**HEA Energy TopCo Limited**

**Annual Report and Consolidated Financial Statements**

For the year ended 31 December 2025

Registered Number: 20828

**HEA Energy TopCo Limited**
**Registered Number: 20828**
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**For the year ended 31 December 2025**

**HEA Energy TopCo Limited**
**Registered Number: 20828**
**Company Information**
**For the year ended 31 December 2025**

| | |
|---|---|
| **Director** | Omar Elali |
| **Registered Office** | Workspace 4, Floor 18<br>Al Khatem Tower<br>Abu Dhabi Global Market Square<br>Al Maryah Island<br>Abu Dhabi<br>United Arab Emirates |
| **Registered Number** | 20828 (ADGM, UAE) |
| **Independent Auditor** | Ernst & Young Middle East (ADGM Branch)<br>P.O. Box 136<br>Tamouh Tower, 16th Floor, Office No. 1603<br>Al Reem Island, Emirate of Abu Dhabi<br>United Arab Emirates |
| **Principal Bankers** | Barclays Bank PLC<br>London Branch<br>1 Churchill Place<br>Canary Wharf<br>London<br>E14 5HP<br>United Kingdom<br><br>First Abu Dhabi Bank<br>FAB Building, Khalifa Business Park, 1<br>P.O Box 6316<br>Abu Dhabi, United Arab Emirates |

The Director presents their annual report and audited financial statements of HEA Energy TopCo Limited (the "Company") and its subsidiary undertakings (together the "Group"), for the year ended 31 December 2025.

The director, in preparing this director's report, has complied with section 402 of the Abu Dhabi Global Market (“ADGM”) Companies Regulations 2020, as amended.

**Principal activities**

The principal activity of the Group is the chartering and operation of marine vessels, including jack-up barges, primarily supporting offshore energy infrastructure and related marine logistics services. The subsidiary undertakings principally affecting the profits or net assets of the Group in the year are listed in note 4 to the consolidated financial statements.

**Director**

The director of the Company who held office throughout the financial year and up to the date of signing the consolidated financial statements, was as follows:

- Omar Elali

**Going concern**

In preparing the consolidated financial statements, the director has considered the ability of the Group to continue as a going concern and continue to monitor the impact of the challenges in the market demand, liquidity, operations and workforce to inform their decisions for the assessment period of 12 months from the date of the approval of these consolidated financial statements.

The Group demonstrates adaptability and resilience in the current macroeconomic environment, operating effectively, providing chartering and operation of marine vessels, including jack-up barges, primarily supporting offshore energy infrastructure and related marine logistics services to its customers and meeting new client needs, whilst maintaining a healthy working capital position. The Group delivered its period of planned growth, in line with its business plan and underpinned by a number of strategic growth areas, placing the Group in a strong financial position at 31 December 2025, with a high level of liquidity.

In the assessment of going concern, management has considered the economic environment in the markets in which the Group operates. The Group's financial model shows that the position remains manageable in all scenarios with adequate levels of headroom being maintained even in the downside scenario.

The Director has confirmed that there are no material uncertainties that cast doubt on the Group's going concern status and are satisfied that the Group has adequate resources to meet its obligations for the foreseeable future. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

**Dividends paid and declared**

During the year, no dividend was paid or proposed (2024: nil).

**Employees**

Our employees are key to the success of the Group and recruiting, retaining and developing our team is one of the Group’s most important priorities. The Group expects a high standard of integrity and accountability from its employees. In return, the Group rewards and incentivises its staff on the basis of merit, ability and performance.

The Group is committed to promoting diversity and equal opportunities and is a supportive employer, providing training and development where required.

### Issue of shares

The issued share capital of the Company for the year ended 31 December 2025 consists of 10,000 fully paid ordinary shares of $1 each. See note 23 for more information.

### Results and performance

The results for the financial year are set out on page 12. The Group generated a pre-tax profit of $38,829,378 (2024: $13,804,790). Net assets stood at $50,701,586 (2024: $13,488,261) at the end of the financial year.

The director considers that the Group's financial position at the end of the financial year is adequate.

### Review of the business

HEA Energy TopCo Limited (the "Company") is a private entity, limited by shares. It operates primarily as a holding company, established with the purpose of raising capital through the issuance of share capital and equity funding to support its holding activities.

The Group is engaged in the global offshore energy and maritime services sector. The Group is focused on the chartering and operation of marine vessels, including jack-up barges, primarily supporting offshore energy infrastructure and related marine logistics services.

### Group Reorganisation

During 2024, the group went through a full legal and operational reorganisation. This resulted in transfer of certain assets, liabilities and operations under common control being transferred. Please refer to note 2.2 for more information.

### Key performance indicators ("KPI's")

The key operational performance indicators for the Group are net interest income, profit before tax and net income as disclosed in the consolidated statement of profit or loss and the net asset position as disclosed in the consolidated statement of financial position. During the year, the Group's operating performance was in line with the expectations.

The key financial performance indicators for the Group, for the year ended 31 December 2025, are as follows:

- Profit before tax: $38,829,378 (2024: $13,804,790)
- Equity: $50,701,586 (2024: $13,488,261)
- Net income: $37,213,325 (2024: $13,478,261)
- Net profit margin: 29.4% (2024: 20.6%)

### Future outlook

The Group will continue to evaluate offshore market trends and chartering demand to ensure its vessel deployment strategy remains commercially aligned with industry needs and evolving project specifications. In line with this, the Group has now adopted a strategy to own its vessels, reflecting a long-term commitment to operational control and asset optimisation. With strong visibility on market demand, the Group intends to address emerging opportunities by expanding its fleet with state-of-the-art vessels. Strategic priorities include optimising asset utilisation, strengthening relationships with key stakeholders, and enhancing cost efficiency.

**Future outlook - continued**

The Group focused on establishing a solid commercial and governance foundation. The Board considered the long-term implications of key decisions, including capital deployment, the selection of offshore infrastructure projects, and the implementation of cost controls aimed at maintaining liquidity and achieving early profitability.

The Director maintained open and regular engagement with key stakeholders, including service providers, strategic advisors, regulatory authorities, and related parties, to ensure alignment with operational priorities and compliance obligations.

Environmental and community impacts were considered in the context of the Group’s planned offshore infrastructure investments, with future frameworks under exploration to support sustainable project development and responsible business conduct.

The Director fostered transparent relationships with the shareholder and advisors, and implemented robust financial reporting and audit processes that reflect high standards of corporate governance. All Board decisions were made with a focus on fairness among members and on maintaining the integrity of the Group’s operations.

**Treasury Policies**

The objectives of the Group are to manage the Group's financial risk, secure cost-effective funding for the Group's operations, and to minimise the adverse effects of fluctuations in the financial markets on the Group's financial assets and liabilities, on reported profitability and on the cash flows of the Group.

The Group finances its activities with its shareholders' equity, related-party support and strategic financing arrangements to maintain operations and fund future investment opportunities. Other financial assets and liabilities arise directly from the Group's operating activities.

**Sustainability-related reporting**

***Governance of Sustainability-Related Risks and Opportunities***

The Director of the Group has overall responsibility for overseeing the management of sustainability- related risks and opportunities. The Group’s governance framework integrates sustainability considerations into decision- making processes, with regular reviews by the Board and key committees, including the Audit and Risk Committee and the Sustainability Committee. These committees ensure that sustainability is embedded within the Group’s strategic planning and risk management.

The Board is responsible for setting the tone on sustainability, providing strategic direction, and overseeing the progress of sustainability goals across all subsidiaries.

***Material Sustainability Risks and Opportunities***

The Group has identified a number of material sustainability-related risks that could impact its business operations, financial position, and long-term performance:

- **Climate-related risks**: Including both physical (acute and chronic) and transition risks related to climate change, which could affect assets (e.g. through increased credit risks) and regulatory compliance.

- **Environmental risks:** Pertaining to natural resource consumption, waste management, and pollution control across the Group's operations.

- **Social factors:** Addressing issues such as employee well-being, health and safety, diversity, and community engagement.

**Sustainability-related reporting - continued**

***Material Sustainability Risks and Opportunities - continued***

- **Governance-related risks:** Relating to compliance with laws, ethical standards, anti-corruption policies, and effective management of ESG practices across the company and its subsidiaries.

The Group evaluates these risks and opportunities in terms of their financial materiality, considering both their immediate and long-term implications for the Group’s operations and financial outcomes.

***Risk Management and Strategy***

The Group has implemented a comprehensive sustainability strategy that aligns with its long-term business goals. This strategy is designed to manage identified sustainability-related risks and capitalise on emerging opportunities, including in areas such as climate change mitigation, resource efficiency, social responsibility, and corporate governance. The sustainability strategy is reviewed regularly at the Board level to ensure it remains aligned with the Group’s objectives and external developments.

***Risk Management of Climate-Related Risks***

The Group’s approach to managing climate-related risks is integrated into its enterprise risk management framework, which is overseen by the Board and senior management. The Group identifies, assesses, and prioritizes climate-related risks and opportunities as part of its regular risk assessments.

Climate-related risks are considered across all levels of the organisation, from strategic planning through to operational execution. Creditor payment policy and practice.

It is the Group's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the Companies within the Group and its suppliers providing that all trading terms and conditions have been complied with.

**Stakeholder engagement**

It is the Board's view that the Company's main stakeholders are its clients, its parent company and other entities within the Group. There is a high level of engagement between the business managed by the Company and the other businesses in the Group to ensure that any decisions made are in the best interests of the Company, the clients serviced by the Company's operations and the Group as a whole. This includes periodic attendance by representatives of the business at Group board meetings and regular senior management meetings.

**Independent auditor**

In accordance with section 457 of the ADGM Companies Regulations 2020, as amended, the appropriate arrangements have been put in place for the reappointment of Ernst & Young Middle East (ADGM Branch) as independent auditor of the Group.

**Director's statement as to disclosure of information to auditor**

So far as the Director is aware, there is no relevant audit information (as defined by section 403 of the ADGM Companies Regulations 2020, as amended) of which the Company’s auditor is unaware, and the Director has taken all the steps that he/she ought to have taken as a Director in order to make him/herself aware of any relevant audit information and to establish that the Group’s auditor is aware of that information.

**Approved and signed by the Director:**

**Omar Elali**
**Director**
**Date: 31 March 2026**

## Statement of Director's Responsibilities

The Director is responsible for preparing the Director's report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the Group financial statements in accordance with International Financial Reporting Standards ("IFRS"). Under company law, the director must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently, subject to any changes disclosed and explained in the financial statements;
- state whether applicable IFRS have been followed for the Group financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to assume that the Group will continue in business.

The director is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the ADGM Companies Regulations 2020, as amended, and, as regards the financial statements, ADGM Companies Regulations (International Accounting Standards) Rules 2015.

These responsibilities are fulfilled by the director. The director confirms that they have complied with the above requirements in preparing these consolidated financial statements.

## Director's statements

The Director makes the following statements:

- so far as the Director is aware, there is no relevant audit information of which the Group's auditor is unaware; and

- They have taken all the steps they ought to have taken as the Director, to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

- The Director has reasonable expectation that the Group has adequate resources and support to continue its operational existence for a period of at least 12 months from date of approval of consolidated financial statements. For this reason, they continue to adopt the going concern basis in preparing the consolidated financial statements for the year ended 31 December 2025.

- The consolidated financial statements disclose related party transactions and balances in note 24. All transactions are carried out as part of our normal course of business and in compliance with applicable laws and regulations.

**Approved and signed by the Director:**

**Omar Elali**
**Director**
**Date: 31 March 2026**

**ERNST & YOUNG – MIDDLE EAST (ADGM BRANCH)**
P.O. Box 136
Tamouh Tower, 16th Floor, Office No. 1603
Tamouh, Al Reem Island
Emirate of Abu Dhabi
United Arab Emirates

Tel: +971 2 417 4400
+971 2 627 7522
Fax: +971 2 627 3383
abudhabi@ae.ey.com
www.ey.com

ADGM Registered No. 000001136

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF HEA ENERGY TOPCO LIMITED

## Report on the Audit of the consolidated financial statements

### *Opinion*

We have audited the consolidated financial statements of HEA Energy TopCo Limited (the "Company") and its subsidiaries (together referred as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, consolidated statements of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, consolidated financial position of the Group as at 31 December 2025 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

### *Basis for Opinion*

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA) together with the ethical requirements that are relevant to our audit of the financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Other information*

Other information consists of the information included in the Director's report, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information.

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

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

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF HEA ENERGY TOPCO LIMITED (continued)**
**Report on the audit of the consolidated financial statements (continued)**

***Responsibilities of management and Director for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Companies Regulation 2020 of Abu Dhabi Global Market ("ADGM"), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Director is responsible for overseeing the Group's financial reporting process.

***Auditor's responsibilities for the audit of the consolidated financial statements***

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF HEA ENERGY TOPCO LIMITED (continued)**

**Report on the audit of the consolidated financial statements (continued)**

***Auditor's responsibilities for the audit of the consolidated financial statements (continued)***

the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Director regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

***Report on Other legal and regulatory requirements***

Further, as required by the Companies Regulations 2020 of ADGM, we report that, in our opinion:

i. the consolidated financial statements include, in all material respects, the applicable requirements of the Companies Regulations 2020 of ADGM; and
ii. the financial information included in the report of the Director is consistent with the books of account and records of the Group.

For Ernst & Young – Middle East (ADGM Branch)

Ernst & Young

James Potter
31 March 2026

Abu Dhabi, United Arab Emirates

**HEA Energy TopCo Limited**
**Registered Number: 20828**
**Consolidated Statement of Profit or Loss**
**For the year ended 31 December 2025**

| | Notes | Year ended 31 Dec 2025 $ | For the period from 11 Sep 2023 to 31 Dec 2024 $ |
|---|---|---|---|
| Revenue | **5** | 126,578,242 | 65,586,071 |
| Direct operating costs | **6** | (54,095,530) | (45,758,297) |
| **Gross profit** | | **72,482,712** | **19,827,774** |
| Staff costs | **7** | (4,194,060) | (1,713,267) |
| General and administrative expenses | **10** | (1,723,800) | (2,541,879) |
| Depreciation on right of use assets | **15** | (761,665) | (830,907) |
| Interest income | **11** | 422,372 | 318,631 |
| Finance costs | **12** | (27,724,204) | (1,202,360) |
| Other income | | 570,315 | - |
| Foreign exchange gains/(losses) | | 3,662 | (53,202) |
| Impairment loss on trade receivables | **17** | (245,954) | - |
| **Profit for the year/period before tax** | | **38,829,378** | **13,804,790** |
| Income tax expense | **13** | (1,616,053) | (326,529) |
| **Profit for the year/period** | | **37,213,325** | **13,478,261** |

All of the amounts above are in respect of continuing operations.

There were no components of 'other comprehensive income' which are required to be separately disclosed during the current year and prior period.

The accompanying notes on pages 17 to 52 form an integral part of these consolidated financial statements.

**HEA Energy TopCo Limited**
**Registered Number: 20828**
**Consolidated Statement of Financial Position**
**As at 31 December 2025**

| | Notes | 31 Dec 2025<br>$ | 31 Dec 2024<br>$ |
|---|---|---|---|
| **Non-current assets** | | | |
| Property, plant and equipment | **14** | 427,479,433 | 211,799,291 |
| Right-of-use assets | **15** | 12,532,845 | 13,294,510 |
| **Total non-current assets** | | **440,012,278** | **225,093,801** |
| **Current assets** | | | |
| Inventories | **16** | 2,233,062 | 2,067,235 |
| Trade and other receivables | **17** | 62,003,341 | 15,244,256 |
| Bank balances and term deposits | **18** | 4,837,845 | 69,206,304 |
| Due from related parties | **24** | 127,083,623 | - |
| **Total current assets** | | **196,157,871** | **86,517,795** |
| **Total assets** | | **636,170,149** | **311,611,596** |
| **Current liabilities** | | | |
| Trade and other payables | **19** | (53,841,285) | (3,442,335) |
| Due to related parties | **24** | - | (41,793,375) |
| Corporate tax payable | **13** | (1,673,691) | (326,529) |
| Lease liabilities | **15** | (235,172) | (183,554) |
| **Total current liabilities** | | **(55,750,148)** | **(45,745,793)** |
| **Non-current liabilities** | | | |
| Provision for employees' end of service benefit | **20** | (203,967) | (62,900) |
| Borrowings | **21** | (98,049,614) | - |
| Loans from related parties | **22** | (417,921,958) | (238,552,313) |
| Lease liabilities | **15** | (13,542,876) | (13,762,329) |
| **Total Non-current liabilities** | | **(529,718,415)** | **(252,377,542)** |
| **Total liabilities** | | **(585,468,563)** | **(298,123,335)** |
| **Net assets** | | **50,701,586** | **13,488,261** |
| **Equity** | | | |
| Share capital | **23** | 10,000 | 10,000 |
| Retained earnings | | 50,691,586 | 13,478,261 |
| **Shareholder's Equity** | | **50,701,586** | **13,488,261** |

The financial statements were approved by the Director and authorised for issue on 31 March 2026.

**Omar Elali**
**Director**
**Date: 31 March 2026**

**Registered number: 20828**

The accompanying notes on pages 17 to 52 form an integral part of these consolidated financial statements.

**HEA Energy TopCo Limited**
**Registered Number: 20828**
**Consolidated Statement of Changes in Equity**
**For the year ended 31 December 2025**

| | Share capital | Retained earnings | Total Equity |
|---|---|---|---|
| | $ | $ | $ |
| **Balance as at 11 September 2023** | - | - | - |
| **Comprehensive income for the period** | | | |
| Profit for the period | - | 13,478,261 | 13,478,261 |
| **Total comprehensive income for the period** | **-** | **13,478,261** | **13,478,261** |
| **Transaction with shareholder** | | | |
| Issuance of share capital (Note 23) | 10,000 | - | 10,000 |
| **Total transaction with shareholder** | **10,000** | **-** | **10,000** |
| **Balance as at 31 December 2024 and 1 January 2025** | **10,000** | **13,478,261** | **13,488,261** |
| **Comprehensive income for the year** | | | |
| Profit for the year | - | 37,213,325 | 37,213,325 |
| **Total comprehensive income for the year** | **-** | **37,213,325** | **37,213,325** |
| **Balance as at 31 December 2025** | **10,000** | **50,691,586** | **50,701,586** |

The accompanying notes on pages 17 to 52 form an integral part of these consolidated financial statements.

**HEA Energy TopCo Limited**
**Registered Number: 20828**
**Consolidated Statement of Cashflows**
**For the year ended 31 December 2025**

| | Notes | Year ended 31 Dec 2025 $ | For the period from 11 Sep 2023 to 31 Dec 2024 $ |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Profit for the year before tax | | 38,829,378 | 13,804,790 |
| ***Adjustment for non-cash items:*** | | | |
| Depreciation on right of use assets | | 761,665 | 830,907 |
| Depreciation on property, plant and equipment | | 12,404,434 | - |
| Provision for end-of-service benefits, net | | 145,918 | - |
| Impairment loss on trade receivables | | 245,954 | - |
| Interest income | | (422,372) | (318,631) |
| Finance costs | | 26,961,334 | 359,719 |
| Interest expense on lease liabilities | | 762,870 | 842,641 |
| ***Changes in operating assets and liabilities*** | | | |
| Change in inventories | **16** | (165,827) | (2,067,235) |
| Change in trade and other receivables | **17** | (47,005,039) | (15,244,256) |
| Change in due to/(due from) related parties (net) | **24** | (169,926,611) | 16,994,084 |
| Change in trade and other payables | **19** | 50,398,950 | 3,442,335 |
| Provision for employees' end of service benefits | **20** | (4,851) | 62,900 |
| **Net cash (used in)/generated from operating activities** | | **(87,014,197)** | **18,707,254** |
| Income tax paid | | (268,891) | - |
| **Net cash flows (used in)/generated from operating activities** | | **(87,283,088)** | **18,707,254** |
| **Cash flows from Investing activities** | | | |
| Acquisition of property, plant and equipment | **14** | (22,584,577) | - |
| Interest received | | 422,372 | 318,631 |
| Bank deposits | | (66,259) | - |
| **Net cash (used in)/generated from investing activities** | | **(22,228,464)** | **318,631** |
| **Cash flows from financing activities** | | | |
| Issue of share capital | **23** | - | 10,000 |
| Payment of lease liabilities | **15(c)** | (930,705) | (1,022,175) |
| Loans received from related parties | **22** | - | 51,552,313 |
| Change in borrowings, net | **21** | 98,049,614 | - |
| Finance cost | **22** | (489,762) | (359,719) |
| Payment of related party loan | **22** | (51,552,313) | - |
| **Net cash generated from financing activities** | | **45,076,834** | **50,180,419** |
| Change in cash and cash equivalents | | (64,434,718) | 69,206,304 |
| **Cash and cash equivalents at the beginning of the year/period** | | 69,206,304 | - |
| **Cash and cash equivalents at the end of the year/period** | **18** | **4,771,586** | **69,206,304** |

The accompanying notes on pages 17 to 52 form an integral part of these consolidated financial statements.

| | | 2025 | 2024 |
|---|---|---|---|
| **Non-cash transactions** | | **$** | **$** |
| Issue of share capital | **23** | - | 10,000 |
| Acquisition of property, plant and equipment | **14** | (205,500,000) | (211,799,291) |
| Loans received from related parties - principal | **22** | 205,500,000 | 187,000,000 |
| Addition to right-of-use assets and lease liabilities | **15** | - | 14,125,417 |
| Management fees | **10** | - | 817,651 |
| Due to related parties | **24** | - | (10,949,620) |

The accompanying notes on pages 17 to 52 form an integral part of these consolidated financial statements.

## 1. General information

HEA Energy TopCo Limited ("the Company") was incorporated and registered in Abu Dhabi Global Market ("ADGM") as a private company limited by shares under the terms of Registration No. 20828 issued on 27 September 2024 by ADGM, United Arab Emirates ("UAE"). The Company is wholly owned by Hassan Elali ("the Ultimate Beneficial Owner" and the "Shareholder"), who is a UAE resident and Sweden national. The address of the registered office is Workspace 4, Floor 18, AI Khatem Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE.

The Group is engaged in the chartering and operation of marine vessels, including jack-up barges, primarily supporting offshore energy infrastructure and related marine logistics services. The Group is committed to supporting the energy and marine logistics sectors in their transition towards more sustainable and efficient operations.

The Company is a holding entity. Its principal activity is the provision of financing to affiliated companies, funded through shareholder capital contributions and external debt.

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). As the Company is incorporated under ADGM, the financial information is required to be presented in USD (“$”) in accordance with Section 442(1) of the ADGM Companies Regulations 2020, as amended.

All amounts in the consolidated financial statements are rounded to the nearest US dollar (“$”).

### 1.1 Comparative information

The Group’s financial year ends on 31 December. The first financial period was a long period, commencing on 11 September 2023, and ending on 31 December 2024. These consolidated financial statements for the year ended 31 December 2025 present a twelve-month reporting period, with comparative information presented for a sixteen-month period.

As the current and comparative reporting periods are of different lengths, the amounts presented may not be directly comparable. This presentation is consistent with the requirements of IAS 1, paragraphs 36–37.

Accounting policies that relate to the consolidated financial statements as a whole are set out below, while those that relate to specific areas of the consolidated financial statements are shown in the corresponding note.

The consolidated financial statements were approved by the Director and authorised for issue on 23 March 2026.

## 2. Material accounting policy information

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and prior period.

### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards and interpretations issued by the IFRS Interpretations Committee applicable to companies reporting under IFRS Accounting Standards and the applicable provisions of Abu Dhabi Global Market ("ADGM") Companies Regulations 2020 (as amended) and ADGM Companies Regulations (International Accounting Standards) Rules 2015. These financial statements comply with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

## 2. Material accounting policy information - continued

### 2.1 Basis of preparation - consolidation

These consolidated financial statements present the statement of cash flows using the indirect method. All entities within the Group have coterminous reporting dates.

***Amendments to IFRS Accounting Standards (IFRSs) that are mandatorily effective for the current year***

In the current year, the Group has applied a number of new standards and amendments to existing IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2025. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

- IAS 21 (amendments) - Lack of exchangeability - (Effective 1 January 2025)

The amendment listed above did not have any impact on the amounts recognised in current year and is not expected to significantly affect future periods.

***Standards, interpretations and amendments to published standards that are not yet effective***

The following new accounting standards and amendments to new accounting standards have been issued but are not yet effective and unless otherwise indicated, have been endorsed:

- IFRS 7 Financial Instruments (amendments) - Regarding the classification and measurement of financial instruments - (Effective 1 January 2026)
- IFRS 9 Financial Instruments (amendments) - Regarding the classification and measurement of financial instruments - (Effective 1 January 2026)
- IFRS 18 (original issue) - Presentation and Disclosures in Financial Statements - (Effective 1 January 2027)
- IFRS 19 (original issue) - Subsidiaries without Public Accountability: Disclosures - (Effective 1 January 2027)
- IAS 21 (amendments) - Regarding translations to a hyperinflationary presentation currency - (Effective 1 January 2027)

IFRS 18 will replace IAS 1 ’Presentation of financial statements’ for the period beginning 1 January 2027. The main new requirements in the standard will be a change in presentation of the income statement with new categories and new sub-totals, management-defined performance measures being presented in a single note in the financial statements, the cash flow statement using the operating profit sub-total as the starting point, and certain other changes to how information is grouped in the financial statements. The Group is still assessing the impact of the new standard but expects that there will be no impact on its net assets or profit.

The Group is currently assessing the impact of the remaining changes to other standards, interpretations and amendments, but they are not expected to have a material impact. The Group does not plan to early adopt any of the above new accounting standards or amendments. The Group has not adopted any other standard, amendment or interpretation that has been issued but is not yet effective.

### 2.2 Basis of consolidation

Subsidiaries are those investees, including structured entities, that the Group controls because the Group

(i) has power to direct relevant activities of the investees that significantly affect their returns,
(ii) has exposure, or rights, to variable returns from its involvement with the investees, and

## 2. Material accounting policy information - continued

### 2.2 Basis of consolidation - continued

Subsidiaries are those investees, including structured entities, that the Group controls because the Group - continued

(iii) has the ability to use its power over the investees to affect the amount of investor's returns.

Subsidiaries are consolidated from the date on which control is transferred to the Group (acquisition date) and are deconsolidated from the date on which control ceases. The acquisition method of accounting is used to account for the acquisition of businesses other than those acquired from parties under common control.

The consideration transferred is measured at the fair value of the assets given up, equity instruments issued and liabilities incurred or assumed at the date of exchange, including fair value of assets or liabilities from contingent consideration arrangements but excludes acquisition related costs such as advisory, legal, valuation and similar professional services.

Transaction costs related to the acquisition and incurred for issuing equity instruments are deducted from equity; transaction costs incurred for issuing debt as part of the business combination are deducted from the carrying amount of the debt and all other transaction costs associated with the acquisition are expensed.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date. Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed).

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the acquisition gain (bargain gain under IFRS 3) is recognised in profit or loss.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated; unrealised losses are also eliminated unless the cost cannot be recovered. The Company and all of its subsidiaries use uniform accounting policies consistent with the Group's policies.

During 2024, the Group initiated a legal reorganisation to align its operating structure under a newly incorporated holding company. The primary objectives of the reorganisation were to streamline external reporting, enhance corporate governance, and provide a platform to support future capital-raising or strategic initiatives.

HEA Energy Opco Limited (formerly HEA Energy Holdings Limited) previously served as the Group's holding company. A new parent entity, HEA Energy TopCo Limited (the "Company"), was incorporated on 27 September 2024.

As part of the reorganisation:

- On 1 October 2024, the Group acquired the beneficial ownership interest in the following entities.

  i) HEA Energy Opco Limited (formerly HEA Energy Holdings Limited)
  ii) Novastar Energy Holdings Limited
  iii) HEA 1 Industrial Construction of Drilling Platforms Floating or Submersible – L.L.C

## 2. Material accounting policy information - continued

### 2.2 Basis of consolidation - continued

HEA Energy Holdings was formed on 25 July 2024, and its business activities focus on the third-party jack-up barges/vessel leasing business in the Middle East area. Prior to the formation of this company, the business was conducted through contracts recorded in other entities which were fully owned by the same UBO. This business started in October 2023. During the period vessels/jack-up barges were leased from Pegasus Propco Limited, a related party. The revenue of this business reported in the period is $34.8 million. The net assets at the date of transfer of the business was $14.0 million with an associated consideration recorded as due to related party of the same amount. The Net assets at acquisition mainly comprise of due from related party of  $14.2 million.

Novastar Energy Holdings Limited was formed on 11 September 2023 with the business starting at the same date. Business activities focus on the third-party jack-up barges/vessel leasing business in the UK area with vessels/jack-up barges being leased from Pegasus Propco Limited, a related party, during the period. The revenue of this business reported in the period is $30.8 million. The net assets at the date of transfer were $3.6 million with an associated consideration recorded as due to related party of the same amount. The Net assets at acquisition mainly comprise of cash of $4.1 million, trade payables of $7.7 million and due from related party of $7.2 million.

HEA 1 Industrial Construction of Drilling Platforms Floating or Submersible – L.L.C is a non-trading entity holding a land lease (see note 14) in UAE and CWIP (see note 14) relating to the construction of dry dock facilities. The entity did not generate revenue during the reporting period. However, it incurred expenses associated with its lease liabilities and right-of-use assets, which were recognised in the consolidated statement of profit or loss in accordance with IFRS 16 (See note 1). The net assets at the date of transfer were $0.3 million with an associated consideration recorded as due to related party of the same amount. The lease right and the majority of the CWIP were acquired from an unrelated third party with effect from February 2024. Net assets at acquisition were mainly comprised of CWIP of $13.7 million, ROU Asset of $14.1 million, lease liability of $14.1 million and payable to related party of $14.7 million.

During 2025, the Group completed the legal formalities of the transfer of ownership of the above entities.

All entities involved in the reorganisation have been under 100% common ownership throughout the relevant period. As such, the reorganisation has been accounted for as a business combination under common control transaction.

Given the nature of the restructuring, as a combination of entities under common control, the Group has presented its consolidated financial statements using the principles of predecessor accounting. Under this basis:

- Assets and liabilities of the acquired entities have been stated at predecessor carrying values. Fair value measurements have not been made;
- No goodwill has been recognised; and
- There were no differences between the consideration given and aggregate carrying value of the assets and liabilities of the acquired entities at the date of the transaction.

The Group has also elected to present the consolidated financial position and results using the retrospective presentation method. Under this method:

- The acquired entities' results and balance sheet have been incorporated as if both entities (acquirer and acquiree) had always been combined.

## 2. Material accounting policy information - continued

### 2.2 Basis of consolidation - continued

On 31 December 2024, the Group acquired the beneficial ownership interest in Pegasus Propco Limited from a related party under common control. Pegasus Propco Limited is a holding company with 10 subsidiaries which are non trading vessel owning entities. As this group does not trade, and primarily just holds assets, this transfer has been treated as an asset transfer. The assets of the Pegasus Propco Limited group were acquired for an agreed value of $197.9 million, comprising vessels, jack-up barges, and other property, plant and equipment. The acquisition was financed through a related party loan balance of $187.0 million and amounts due to a related party of $10.9 million.

### 2.3 Going concern

In preparing the consolidated financial statements, the director has considered the ability of the Group to continue as a going concern and continue to monitor the impact of the challenges in the market demand, liquidity, operations and workforce to inform their decisions for the assessment period of 12 months from the date of the approval of these consolidated financial statements.

The Group demonstrates adaptability and resilience in the current macroeconomic environment, operating effectively, providing chartering and operation of marine vessels, including jack-up barges, primarily supporting offshore energy infrastructure and related marine logistics services to its customers and meeting new client needs, whilst maintaining a healthy working capital position. The Group delivered its period of planned growth, in line with its business plan and underpinned by a number of strategic growth areas, placing the Group in a strong financial position at 31 December 2025, with a high level of liquidity.

In the assessment of going concern, management has considered the economic environment in the markets in which the Group operates. The Group's financial model shows that the position remains manageable in all scenarios with adequate levels of headroom being maintained even in the downside scenario.

The Director has confirmed that there are no material uncertainties that cast doubt on the Group's going concern status and are satisfied that the Group has adequate resources to meet its obligations for the foreseeable future. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

### 2.4 Foreign currencies

In preparing the financial statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate).

## 2. Material accounting policy information - continued

### 2.5 Revenue Recognition

Revenue is recognised in accordance with the provisions of IFRS 15 – Revenue from Contracts with Customers. Revenue is recognised when control of the promised services is transferred to the customer, and it is probable that economic benefits will flow to the Group.

Revenue is measured at the transaction price, which represents the amount of consideration to which the Group expects to be entitled in exchange for the services provided, excluding value-added tax ("VAT") and other sales-related taxes.

Revenue is recognised based on the nature and timing of the services rendered, reflecting the Group's performance obligations under the contract with the customer.

The Group's main revenue streams are as follows:

*(a) Time Charter Revenue*

The Group provides vessels under charter party agreements to customers in the offshore energy and marine logistics sector. Revenue from these contracts is earned based on a daily hire rate and is recognised over time, as the customer simultaneously receives and consumes the benefits of the services provided.

*(b) Mobilisation and Demobilisation Revenue*

Mobilisation and demobilisation services are considered distinct performance obligations when separately identifiable in the contract. Revenue is recognised at a point in time, typically upon completion of the delivery or redelivery of the vessel, in accordance with the contract terms.

*(c) Additional Services and Backcharges including other operating income*

The Group may provide additional services or incur third-party costs in fulfilling customer-specific requirements outside the scope of the original charter agreement.

Where the Group controls the service before it is transferred to the customer, and especially where a markup is applied, these amounts are recognised as revenue.

### 2.6 Expenses

Expenses are recognised on an accrual basis, when goods or services are received, regardless of the timing of payment.

The Group presents expenses in the statement of profit or loss by function, including:

- **Direct costs**: costs directly attributable to the operation and chartering of marine vessels;
- **General and administrative expenses:** costs related to the overall administration of the business, including personnel, office, and professional fees;
- **Finance costs:** primarily comprising borrowing-related costs, if any.

Expenses are presented net of recoverable VAT, where applicable.

## 2. Material accounting policy information - continued

### 2.7 Borrowings

The Group borrowings include a related party loan and a short-term bridge loan, issued for the acquisition of certain marine vessels.

Borrowings are initially recognised at their fair value, net of transaction costs, and are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the effective interest ("EIR") method. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on issuance and fees or costs that are an integral part of the EIR.

Finance costs related to the loans are recorded in the consolidated statement of profit or loss.

### 2.8 Taxation

***Current income tax***

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

***Deferred tax***

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associate, and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

## 2. Material accounting policy information - continued

### 2.8 Taxation - continued

***Deferred tax - continued***

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### 2.9 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditures that are directly attributable to the acquisition of the items.

The carrying amount of any replaced component is derecognised. Subsequent expenditure is capitalised when it enhances the asset’s performance, extends its useful life, or is necessary to maintain the asset in a usable condition and to comply with applicable regulatory requirements. All other repairs and maintenance costs are recognised in the consolidated statement of profit or loss in the period in which they are incurred.

| | |
|---|---|
| ■ Jack-up barges | 40 years |
| ■ Vessels | 25 years |
| ■ Machinery and equipment | 5 years |
| ■ Modular accommodation containers | 20 years |
| ■ Motor vehicles | 5 years |

## 2. Material accounting policy information - continued

### 2.9 Property, plant and equipment - continued

Depreciation is calculated based on remaining useful life of assets from the date of the purchase of these vessels and jack-up barges by the Group. The estimated residual values of vessels and related equipment are determined taking into consideration the expected scrap value of the vessel, which is calculated based on the weight and the market rate of steel at the time of asset purchase. If the price per unit of steel at the balance sheet date varies significantly from that on date of purchase, the residual value is reassessed to reflect changes in market value. The estimated useful life depends on the type and nature of the vessel. The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any depreciation related to the assets that have been transferred during the year in relation to the reorganisation have also been transferred.

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any depreciation related to the assets that have been transferred during the year in relation to the reorganisation have also been transferred.

Assets in the course of construction are capitalised and carried at cost as capital work-in progress. The asset under construction is transferred to the appropriate category in vessels, plant and equipment when available for use. All costs directly attributable to bringing the asset to the location and condition necessary for it to be used in the manner intended by management are included in the construction cost. No depreciation is charged on such assets until available for use. Capital work-in-progress is stated at cost. When commissioned, capital work-in-progress is transferred to the appropriate property and equipment category and depreciated in accordance with Group's policy.

Gains and losses arising on disposal of property and equipment are determined by comparing the proceeds with the carrying amounts and are recognised in the consolidated statement of profit or loss.

The Group leases land for the development of its industrial yard in Industrial City of Abu Dhabi ("ICAD"), Mussaffah, Abu Dhabi. Until the yard becomes operational, all land-lease payments are capitalised as capital work in progress (“CWIP”), as they relate directly to preparing the site for its intended use. Once the yard is ready for use, the land lease will be accounted for in accordance with IFRS 16. At that point, a right-of-use asset will be recognised and depreciated over the lease term, together with the recognition of a corresponding lease liability.

### 2.10 Capital work-in-progress

Capital work-in-progress is included in property, plant and equipment at cost. Capital work-in-progress is transferred to the appropriate asset category and depreciated in accordance with the Group’s policies when construction of the asset is completed and the asset is commissioned and available for use.

### 2.11 Cash and cash equivalents

Cash and cash equivalents as referred to in the cash flow statement comprises cash on hand, non–restricted current accounts with central banks and amounts due from banks on demand or with an original maturity of three months or less.

## 2. Material accounting policy information - continued

### 2.12 Due from/to related parties

Amounts due from or to related parties are measured at amortised cost. The Group has assessed and concluded that the amounts owed by subsidiaries will be fully recovered. Therefore, credit losses are considered to be immaterial.

### 2.13 Financial assets

*(a) Classification*

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); or

- Those to be measured at amortised cost.

By default, all other financial assets are measured subsequently at fair value through profit or loss ("FVTPL"). Despite the foregoing, the Group may make the following irrevocable election / designation at initial recognition of a financial asset:

- The Group may irrevocably elect to present subsequent changes in fair value of an equity investment in profit & loss and other comprehensive income if certain criteria are met.

- The Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

The Group classifies its financial assets as those measured at amortised cost. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in income or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

*(b) Recognition and derecognition*

Regular purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

*(c) Measurement*

*Financial instruments at FVTPL:*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

## 2. Material accounting policy information - continued

### 2.13 Financial assets - continued

*(c) Measurement - continued*

*Financial instruments at FVTPL: - continued*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically: - continued

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called ‘accounting mismatch’) that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Interest income from these financial assets is included in finance income using the effective interest rate method. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

*Expected credit losses (ECL)*

The Group recognises loss allowances for ECLs on financial assets measured at amortised cost and bank balances. The Group measures loss allowances at an amount equal to lifetime ECLs, except for bank balances for which credit risk has not increased significantly since initial recognition.

Loss allowances for trade receivables and due from related parties are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort.

This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information. The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

### 2.14 Financial liabilities

All financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non cash assets transferred or liabilities assumed) is recognised in profit or loss.

## 2. Material accounting policy information - continued

### 2.14 Financial liabilities - continued

Financial liabilities are classified as measured at amortised cost. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### 2.15 Trade and other receivables

Trade and other receivables include prepayments and trade receivables, which are carried at amounts expected to be received whether through cash or services less provision for any uncollectible amounts as per the expected credit loss model. Trade receivables are amounts due from customers for services performed in the ordinary course of business.

### 2.16 Trade and other payables

Trade and other payables are financial liabilities with fixed or determinable values that are not quoted in an active market. They arise when the Group either receives services from another entity or purchases any security the settlement of which remains outstanding as at the financial position date. Payables are recognised initially at fair value less transaction costs, if any.

These are subsequently measured at amortised cost using the effective interest method. Given the nature of payables, however, and the short length of time involved between their origination and settlement, their amortised cost is the same as their fair value at the date of origination.

### 2.17 Share capital

Ordinary shares are classified as equity.

### 2.18 Value Added Tax ("VAT")

Expenses and assets are recognised net of the amount of VAT, except:

- When VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

- When receivables and payables are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

### 2.19 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

## 2. Material accounting policy information - continued

### 2.20 Inventories

Inventories are stated at the lower of cost and net realisable value and are held for consumption in the vessels. Inventories consist of bunkers, lubes, raw materials, finished goods and spare parts. Cost of lubes, raw materials, finished goods and spare parts are determined using the weighted average method. Fuel inventory will be evaluated based on the published prices of ADNOC Logistics & Services as a price reference. Net realisable value is based on estimated selling price less any further costs expected to be incurred on disposal.

### 2.21 Provision for employees' end of service benefit

Provision is made for employees based in the UAE for the estimated liability relating to their entitlement to annual leave and leave passage arising from services rendered up to the end of the reporting date. A provision is also recognised for the full amount of end-of-service benefits due to non-UAE nationals, in accordance with Section 59 of the ADGM Employment Regulations 2019 and is presented as a non-current liability in the consolidated statement of financial position.

### 2.22 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Group, which does not have recent third-party financing, and

## 2. Material accounting policy information - continued

### 2.22 Leases - continued

To determine the incremental borrowing rate, the Group: - continued

- makes adjustments specific to the lease, e.g. term, country, currency and security.

Potential future increases in variable lease payments based on an index or rate are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to consolidated statement of profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

*Extension and termination options*

Extension and termination options are included in the lease. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The extension and termination option held are exercisable by mutual consent of the Group and respective lessor.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

### 2.23 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to its shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists solely of equity contributed by the shareholder, interest bearing loan due to a related party and non- interest-bearing amounts due to related parties, which are repayable on demand.

## 2. Material accounting policy information - continued

### 2.23 Capital risk management - continued

The Group is not subject to any externally imposed capital requirements and does not maintain any gearing or leverage targets. The capital structure is reviewed periodically based on the funding needs of the business.

### 2.24 Fair Value Estimation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

*Other operating income*

The Group has not made any investments hence no fair value estimation is required.

The fair value of all other financial assets and financial liabilities approximates the carrying values in the consolidated statement of financial position as of 31 December 2025 and 31 December 2024.

## 3. Critical accounting judgements and estimates

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on management's experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Management also makes certain judgements, apart from those involving estimations, in the process of applying accounting policies.

Judgements that have the most significant effect on the amounts recognised in the consolidated financial statements and estimates that can cause a significant adjustment to the carrying amount of assets and liabilities include:

### 3.1 Expected credit loss provisions

In determining the expected credit losses, the Group makes the following judgments and estimates:

*Significant increase in credit risk ("SICR")*

In assessing whether a significant increase in credit risk ("SICR") has occurred for an exposure since initial recognition, the Group considers both quantitative and qualitative information and analysis. In doing so, the Group makes judgements about the appropriate indicators used as SICR triggers. The triggers that the Bank has determined as appropriate include the 30-day backstop, movement in PD and other qualitative factors, such as moving a customer/facility to the watch list, or the account becoming forborne.

*Definition of Default*

Significant judgement exists with regards to when an asset is considered to have defaulted, and the resulting definition of default against which parameters of ECL model such as PD, LGD and EAD are evaluated.

*Post-model adjustments*

In assessment of expected credit loss allowance for loans at amortised cost the Group applies post-model adjustments (management overlays) to provide an additional buffer to mitigate potential adverse impacts arising from prevailing macroeconomic and geopolitical uncertainties that the ECL impairment model may not fully capture.

## 3. Critical accounting judgements and estimates - continued

### 3.1 Expected credit loss provisions - continued

In determining the expected credit losses, the Group makes the following judgments and estimates: - continued

*Other estimates in the determination of ECL include:*

Development of ECL models, including the segmentation of products, the various formulas and the choice of inputs, for example which inputs are relevant for the particular exposures in particular shipping segment.

*Estimated Useful lives of Property, plant and equipment*

The Group management determines the estimated useful lives of its Property, plant and equipment for calculating depreciation. The cost of Property, plant and equipment is depreciated over the estimated useful life, which is based on the expected usage of the asset, expected physical wear and tear, and the repairs and maintenance program and the residual value. The Group reviews the estimated useful life of Property, plant and equipment at the end of each reporting period. The management has not considered any residual value as it is deemed immaterial.

### 3.2 Determination of functional currency

In preparing the financial statements, management is required to make judgments regarding the functional currency of each subsidiary of the Group. The functional currency is the currency of the primary economic environment in which the Group’s subsidiaries operate, and it reflects the currency that influences the Group’s financial transactions, costs and financing activities. Management has assessed the primary economic environment in which its entities operate and has determined that the functional currency for the Company and each of its subsidiaries is United States Dollars ("USD"). Management continually evaluates the appropriateness of the functional currency and will reassess this judgment if there are significant changes in the underlying economic factors or the nature of the Group's subsidiaries operations.

### 3.3 Impairment of trade receivables and amounts due from related parties

The Group makes an estimate of the recoverable value of trade receivables and due from related parties. When assessing impairment of trade receivables and due from related parties, management considers factors including the current credit rating of the debtor, the ageing profile of the debtors and historical experience.

### 3.4 Discounting of lease payments

The lease payments are discounted using the incremental borrowing rate ("IBR"), which is equal to 6%, due to the absence of implicit rates in the lease contracts.

Management has applied judgments and estimates to determine the IBR at the commencement of lease, using borrowing rates that certain financial institutions would charge the Group against financing the different types of assets it leased over different terms and different ranges of values. All the leases are present in the UAE and accordingly no adjustment for the economic environment was deemed required.

## 4. Subsidiaries

The Group's direct and indirect subsidiaries as at 31 December 2025 and 31 December 2024 are listed below. Unless otherwise indicated, each subsidiary has share capital comprising solely of ordinary shares held directly or indirectly by the Group. The Group's ownership interest in each subsidiary is equal to its voting rights. The country of incorporation or registration also represents the subsidiary's principal place of business.

| Name and registered address | Principal activity | Country of incorporation | Proportion of beneficial ownership Interest 2025 | Proportion of beneficial ownership Interest 2024 |
|---|---|---|---|---|
| ***Direct subsidiaries*** | | | | |
| HEA Energy Opco Limited (formerly HEA Energy Holdings Limited) Workspace 3, Floor 18, AI Khatem Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE | Chartering and operation of marine vessels, including jack-up barges, primarily supporting offshore energy infrastructure and related marine logistics services | United Arab Emirates | 100% | 100% |
| HEA 1 Industrial Construction of Drilling Platforms Floating or Submersible – L.L.C Musaffah, ICAD 2, (352MR2A), Abu Dhabi, UAE | Pipe Systems Manufacturing and Construction of Drilling Platforms, Floating or Submersible | United Arab Emirates | 100% | 100% |
| Pegasus Propco Limited Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Holding company and Asset Owning | Cayman Islands | 100% | 100% |
| Novastar Energy Holdings Limited C/O Csc Cls (Uk) Limited 5 Churchill Place, 10th Floor, London, United Kingdom, E14 5HU | Chartering and operation of marine vessels, including jack-up barges | United Kingdom | 100% | 100% |
| ***Indirect subsidiaries*** | | | | |
| Pegasus JB 1 Limited Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |

## 4. Subsidiaries - continued

| Name and registered address | Principal activity | Country of incorporation | Proportion of beneficial ownership Interest 2025 | Proportion of beneficial ownership Interest 2024 |
|---|---|---|---|---|
| ***Indirect subsidiaries - continued*** | | | | |
| Pegasus JB 2 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus JB 3 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus JB 4 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus JB 5 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus JB 6 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | – |
| Pegasus JB 7 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | – |
| Pegasus JB 8 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | – |
| Pegasus JB 9 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | – |

**4. Subsidiaries - continued**

| **Name and registered address** | **Principal activity** | **Country of incorporation** | **Proportion of beneficial ownership Interest 2025** | **Proportion of beneficial ownership Interest 2024** |
|---|---|---|---|---|
| ***Indirect subsidiaries - continued*** | | | | |
| Pegasus OCV 2 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | – |
| Pegasus FT1 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus FT2 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus FT3 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus FT4 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| Pegasus FT5 Limited<br>Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY 1-9008, Cayman Islands | Asset Owning | Cayman Islands | 100% | 100% |
| HEA Energy Europe ApS<br>C/O CSC (Denmark) ApS, Sundkrogsgade 21, 2100 Copenhagen Ø, Denmark | Commercial development, bid and tender support, project management and related administrative services for offshore and shipping projects in Europe | Denmark | 100% | – |

## 4. Subsidiaries - continued

As at 31 December 2025, the following special purpose vehicles ("SPVs") hold marine units: Pegasus JB 1 Limited, Pegasus JB 2 Limited, Pegasus JB 3 Limited, Pegasus JB 4 Limited, Pegasus JB 5 Limited, Pegasus JB 7 Limited, Pegasus FT2 Limited and Pegasus FT3 Limited. The remaining SPVs did not hold marine units as at the reporting date and are maintained for future asset holding and operational purposes.

These financial statements consolidate the results and financial position of the Group, including all subsidiary undertakings which are listed above. Therefore, the investments in subsidiaries, including the additions during the year and prior period have all been eliminated on consolidation.

## 5. Revenue

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | **$** | **$** |
| Revenue from chartered jack-up barges | 123,160,175 | 63,317,636 |
| Revenue from oil sale | 488,861 | 766,769 |
| Other operating revenue | 2,929,206 | 1,501,666 |
| **Total revenue** | **126,578,242** | **65,586,071** |

Timing of revenue:

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| **Timing of revenue recognition:** | **$** | **$** |
| Services transferred over time | 113,225,686 | 50,969,280 |
| Services transferred at a point in time | 13,352,556 | 14,616,791 |
| **Total revenue** | **126,578,242** | **65,586,071** |

Information regarding geographic areas:

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| **Geographical markets:** | **$** | **$** |
| UAE and Middle East | 68,917,867 | 8,921,479 |
| Other Regions | 57,660,375 | 56,664,592 |
| **Total revenue** | **126,578,242** | **65,586,071** |

## 6. Direct operating costs

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Crew and crew related cost | 14,811,149 | 9,496,064 |
| Depreciation on assets (Note 14) | 12,387,307 | - |
| Other direct operating expenses | 7,437,849 | 7,336,989 |
| Mobilization cost | 6,513,555 | 5,694,103 |
| Catering and food provision | 6,449,312 | 2,814,856 |
| Repair and Maintenance | 3,976,563 | 1,355,411 |
| Fuel | 1,118,539 | 2,437,467 |
| Communication | 740,216 | 578,940 |
| Vessel insurance | 661,040 | 798,214 |
| Hire charges - bareboat charter | - | 13,299,130 |
| Demobilization | - | 1,947,123 |
| **Total** | **54,095,530** | **45,758,297** |

In the prior period, the Group incurred bareboat charter hire charges of $13.3 million in respect of vessels/barges chartered from Pegasus First Holdings Limited, a related party outside the HEA Energy TopCo Limited Group. Accordingly, these costs were recognised within direct operating expenses in the consolidated financial statements.

In the prior period and current year the group has benefited from the use of certain vessels/ barges owned by the Pegasus first holding limited without incurring a charter hire cost for same of the period.

## 7. Staff costs

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| *Analysed as:* | | |
| Salaries and allowances (direct hire and sub-contracted) | 3,668,588 | 1,486,334 |
| Medical Insurance | 120,211 | 48,763 |
| Employees' end of service benefits (Note 20) | 145,918 | 62,900 |
| Other benefits | 259,343 | 115,270 |
| **Total staff costs** | **4,194,060** | **1,713,267** |

The closing number of employees, including the director, as at 31 December 2025 was as follows:

| | 2025 Number | 2024 Number |
|---|---|---|
| Executive officers | 4 | 4 |
| Technical staff and intermediate managers | 13 | 13 |
| Administrative staff | 5 | 3 |
| **Total employees** | **22** | **20** |

## 8. Key management and director's remuneration

The Group's key management personnel consist of one individual who received remuneration during the reporting year and prior period.

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Remuneration to the key management personnel (Note 24) | 326,753 | 136,147 |
| **Total remuneration** | **326,753** | **136,147** |

## 9. Auditors' remuneration

Auditor's remuneration is included within General and administrative expenses and comprises:

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Fees payable to the entity's auditors for the audit of the entity's financial statements | 50,500 | 41,600 |
| Fees payable to the entity's auditors for the audit of the subsidiaries' financial statements | 117,064 | 55,400 |
| **Total auditors' remuneration for the Group** | **167,564** | **97,000** |

No services were provided pursuant to contingent fee arrangements.

## 10. General and administrative expenses

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Office expenses | 1,076,485 | 901,416 |
| Legal and professional services | 629,099 | 444,152 |
| Depreciation on property and equipment (Note 14) | 17,127 | 731 |
| Bank charges | 1,089 | 119 |
| Strategic management and support fee (Note 24) | - | 377,811 |
| Management fees (Note 24) | - | 817,651 |
| **Total** | **1,723,800** | **2,541,879** |

During 2024, the Group incurred charges from related parties for the provision of strategic, administrative, and operational support services (see Note 24). No such costs were incurred in 2025.

## 11. Interest income

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Interest income from deposits | 413,846 | 224,243 |
| Interest income from interest bearing accounts | 8,526 | 94,388 |
| **Total** | **422,372** | **318,631** |

## 12. Finance costs

| | Year ended 31 Dec 2025 | Period ended 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Interest expense on related party loan | (25,911,205) | (359,719) |
| Loan arrangement fees | (1,000,000) | - |
| Interest expense on lease liabilities (Note 15) | (762,870) | (842,641) |
| Interest expense on bridge loan | (49,614) | - |
| Bank charges | (515) | - |
| **Total** | **(27,724,204)** | **(1,202,360)** |

The increase in finance costs during the current year is primarily attributable to interest incurred on loans obtained from a related party during 2025. See note 22.

## 13. Income tax expense

**(a) Income tax -** UAE Corporate Tax Law

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax (CT) regime in the UAE. The CT regime has become effective for accounting periods beginning on or after 1 June 2023. The Cabinet of Ministers Decision No. 116 of 2022 (widely accepted to be effective from 16 January 2023) specified the threshold of taxable income to which the 0% UAE CT rate would apply, and above which the 9% UAE CT rate would apply. It is widely considered that this would constitute ‘substantive enactment’ of the UAE CT Law for the purposes of IAS 12, the objective of which is to prescribe the basis for accounting for Income Taxes.

Current taxes should be measured at the amount expected to be paid to or recovered from the tax authorities by reference to tax rates and laws that have been enacted or substantively enacted, by the end of the any reporting period.

Since the Company operates in a Free Zone, it has conducted an impact assessment for corporate income tax liability for the year ending 2024 and has identified itself as a Qualifying Free Zone Person. Accordingly, it will benefit from the preferential tax rate of 0% on Qualifying income in accordance with the provisions of Article 18 (read in conjunction with Cabinet Decision No. 100 of 2023 and Ministerial Decision No. 229) and Article 3 of the UAE CT Law.

Management believes that the Company is eligible for Free Zone exemption under the UAE corporate tax law, as it is complying with all the conditions of Free Zone exemption specified in Article 18 of 2023 and its operations align with the exemption criteria established for free zone entities.

Accordingly, the qualifying income of the Company will be subject to 0% Corporate tax rate in the UAE and no current and deferred tax has been accounted for in the current reporting period.

## 13. Income tax expense - continued

The major components of income tax expense for the year ended 31 December 2025:

**Consolidated statement of profit or loss**

The major components of income tax expense for the year ended 31 December 2025 and period ended 31 December 2024:

| | **Year ended 31 Dec 2025** | **Period ended 31 Dec 2024** |
|---|---|---|
| Current income tax: | **$** | **$** |
| - At 1 January 2025 | 326,529 | - |
| - Current corporate tax expense for the year/period | 1,616,053 | 326,529 |
| - Payment during the year/period | (268,891) | - |
| **Income tax expense reported in the consolidated statement of financial position** | **1,673,691** | **326,529** |

***Tax reconciliation:***

| | | |
|---|---|---|
| **Profit before tax** | **38,829,378** | **13,804,790** |
| **Adjustments** | | |
| At United Arab Emirates' statutory income tax rate of 0% (Qualifying Free Zone Person) | - | - |
| Effect of other jurisdiction taxes | 1,329,871 | 268,705 |
| Effect of other UAE entity | 285,265 | 57,639 |
| Effect of disallowable expenditure | 917 | 185 |
| **Income tax on profits** | **1,616,053** | **326,529** |
| **Effective Tax Rate ("ETR")** | **4%** | **2%** |

***Factors that may affect future tax charges***

The Organisation for Economic Co-operation and Development (OECD) has issued the Global Anti-Base Erosion ("GloBE") Model Rules, which mandate a minimum tax rate of 15% per jurisdiction (Pillar Two). Various countries have either enacted or are in the process of enacting tax legislation to fully or partially comply with Pillar Two. The United Arab Emirates, where the Group's Ultimate Parent Entity is situated, has substantively enacted the Cabinet Decision No. 142 of 2024 on the Imposition of Top-up Tax on Multinational Enterprises. The Group doesn't fall within the scope of these rules as the Group's consolidated revenues are less than EUR 750 million.

## 14. Property, plant and equipment

***Reconciliation of carrying value***

| | Jack up Barges | Vessels | Modular Accommodation Containers | Motor Vehicles | Capital Work in progress | Total |
|---|---|---|---|---|---|---|
| **Cost** | **$** | **$** | **$** | **$** | **$** | **$** |
| As at 1 January 2025 | 181,538,042 | 14,000,001 | 2,389,658 | 21,919 | 13,849,671 | 211,799,291 |
| Additions - new assets | 140,000,000 | 65,500,000 | 6,054,329 | 101,986 | 5,807,651 | 217,463,966 |
| Additions - capitalised expenditure | 8,236,897 | 2,383,713 | - | - | - | 10,620,610 |
| **At 31 December 2025** | **329,774,939** | **81,883,714** | **8,443,987** | **123,905** | **19,657,322** | **439,883,867** |
| **Accumulated depreciation** | | | | | | |
| As at 1 January 2025 | - | - | - | - | - | - |
| Depreciation charge for the | (10,111,146) | (2,023,312) | (252,849) | (17,127) | - | (12,404,434) |
| **At 31 December 2025** | **(10,111,146)** | **(2,023,312)** | **(252,849)** | **(17,127)** | **-** | **(12,404,434)** |
| **Net book value** | | | | | | |
| **At 31 December 2025** | **319,663,793** | **79,860,402** | **8,191,138** | **106,778** | **19,657,322** | **427,479,433** |
| At 31 December 2024 | 181,538,042 | 14,000,001 | 2,389,658 | 21,919 | 13,849,671 | 211,799,291 |

Capital Work in Progress ("CWIP") represents the development costs related to the construction of the Group's fabrication and maintenance yard located in Industrial City of Abu Dhabi ("ICAD"). The project is being developed and recorded in the books of HEA 1 Industrial Construction of Drilling Platforms Floating or Submersible – L.L.C, a subsidiary within the Group.

The CWIP balance includes expenditures incurred on site development, infrastructure works, and related construction activities. Upon completion and readiness for use, the cost will be transferred to the appropriate asset category (such as buildings, leasehold improvements, or infrastructure) and depreciated over its estimated useful life in accordance with IAS 16 - Property, Plant and Equipment.

During 2025, several marine assets namely HEA Survey, HEA Al Sarab, HEA Oceanic, and HEA Titan were transferred to the Group from Pegasus First Holdings Limited, a related party, at an aggregate agreed-upon price of $205.5 million.

## 14. Property, plant and equipment - continued

During 2024, the Group undertook a comprehensive legal and operational reorganisation. As part of this process, several marine assets, specifically HEA Kraken, HEA Leviathan, HEA Hydra, and HEA Atlas and Dry docks and Modular Accommodation Containers, were transferred on 31 December 2024 to the Group at an agreed-upon price from related parties, amounting to $197.9 million.

## 15. Right-of-use assets and lease liabilities

### Group as a lessee

The Group leases leasehold land under non-cancellable lease agreements with an average remaining lease term of approximately 16 years. In accordance with IFRS 16 Leases, the Group recognises a right-of-use ("ROU") asset and a corresponding lease liability at the commencement date of each lease.

### (a) Right-of-use assets

| | **2025** | **2024** |
|---|---|---|
| | **$** | **$** |
| At 1 January 2025 | 13,294,510 | - |
| Additions related to land lease | - | 14,125,417 |
| Depreciation charge during the year | (761,665) | (830,907) |
| **At 31 December 2025** | **12,532,845** | **13,294,510** |

### (b) Impact on consolidated statement of profit or loss

| | **2025** | **2024** |
|---|---|---|
| | **$** | **$** |
| Depreciation charge for the year | 761,665 | 830,907 |
| Interest on lease liabilities | 762,870 | 842,641 |
| **At 31 December 2025** | **1,524,535** | **1,673,548** |

### (c) Lease liabilities - movement

| | **2025** | **2024** |
|---|---|---|
| | **$** | **$** |
| At 1 January 2025 | (13,945,883) | - |
| Additions during the year | - | (14,125,417) |
| Interest on lease liabilities | (762,870) | (842,641) |
| Payments during the year | 930,705 | 1,022,175 |
| **At 31 December 2025** | **(13,778,048)** | **(13,945,883)** |

### (d) Lease liabilities - classification

| | **2025** | **2024** |
|---|---|---|
| | **$** | **$** |
| Current | (235,172) | (183,554) |
| Non-current | (13,542,876) | (13,762,329) |
| **At 31 December 2025** | **(13,778,048)** | **(13,945,883)** |

## 15. Right-of-use assets and lease liabilities - continued

### (e) Lease liabilities - maturity analysis

| | 2025 | 2024 |
|---|---|---|
| | $ | $ |
| Maturity Analysis - contractual undiscounted cashflows | | |
| Not later than 1 year | (1,059,217) | (1,191,850) |
| Later than 1 year and not later than 5 years | (4,721,490) | (5,604,171) |
| Later than 5 years | (16,172,849) | (16,172,849) |
| **Total undiscounted cashflows** | **(21,953,556)** | **(22,968,870)** |

HEA 1 Industrial Construction of Drilling Platforms Floating or Submersible – L.L.C, a subsidiary of the Group, entered into a 17 year lease agreement for the yard located in the Industrial City of Abu Dhabi ("ICAD"), commencing in February 2024. The lease provides the subsidiary with long-term access to land for operational and development purposes and does not contain any purchase option at the end of the lease term. The lease liability has been measured using the Group's incremental borrowing rate of 6%.

The Group does not face a significant liquidity risk with regard to its liabilities. Lease liabilities are monitored within the Group's finance function.

## 16. Inventories

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| **Current:** | $ | $ |
| Spare Parts and Equipment Inventory | 1,671,464 | 1,734,249 |
| Fuel Inventory | 470,444 | 288,771 |
| Lubricants Inventory | 91,154 | 44,215 |
| **Total** | **2,233,062** | **2,067,235** |

## 17. Trade and other receivables

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| **Current:** | $ | $ |
| Trade receivables | 59,095,887 | 13,489,191 |
| Advances | 1,380,174 | 10,674 |
| Prepayments | 357,520 | 1,744,391 |
| Other receivables | 4,553 | - |
| Accrued income | 842,083 | - |
| VAT receivable | 323,124 | - |
| **Total** | **62,003,341** | **15,244,256** |

Trade receivables are unsecured and interest-free and have an average credit period of 30–60 days. Prepayments and advances represent amounts paid to suppliers in the normal course of business.

Trade receivables are presented net of an allowance for expected credit losses of $0.2 million (2024: $nil). The net impairment loss recognised on trade receivables during the year and charged to the consolidated statement of profit or loss amounted to $0.2 million (2024: $nil).

## 17. Trade and other receivables - continued

***Trade Receivables Ageing***

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Current (not yet due) | 22,119,634 | 12,616,285 |
| 1-45 Days | 17,536,321 | 813,544 |
| 46-90 Days | 9,126,202 | - |
| 91-360 Days | 10,438,705 | 59,362 |
| > 360 Days | 167,834 | - |
| **Total trade receivables** | **59,388,696** | **13,489,191** |

## 18. Bank balances and term deposits

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| Fixed deposits | - | 62,750,000 |
| Cash at bank | 4,677,552 | 6,340,567 |
| Cash in hand | 94,034 | 115,737 |
| **Total cash and cash equivalents** | **4,771,586** | **69,206,304** |
| Add: deposit with original maturity of more than three months | 66,259 | - |
| **Total bank balances and term deposits** | **4,837,845** | **69,206,304** |

The rate of interest on deposits held during the year ended 31 December 2025 ranged from 3.2% to 4.5% (2024: 0.05% to 5.45%) per annum. Cash and deposits with banks include fixed deposits amounting to $0.01 million (2024: $62.7 million), held with First Abu Dhabi Bank, with a maturity period of one year from the date of placement.

The Group held cash and cash equivalent with financial institutions that are rated at least AA- to A based on rating agency ratings. Accordingly, the ECL provision amount calculated by applying the general approach is considered to be immaterial.

## 19. Trade and other payables

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| **Current:** | $ | $ |
| Accrued expenses | (9,142,825) | (1,424,305) |
| Trade payables | (44,503,997) | (1,823,398) |
| Other payables | (194,463) | (49,131) |
| VAT payable | - | (145,501) |
| **Total** | **(53,841,285)** | **(3,442,335)** |

The average credit period for trade payables is 30-90 days. No interest is charged on the trade payables.

## 20. Provision for employees' end of service benefits

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| **Non-current:** | **$** | **$** |
| At 1 January 2025 | (62,900) | - |
| Charge for the year (Note 7) | (145,918) | (62,900) |
| Payments | 4,851 | - |
| **At 31 December 2025** | **(203,967)** | **(62,900)** |

## 21. Borrowings

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| **Non-current:** | **$** | **$** |
| Bridge loan facility | (98,049,614) | - |
| **Total** | **(98,049,614)** | **-** |

The Bridge loan was provided to the Group by Goldman Sachs Bank USA on 29 December 2025 for an amount of $100 million with a maturity of 13 months. The loan is payable in one tranche and bears interest at the rate of 2.75% + SOFR with an interest rate step up to 4.00% from 1 July 2026 with a quarterly step up of 0.5%. The Bridge loan includes two extension options, with the First Extended Termination Date falling 19 months after 29 December 2025 and the Second Extended Termination Date falling 24 Months after 29 December 2025.

The accrued interest on the Bridge loan during the year was $49,614 (2024: $nil).

The Facility is secured by a comprehensive security package including guarantees from certain group entities and security over substantially all assets of the obligor group.

## 22. Loans from related parties

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| **Non-current - Principal amount** | **$** | **$** |
| Loans from related parties (Note 24) | (392,500,000) | (238,552,313) |
| **Total** | **(392,500,000)** | **(238,552,313)** |

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| **Non-current - Accrued interest on principal amount** | **$** | **$** |
| Interest on Loans from related parties (Note 24) | (25,421,958) | - |
| **Total** | **(25,421,958)** | **-** |
| **Total loans and interest payable to related parties** | **(417,921,958)** | **(238,552,313)** |

On 30 September 2025, a loan amounting to $205.5 million was granted by Pegasus First Holdings Limited in connection with the transfer of vessels and jack-up barges to the Group at an agreed-upon price from related parties, as disclosed in Note 14. The loan carries a five-year term and bears interest at an annual rate of 10.5%. Interest will accrue over the duration of the loan and is payable in full upon maturity.

## 22. Loans from related parties - continued

On 31 December 2024, a loan amounting to $187 million was granted by Pegasus First Holdings Limited in connection with the transfer of vessels and jack-up barges to the Group at an agreed-upon price from related parties, as disclosed in Note 14. The loan carries a five-year term and bears interest at an annual rate of 10.5%. Interest will accrue over the duration of the loan and is payable in full upon maturity.

On 18 November 2024, a loan amounting to $51.6 million was granted by HEA Investments. The loan carries a five-year term and bears interest at an annual rate of 10.5%. Interest will accrue over the duration of the loan and is payable in full upon maturity. The loan principal amount of $51.6 million, together with all accrued interest of $0.5 million, was fully repaid by the Group during 2025.

## 23. Share capital

| | 31 Dec 2025 | 31 Dec 2024 |
|---|---|---|
| | $ | $ |
| **Authorised** | | |
| 10,000 Ordinary shares of $1 each | 10,000 | 10,000 |
| **Total authorised share capital** | **10,000** | **10,000** |
| | | |
| **Issued and fully paid** | | |
| On 31 December 2024 and 1 January 2025, 10,000 ordinary shares of $1.00 each | 10,000 | 10,000 |
| **At 31 December 2025, 10,000 ordinary shares of $1.00 each** | **10,000** | **10,000** |

The Company has one class of ordinary shares which carries no right to fixed income. There are no restrictions on the distribution of dividends or the repayment of capital.

## 24. Related party transactions and balances

The Company has no immediate and ultimate parent company. The ultimate controlling party is Hassan Elali.

The following table provides the total amount of transactions and balances that have been entered into with related parties for the financial year and prior period.

| | Transactions with related parties (Net) | Amounts owed by related parties (Net) | Amounts owed to related parties (Net) |
|---|---|---|---|
| | 31 Dec 2025 | 31 Dec 2025 | 31 Dec 2025 |
| *Consolidated statement of profit or loss* | $ | $ | $ |
| Cost recharges from related parties (Note 12) | 1,000,000 | - | - |
| Key management compensation (Note 8) | 326,753 | - | - |
| | | | |
| *Consolidated statement of financial position* | | | |
| Due from related parties (sister companies) | - | 127,083,623 | - |

| | Loan principal | Interest |
|---|---|---|
| | 31 Dec 2025 | 31 Dec 2025 |
| *Related parties:* | $ | $ |
| Loans from related parties (Note 22) | (392,500,000) | (25,421,958) |

## 24. Related party transactions and balances - continued

| | Transactions with related parties (Net) | Amounts owed by related parties (Net) | Amounts owed to related parties (Net) |
|---|---|---|---|
| | **31 Dec 2024** | **31 Dec 2024** | **31 Dec 2024** |
| *Consolidated statement of profit or loss* | **$** | **$** | **$** |
| Cost recharges from related parties (Note 6) | 13,299,130 | - | - |
| Key management compensation (Note 8) | 136,147 | - | - |
| General and administrative expenses (Note 10) | 1,195,462 | - | - |
| *Consolidated statement of financial position* | | | |
| Due to related parties (sister companies) | - | - | (41,793,375) |

| | Loan principal | Interest |
|---|---|---|
| | **31 Dec 2024** | **31 Dec 2024** |
| *Related parties:* | **$** | **$** |
| Loans from related parties (Note 22) | (238,552,313) | - |

In the current and prior period, the Group has acquired vessels and jack-up barges with a total value of $403.4 million (see Note 14) from a related party under common control, Pegasus First Holdings Limited. The acquisition were financed through (i) a loan consideration of $205.5 million (2024: $187.0 million) (see note 22) and (ii) related party balances amounting to $10.9 million.

Balances and transactions between the Group and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

During the year, the Group entered into transactions in the ordinary course of business, with related parties. No guarantees have been given or received. Due from related parties receivables and due to related party payables are payable on demand, unsecured and have no interest charge. The Group assessed the expected credit loss provision on these due from related party receivables is insignificant.

During the year and prior period, the Group received certain services and benefits from its related party, Pegasus First Holdings Limited, including support and cost coverage relating to bareboat or management charges, for which no charge was levied. The arrangement is in accordance with mutually agreed terms between the parties.

The loans issued mature in 2029/2030, are denominated in United State dollars, and carry a nominal interest rate of 10.5%. Refer to Note 22 for further details.

Remuneration of key management personnel is disclosed in Note 8.

## 25. Financial instruments

The Group's principal financial instruments comprise of cash, amounts owed to related parties and accruals. The main purpose of these financial instruments is to finance the Group's operations which consist of direct investment in equity of the group companies as well as inter-company balance provisions to same group companies.

Financial instruments are initially measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

## 25. Financial instruments - continued

***Group financial assets and liabilities by category:***

| | Financial assets measured at amortised cost | Total carrying amount |
|---|---|---|
| | $ | $ |
| **As at 31 December 2025** | | |
| Trade and other receivables (excluding advances, VAT receivable and prepayments) (Note 17) | 59,942,523 | 59,942,523 |
| Cash and cash equivalents (Note 18) | 4,771,586 | 4,771,586 |
| Due from related parties (Note 24) | 127,083,623 | 127,083,623 |
| **Total Financial assets** | **191,797,732** | **191,797,732** |

| | Financial liabilities measured at amortised cost | Total carrying amount |
|---|---|---|
| | $ | $ |
| **As at 31 December 2025** | | |
| Lease liabilities (Note 15) | (13,778,048) | (13,778,048) |
| Trade and other payables (Note 19) | (53,841,285) | (53,841,285) |
| Borrowings (Note 21) | (98,049,614) | (98,049,614) |
| Loans from related parties (Note 22) | (417,921,958) | (417,921,958) |
| **Total Financial liabilities** | **(583,590,905)** | **(583,590,905)** |

| | Financial assets measured at amortised cost | Total carrying amount |
|---|---|---|
| | $ | $ |
| **As at 31 December 2024** | | |
| Trade and other receivables (excluding advances, VAT receivable and prepayments) (Note 17) | 13,489,191 | 13,489,191 |
| Cash and cash equivalents (Note 18) | 69,206,304 | 69,206,304 |
| **Total Financial assets** | **82,695,495** | **82,695,495** |

## 25. Financial instruments - continued

***Group financial assets and liabilities by category: - continued***

| | Financial liabilities measured at amortised cost | Total carrying amount |
|---|---|---|
| | $ | $ |
| **As at 31 December 2024** | | |
| Lease liabilities (Note 15) | (13,945,883) | (13,945,883) |
| Trade and other payables (Note 19) | (3,442,335) | (3,442,335) |
| Loans from related parties (Note 22) | (238,552,313) | (238,552,313) |
| Due to related parties (Note 24) | (41,793,375) | (41,793,375) |
| **Total Financial liabilities** | **(297,733,906)** | **(297,733,906)** |

**Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group reviews and agrees policies for managing each of these risks and these policies are summarised below:

**(a) Market risk**

The Group's management reviews and agrees policies for managing each of these risks which are summarised below:

**i) Currency risk**

The Group does not have any significant foreign currency exposure, as a significant proportion of the receivable and payable balances are denominated in USD, which is the functional currency.

**ii) Cash flow and fair value interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. For remaining interest-bearing financials assets and liabilities, the Group has no exposure to interest rate risks as these interest rates are independent of changes in market interest rates.

**(b) Credit risk**

Credit risk is the risk that the counter party will cause a financial loss to the Group by failing to discharge an obligation. Credit risks arises from bank balances due from related parties as well as credit exposures to customers, including outstanding receivables. For banks and financial institutions, only independently rated parties with a good ratings are accepted or those vetted by the Group. In case of customers, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the management.

The maximum exposure to credit risk pre-collateral as stated above arising on the Group's financial assets at the reporting date is disclosed in the table below and is equivalent to the book value of the financial assets.

## 25. Financial instruments - continued

### Financial risk factors - continued

### (b) Credit risk - continued

| | Carrying value 31 Dec 2025 Principal | Carrying value 31 Dec 2025 Interest | Maximum exposure 31 Dec 2025 Total |
|---|---|---|---|
| | $ | $ | $ |
| **Assets:** | | | |
| Net amounts owed by related parties | 127,083,623 | - | 127,083,623 |
| Trade and other receivables (excluding advances, VAT receivable and prepayments) | 59,942,523 | - | 59,942,523 |
| | **187,026,146** | **-** | **187,026,146** |

| | Carrying value 31 Dec 2024 Principal | Carrying value 31 Dec 2024 Interest | Maximum exposure 31 Dec 2024 Total |
|---|---|---|---|
| | $ | $ | $ |
| **Assets:** | | | |
| Trade and other receivables (excluding advances, VAT receivable and prepayments) | 13,489,191 | - | 13,489,191 |
| | **13,489,191** | **-** | **13,489,191** |

The director has considered the requirements of IFRS 9 and are satisfied that there are no expected credit losses in relation to the amounts owed by related parties.

### (c) Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all the instruments traded in the market. The Group has no exposure to price risk.

### (d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding support from the shareholder and the ability to close out market positions. Cash flow forecasting is performed by the management which monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs.

The Group analyses its financial liabilities into relevant maturity groupings based on the remaining period at the consolidated statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

The following table analyses the contractual maturities of the Group's financial liabilities (undiscounted cash flows) and including the future contractual interest:

## 25. Financial instruments - continued

### Financial risk factors - continued

### (d) Liquidity risk - continued

| | 2025 | | | |
|---|---|---|---|---|
| | **On demand or within 1 year** | **Between 1 and 5 years** | **Over 5 years** | **Total carrying amount** |
| | **$** | **$** | **$** | **$** |
| Trade payables (Note 19) | (44,503,997) | - | - | (44,503,997) |
| Accrued expenses (Note 19) | (9,142,825) | - | - | (9,142,825) |
| Other payables (Note 19) | (194,463) | - | - | (194,463) |
| Borrowings (including interest) | (7,315,833) | (100,652,500) | - | (107,968,333) |
| Loans from related parties (including interest) | - | (576,117,000) | - | (576,117,000) |
| Lease liabilities | (1,059,217) | (4,721,490) | (16,172,849) | (21,953,556) |
| **Total financial liabilities** | **(62,216,335)** | **(681,490,990)** | **(16,172,849)** | **(759,880,174)** |

| | 2024 | | | |
|---|---|---|---|---|
| | **On demand or within 1 year** | **Between 1 and 5 years** | **Over 5 years** | **Total carrying amount** |
| | **$** | **$** | **$** | **$** |
| Due to related parties (Note 24) | (41,793,375) | - | - | (41,793,375) |
| Trade payables (Note 19) | (2,149,927) | - | - | (2,149,927) |
| Accruals expenses (Note 19) | (1,292,408) | - | - | (1,292,408) |
| Loans from related parties (including interest) | - | (366,916,188) | - | (366,916,188) |
| Lease liabilities | (1,191,850) | (5,604,171) | (16,172,849) | (22,968,870) |
| **Total financial liabilities** | **(46,427,560)** | **(372,520,359)** | **(16,172,849)** | **(435,120,768)** |

### (e) Concentration risk

The Group is exposed to concentration risk arising from revenue and related trade receivables. During the year, revenue from one major customer accounted for approximately 54% of the Group’s total revenue. At the reporting date, trade receivables from the same customer represented 78% of total trade receivables.

The Group also incurred certain direct costs and service-related expenses that were specifically attributable to activities performed for the same major customer described above. These expenses amounted to approximately 59% of the Group’s total operating expenses for the year.

Management monitors the creditworthiness and payment performance of this customer on an regular basis and believes that the credit risk associated with this customer is mitigated through regular communication, and the customer’s historical payment pattern. The Group continues to assess expected credit losses ("ECL") on these receivables in accordance with the requirements of IFRS 9.

## 26. Capital risk management

The Group’s objectives, when managing capital, are to safeguard the Group’s ability to continue as a going concern in order to provide returns for its shareholder and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. While the Group does not have any formally defined internal or externally imposed target ratios for assessing compliance with its capital management policy, it monitors the adequacy of its capital using a gearing ratio calculated in accordance with internal management policies.

## 26. Capital risk management - continued

Gearing ratio as of 31 December 2025 and 31 December 2024:

| | **31 Dec 2025** | **31 Dec 2024** |
|---|---|---|
| | **$** | **$** |
| Loans from related parties | 417,921,958 | 238,552,313 |
| Borrowings | 98,049,614 | - |
| Lease liabilities | 13,778,048 | 13,945,883 |
| Cash and cash equivalents | (4,771,586) | (69,206,304) |
| **Net debt** | **524,978,034** | **183,291,892** |
| | | |
| Net debt | 524,978,034 | 183,291,892 |
| Equity | 50,701,586 | 13,488,261 |
| **Net debt plus equity** | **575,679,620** | **196,780,153** |
| | | |
| Gearing ratio | 91.2% | 93.1% |

## 27. Commitments and contingencies

The Group does not have any capital commitments or contingent liabilities as at 31 December 2025 and 31 December 2024.

## 28. Events after the reporting period

Subsequent to the reporting date, HEA 1 Industrial Construction of Drilling Platforms Floating or Submersible – L.L.C transitioned from “under construction” status to operational status, as evidenced by the issuance of an updated industrial licence reflecting “production” status on 9 March 2026.

Accordingly, the capital work in progress ("CWIP") balance relating to the ICAD fabrication and maintenance yard was assessed as being ready for its intended use as of that date and has been reclassified to property, plant and equipment. Depreciation will commence from the date the asset became available for use.

The change represents a non-adjusting subsequent event and does not impact the amounts recognised in the consolidated financial statements as at 31 December 2025.

Subsequent to the reporting period, the geopolitical environment in the Middle East has materially deteriorated due to a significant escalation of conflict. This has resulted in disruptions to air and maritime traffic across the region, an increase in global fuel prices, heightened market volatility, and other economic uncertainties, which could potentially impact the Group in the future. In accordance with International Accounting Standard 10 (IAS 10) ‘Events after the Reporting Period’, these events are considered non adjusting post balance sheet events and therefore do not require any adjustments to the amounts reported in these consolidated financial statements.

Based on management’s assessment, the potential impact on the assets is mitigated, as the majority of the assets are insured, including coverage under the war risk clause. Management continues to closely monitor developments and evaluate any potential implications for exposures and losses.

Other than the event noted above, there have been no subsequent events after the consolidated statement of financial position date that would significantly affect the amounts reported in the consolidated financial statements as at and for the year ended 31 December 2025.