is remote.

## **28. CONSOLIDATED VARIABLE INTEREST ENTITIES**

As of December 31, 2025, the Company's consolidated financial statements included 20 variable interest entities, all of which had been determined that the Company is the primary beneficiary. These variable interest entities are all wholly-owned subsidiaries and own vessels with existing charters during which third parties have fixed price options to purchase the respective vessels, at various dates until July 2030. The vessels owned by these 20 fully consolidated variable interest entities are accounted for as operating lease assets. As of December 31, 2025, the vessels had a total net book value of \$974.2 million. The outstanding loan balances in these entities amounted to a total of \$645.8 million, of which the short-term portion was \$98.8 million as of December 31, 2025.

## **29. SUBSEQUENT EVENTS**

On February 9, 2026, the Company delivered the 2015-built Suezmax vessel *SFL Thelon* to its new third-party owner for a gross sales price of \$57.1 million. Net proceeds were \$48.4 million after the payment of a fee under a pre-agreed profit-sharing arrangement in the time charter agreement.

On February 11, 2026, the Board of Directors declared a dividend of \$0.20 per share which the Company will pay in cash on or around March 30, 2026 to shareholders of record as of March 12, 2026.

Also in February 2026, 615,000 options were awarded to employees, officers and directors, pursuant to the Company's Share Option Scheme. The options have a five-year term and a three-year vesting period and the first options are exercisable from February 2027 onwards. The initial strike price was \$10.48 per share.

In February 2026, the Company issued 20,000 common shares to an employee upon the exercise of share options. The options were granted in 2023 pursuant to the Company's incentive program.

In March 2026, the Company entered into a drilling contract in Canada with a large, investment-grade multinational oil and gas company for the harsh environment semi-submersible rig *Hercules*. The contract has an estimated value of approximately \$170 million, a minimum term of approximately 400 days and is expected to commence in the first quarter of 2027.