# Philly Shipyard ASA (XOAX: PHLY)
# **Q2 2022 and Half-Year 2022 Results**

13 July 2022

## Key Events and Highlights

- ✓ Received order for fifth National Security Multi-Mission Vessel (NSMV) with contract value of approximately USD 300 million
- ✓ Continued progress on the NSMV and Subsea Rock Installation Vessel (SRIV) new build programs
- ✓ Order backlog of USD 1,331.4 million on 30 June 2022 with last contractual delivery date in 2026
- ✓ Total cash and cash equivalents of USD 151.1 million at 30 June 2022, excluding USD 51.4 million of restricted cash
- ✓ Second quarter and first half 2022 operating revenue of USD 119.7 million and USD 191.5 million, respectively, compared to USD 32.8 million and USD 53.5 million in the same periods in 2021
- ✓ Second quarter 2022 and first half 2022 net income of USD 3.1 million and USD 6.6 million, respectively, compared to net loss of USD 4.3 million and USD 9.5 million in the same periods in 2021

## Operations

### *Shipbuilding*

On 15 April 2022, Philly Shipyard received an order for the construction of the fifth and final NSMV in the training ship series. The award is valued at approximately USD 300 million, bringing the total order intake under the contract for the five-ship program to approximately USD 1.5 billion. Construction of the new vessel (NSMV 5) is expected to commence in 2023. The contractual delivery date for NSMV 5 is set in 2026.

Two-thirds of the blocks for NSMV 1 have been landed in the Building Dock. Philly Shipyard plans to launch NSMV 1 and lay NSMV 2's keel in late Q3 2022. Philly Shipyard cut steel on NSMV 3 on 11 July 2022. Pre-production activities on NSMV 4 continue to progress and long lead equipment has been ordered for NSMV 5.

Philly Shipyard continues to advance the engineering, procurement and planning work on the SRIV project in accordance with plan.

As of 30 June 2022, Philly Shipyard's workforce consisted of 1,343 employees and subcontractors. Philly Shipyard continues to increase the size and breadth of its apprenticeship program as more cohorts are added to this program.

### *Industry Design Studies*

Philly Shipyard will participate in an industry design study as a subcontractor to L3Harris Technologies for the U.S. Navy's T-AS(X) submarine tender program.

### *Health, Safety, Security and Environment (HSSE)*

Philly Shipyard's 12-month trailing average for its Lost Time Incident Frequency Rate (LTIFR) was 0.21 at the end of Q2 2022 compared to 0.00 at the end of Q2 2021. LTIFR is based on lost time incidents (LTI) per 200,000 hours as defined by the Occupational Safety and Health Administration (OSHA).

Philly Shipyard's 12-month trailing average for its Other Recordable Incident Frequency Rate (ORIFR) was 2.03 at the end of Q2 2022 compared to 2.08 at the end of Q2 2021. ORIFR is based on recordable incidents other than LTIs per 200,000 hours as defined by OSHA. Philly Shipyard continues to work proactively to further improve safety and reduce the number of incidents at the shipyard.

### *COVID-19*

Philly Shipyard continues to take mitigating actions and seek relief, as appropriate, under its contracts for operational disruptions due to the impacts of the COVID-19 pandemic. The COVID-19 pandemic continues to impede Philly Shipyard's efforts to efficiently maintain its workforce as well as disrupt its global supply chain.

Many of Philly Shipyard's suppliers are facing significant inflation and delays due to labor and raw material shortages. Philly Shipyard is closely monitoring the situation.

Philly Shipyard strictly follows all applicable guidelines by federal, state and local authorities, including the Centers for Disease Control and Prevention (CDC), to minimize the risk of transmission of the coronavirus in its production facility as well as in its offices. Philly Shipyard also strongly encourages all of its workers to get vaccinated for COVID-19. The number of sick days taken by Philly Shipyard's production workers leveled-off in Q2 2022.

## Financial Information

***Second Quarter 2022 Results***

Operating revenue for Q2 2022 was USD 119.7 million compared to operating revenue of USD 32.8 million for Q2 2021. In Q2 2022, there was revenue from progress on the five NSMV vessels (NSMVs 1-5) and the one SRIV vessel (SRIV 1), whereas in Q2 2021 there was revenue from progress on the first four NSMV vessels (NSMVs 1-4), ship repair and maintenance work on the USNS *Charlton* and government design studies.

EBITDA[1] and Adjusted EBITDA[2] are considered other relevant earnings indicators for Philly Shipyard as they measure the operational performance of the shipyard. Please see page 12 for further details.

EBITDA for Q2 2022 was USD 1.1 million compared to EBITDA of negative USD 3.8 million for Q2 2021. EBITDA for Q2 2022 was driven primarily by the profit recognized on NSMVs 1-4, partially offset by under-recovered overhead costs (i.e., overhead expenses incurred and not allocated to projects) and selling, general and administrative (SG&A) costs. Negative EBITDA for Q2 2021 was driven primarily by under-recovered overhead costs and SG&A costs, partially offset by the profit recognized on NSMVs 1-4, the USNS *Charlton* ship repair and maintenance project and government design studies.

Net income after tax for Q2 2022 was USD 3.1 million compared to net loss after tax of USD 4.3 million for Q2 2021. Net income after tax for Q2 2022 primarily consists of EBITDA of USD 1.1 million and depreciation expense of USD 1.5 million, offset by an income tax benefit of USD 3.5 million. Net loss after tax for Q2 2021 primarily consists of EBITDA of negative USD 3.8 million and depreciation expense of USD 1.3 million, partially offset by an income tax benefit of USD 0.8 million.

***Year-to-Date 2022 Results***

Operating revenue in the first six months of 2022 ended at USD 191.5 million compared to operating revenues of USD 53.5 million in the first six months of 2021. June 2022 year-to-date operating revenue was primarily driven by progress on the five NSMV vessels (NSMVs 1-5), the one SRIV vessel (SRIV 1) and government design studies, whereas June 2021 year-to-date operating revenue was primarily driven by progress on the first four NSMV vessels (NSMVs 1-4), ship repair and maintenance work on the USNS *Charlton* and government design studies.

EBITDA for the first six months of 2022 was USD 2.0 million compared to EBITDA of negative USD 8.6 million in the same period of 2021. Adjusted EBITDA for the first six months of 2022 was USD 3.4 million compared to Adjusted EBITDA of USD 1.4 million for the same period in 2021.

Net income after tax for the first six months of 2022 was USD 6.6 million compared to net loss after tax of USD 9.5 million in the same period of 2021. Net income after tax for the first six months of 2022 primarily consists of EBITDA of USD 2.0 million and depreciation expense of USD 2.9 million, offset by an income tax benefit of USD 7.5 million. Net loss after tax for the first six months of 2021 primarily consists of EBITDA of negative USD 8.6 million and depreciation expense of USD 2.7 million, partially offset by an income tax benefit of USD 1.8 million.

***Statement of Financial Position***

Total assets were USD 342.8 million at 30 June 2022 compared to USD 437.0 million at 31 December 2021, with the decrease resulting primarily from a decrease of USD 103.9 million in cash and cash equivalents (unrestricted).

[1] EBITDA is defined as earnings before interest, taxes, depreciation and amortization.

[2] Adjusted EBITDA is defined as EBITDA plus under-recovered overhead costs (i.e., overhead costs incurred and not allocated to projects), plus one-time startup costs.

Cash and cash equivalents (unrestricted) was USD 151.1 million at 30 June 2022 compared to USD 255.0 million at 31 December 2021. The decrease of USD 103.9 million was due primarily to net spending on materials and services related to the NSMV and SRIV projects and investment in PP&E.

Total restricted cash as of 30 June 2022 amounted to USD 51.4 million, of which USD 45.0 million (long-term) represents the total cash deposited in an escrow account for the bonds required for NSMVs 1-5 and a reserve account required for NSMV 2, and USD 6.4 million (short-term) pertains to a USD 5.0 million reserve account required for NSMV 1 and a USD 1.4 million holdback in escrow for claims related to the second Matson vessel. It is anticipated that the cash collateral for the bonds and the reserve funds will be released in tranches following the delivery of each NSMV. The release of the holdback for the second Matson vessel will occur in Q3 2022 as a final warranty settlement was reached in Q2 2022.

Total equity increased to USD 92.1 million at 30 June 2022 from USD 85.5 million at 31 December 2021 due to net income of USD 6.6 million.

## Outlook

On 30 June 2022, Philly Shipyard had an order backlog of USD 1,331.4 million. With the award of NSMV 5 on 15 April 2022, Philly Shipyard now has six vessels, consisting of five NSMVs and one SRIV, in its order book. The SRIV will be constructed in between NSMVs 4 and 5. Great Lakes Dredge & Dock Company, LLC (Great Lakes) retains a right of first refusal for a second SRIV to follow NSMV 5.

Over the past several years, Philly Shipyard has pivoted toward a more diversified order backlog to maintain continuous shipbuilding activity and grow the Company's profitability. Philly Shipyard continues to pursue prospects in the government and commercial new build markets and is presently targeting shipbuilding programs with building slots following NSMV 5.

In the government sector, Philly Shipyard remains focused on opportunities for commercial-like and auxiliary ships. In the commercial sector, Philly Shipyard is exploring a variety of opportunities for Jones Act ships as well as steel modules outside of traditional shipbuilding, where its core competencies in steel fabrication, heavy lifting and project management are advantageous.

Philly Shipyard continues to seek opportunities to replicate the NSMV contract model for other government shipbuilding programs. This innovative approach enables Philly Shipyard to apply commercial best practices for design and construction to government vessels. Additionally, Philly Shipyard continues to promote variants based on existing ship designs as potential cost-effective solutions for both government and commercial customers.

Philly Shipyard is teaming with L3Harris Technologies on the government design study for the U.S. Navy's T-AS(X) submarine tender program. Participating in the design phase is key if Philly Shipyard chooses to compete for the detail design and construction (DD&C) contract when requests for proposals (RFPs) are issued.

Philly Shipyard's objective remains to secure a mix of government and commercial new build contracts, while also opportunistically pursuing ship repair and maintenance contracts and steel fabrication jobs that enable it to take advantage of periodic excess capacity in its drydocks and fabrication shops. A substantial capital investment would be required in order for the Company to dedicate a drydock full-time for future ship maintenance, repair, overhaul and conversion projects or significantly increase throughput.

Despite cost increases and labor shortages as noted earlier, Philly Shipyard expects to continue to improve profitability in 2022 compared to 2021 as it continues to progress on the NSMV and SRIV programs. Now that the shipyard is operating at full capacity for the NSMV program, the Company expects to fully cover its overhead costs for the foreseeable future.

## Risks

### *Market risks*

Philly Shipyard's revenue is derived primarily from contracts awarded on a project-by-project basis. It is difficult to predict whether or when Philly Shipyard will be awarded a new contract due to, among other things, changes in existing or forecast market or political conditions, uncertainty regarding the timing and amount of budget appropriations, the complex bidding and selection processes, potential for contract award protests and challenges, and governmental regulations.

While Philly Shipyard now has an order backlog for ship new builds with contractual delivery dates into 2026, it faces future risks if it is unable to secure new orders and/or financing for major commercial or government shipbuilding programs to follow its existing backlog.

***Operational risks***
Philly Shipyard faces risks related to construction of vessels. Philly Shipyard's ability to meet budgets and schedules may be adversely affected by many factors, including changes in productivity, shortages of materials, equipment and labor, and changes in the cost of goods and services, both Philly Shipyard's own and those charged by its suppliers. Philly Shipyard's operations also depend on stable supplier networks and the availability of key vendors for design and procurement services. Philly Shipyard has fixed-price subcontracts for the detailed design for the NSMV and SRIV programs. Philly Shipyard has fixed-price subcontracts for the major equipment for the NSMV program and intends to secure fixed-price subcontracts for the major equipment for the SRIV program.

As is common in the shipbuilding industry, Philly Shipyard's projects are typically performed on a fixed-price basis. Under fixed-price contracts, Philly Shipyard receives the price fixed in the contract, subject to adjustment only for change-orders. In many cases, these vessels involve complex design and engineering, significant procurement of equipment and supplies and extensive construction management. Management uses its best efforts to accurately estimate the costs to complete Philly Shipyard's project awards; however, Philly Shipyard's actual costs incurred to complete these projects could exceed its estimates. The NSMV and SRIV contracts are fixed-price contracts.

Philly Shipyard's productivity and profitability depends substantially on its ability to attract and retain skilled workers at forecasted rates. The federal COVID-19 vaccine mandates could materially adversely impact the Company's ability to attract and retain skilled workers at forecasted rates.

Given the NSMV and SRIV are prototype vessels, there is a higher technical design risk and a higher project execution risk compared to the construction of vessels based on a proven design, such as the series of product tankers built by Philly Shipyard. This prototype risk increases the current construction cost estimation uncertainty and the likelihood of occurrence of contract contingencies. In particular, failure to meet Philly Shipyard's performance obligations to deliver vessels on time and within the contract specifications can potentially lead to penalties and ultimately contract termination. The NSMV and SRIV contracts impose liquidated damages for late delivery.

The Company faces risk of significant financial, business and intelligence loss if there are cyber security breaches. Philly Shipyard has invested significant resources to provide a more secure computing environment over the last several years, resulting in improved security and business resiliency. Philly Shipyard maintains a continued high awareness of its risk profile regarding cyber security because new threats can emerge quickly.

Entry into, or further development of, lines of business in which the Company has not historically operated may expose Philly Shipyard to business and operational risks that are different from those it has experienced historically. For example, U.S. Government projects generally are subject to suspension, termination or a reduction in scope at the option of the customer, although the customer is typically required to pay for work performed and materials purchased through the date of termination. The NSMV contract has a termination for convenience clause at the option of the U.S. Government.

***Financial risks***
Philly Shipyard is dependent upon having access to construction financing facilities and other loans and debt facilities to the extent its own cash flow from operations and milestone payments from customers are insufficient to fund its operations and capital expenditures. In turn, Philly Shipyard must secure and maintain sufficient equity capital to support debt facilities. Additionally, Philly Shipyard may be required to obtain bonding capacity in case there is need for payment or performance bonds, or to furnish letters of credit, refund guarantees or other forms of security, to support major commercial or government shipbuilding programs. Philly Shipyard may not be able to obtain sufficient debt facilities or bonding capacity or furnish sufficient security if and when needed with favorable terms, if at all. No third-party financing is needed for the NSMV program or the SRIV program, and Philly Shipyard has furnished the bonds required to support NSMVs 1-5 and the security to support SRIV 1.

The Company is exposed to changes in prices of steel and other materials and duties, tariffs and other taxes imposed on goods imported from foreign (non-U.S.) countries. PSI attempts to mitigate its exposure with respect to steel and other material cost escalation and increased taxes on imported goods by attempting to pass these risks on to its end customers. The NSMV and SRIV contracts include price adjustment clauses for steel plates and all structural steel, respectively.

The Company is subject to exchange rate risk for purchases made in currencies other than the U.S. dollar. In order to mitigate exposure to this risk, Philly Shipyard will look to pass this risk on to its end customers or suppliers or secure foreign exchange forward contracts for its known requirements for foreign currency. The subcontracts for the detailed design and major equipment for the NSMV program and the detailed design for the SRIV program are payable in U.S. dollars. The SRIV contract includes an exchange rate adjustment clause for material and equipment purchases made in certain foreign currencies.

***COVID-19 and other risks***

The ongoing COVID-19 pandemic inherently increases many of the aforementioned risk factors. Markets become more uncertain, operations become more vulnerable to interruptions and policy makers around the world may gravitate towards stricter regulations impacting international trade.

The world continues to face new and emerging COVID-19 related risks. These risks include risks to human capital resources arising from vaccine mandates; supply chain constraints; labor and raw materials shortages; and inflation. These risks have caused, and could continue to cause, delays and increased costs with respect to the Company's shipbuilding projects.

The Russia-Ukraine military conflict, as well as the economic sanctions targeting Russia, continues to exacerbate the inflationary environment and supply-chain disruptions resulting from the COVID-19 pandemic. These conditions further increase the risk of rising commodity prices, material shortages and transportation delays that could adversely impact Philly Shipyard's business.

For a further analysis of risks, please refer to the Company's 2021 annual report.

**Responsibility Statement**

The unaudited condensed interim consolidated financial statements and interim financial report as of and for the six months ended 30 June 2022 were approved by the Board of Directors and the President and CEO on 13 July 2022.

The condensed interim consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* as endorsed by the European Union and the Norwegian additional requirements in the Securities Trading Act.

To the best of our knowledge, the condensed interim consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit of PHLY, and the interim management report of PHLY includes a fair review of the development and performance of the business and the position of PHLY, together with a description of the principle opportunities and risks associated with the expected development of PHLY for the remaining months of the financial year.

Oslo, Norway
13 July 2022
Board of Directors and President and CEO
Philly Shipyard ASA

Kristian Røkke
Board Chairperson

Jan Petter Hagen
Board Member

Elin Karfjell
Board Member

Steinar Nerbøvik
President and CEO

**CONDENSED CONSOLIDATED INCOME STATEMENT**

| Amounts in USD millions (except number of shares and earnings per share) | Note | Q2 Unaudited 2022 | Q2 2021 | 6 months ended 30 June Unaudited 2022 | 6 months ended 30 June 2021 * | Full Year Audited 2021 * |
|---|---|---|---|---|---|---|
| Operating revenues | 11 | 119.7 | 32.8 | 191.5 | 53.5 | 214.1 |
| Operating expenses | | (118.6) | (36.6) | (189.5) | (62.1) | (221.1) |
| **Operating income/(loss) before depreciation - EBITDA** | | **1.1** | **(3.8)** | **2.0** | **(8.6)** | **(7.0)** |
| Depreciation | | (1.5) | (1.3) | (2.9) | (2.7) | (5.4) |
| **Operating loss - EBIT** | | **(0.4)** | **(5.1)** | **(0.9)** | **(11.3)** | **(12.4)** |
| Net financial items | | - | - | - | - | 0.2 |
| **Loss before tax** | | **(0.4)** | **(5.1)** | **(0.9)** | **(11.3)** | **(12.2)** |
| Tax benefit | 6 | 3.5 | 0.8 | 7.5 | 1.8 | 4.9 |
| **Income/(loss) after tax **** | | **3.1** | **(4.3)** | **6.6** | **(9.5)** | **(7.3)** |
| **Weighted average number of shares** | 7 | **12,107,901** | **12,107,901** | **12,107,901** | **12,107,901** | **12,107,901** |
| **Basic and diluted income/(loss) per share (USD)** | 7 | **0.26** | **(0.36)** | **0.55** | **(0.78)** | **(0.61)** |

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

| Amounts in USD millions | Q2 Unaudited 2022 | Q2 2021 | 6 months ended 30 June Unaudited 2022 | 6 months ended 30 June 2021 * | Full Year Audited 2021 * |
|---|---|---|---|---|---|
| Income/(loss) after tax | 3.1 | (4.3) | 6.6 | (9.5) | (7.3) |
| Other comprehensive income, net of income tax | - | - | - | - | - |
| **Total comprehensive income/(loss) for the period **** | **3.1** | **(4.3)** | **6.6** | **(9.5)** | **(7.3)** |

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

| Amounts in USD millions | Note | Unaudited 30 June 2022 | 31 Dec. 2021 * |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | | 39.6 | 36.0 |
| Right-of-use assets | | 12.4 | 12.8 |
| Restricted cash long-term | | 45.0 | 43.1 |
| Deferred tax asset long-term | 6 | 23.1 | 13.1 |
| Income tax receivable long-term | 6 | 0.1 | 0.1 |
| Other non-current assets | | 0.5 | 0.4 |
| **Total non-current assets** | | **120.7** | **105.5** |
| **Current assets** | | | |
| Cash and cash equivalents (unrestricted) | | 151.1 | 255.0 |
| Prepayments and other receivables | | 51.0 | 61.2 |
| Restricted cash short-term | | 6.4 | 1.4 |
| Income tax receivable short-term | 6 | 13.6 | 13.6 |
| Contract assets | | - | 0.3 |
| **Total current assets** | | **222.1** | **331.5** |
| **Total assets** | | **342.8** | **437.0** |
| **Equity and liabilities** | | | |
| **Total equity** | 7 | **92.1** | **85.5** |
| **Non-current liabilities** | | | |
| Lease liability long-term | | 1.4 | 1.6 |
| Income tax payable long-term | 6 | 1.2 | 1.2 |
| **Total non-current liabilities** | | **2.6** | **2.8** |
| **Current liabilities** | | | |
| Customer advances, net | 10 | 197.7 | 296.4 |
| Trade payables, accrued liabilities and provisions | | 49.1 | 51.8 |
| Lease liability short-term | | 0.3 | 0.3 |
| Income tax payable short-term | 6 | - | 0.2 |
| Other contract liabilities | | 1.0 | - |
| **Total current liabilities** | | **248.1** | **348.7** |
| **Total liabilities** | | **250.7** | **351.5** |
| **Total equity and liabilities** | | **342.8** | **437.0** |

* Annual 2021 financial information is derived from audited financial statements.
** All attributed to the equity holders of PHLY.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

| Amounts in USD millions | 6 months ended 30 June Unaudited 2022 | 2021 * |
|---|---|---|
| As of beginning of period | 85.5 | 92.8 |
| Total comprehensive income/(loss) for the period * | 6.6 | (9.5) |
| **As of end of period** | **92.1** | **83.3** |

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT**

| Amounts in USD millions | Note | 6 months ended 30 June Unaudited 2022 | 2021 * |
|---|---|---|---|
| Loss before tax | | (0.9) | (11.3) |
| Add back depreciation | | 2.9 | 2.7 |
| Taxes (paid)/refunded | 6 | (5.8) | 6.3 |
| Change in restricted cash | | (6.9) | (13.1) |
| Change in prepayments and other receivables | | 10.2 | (23.2) |
| Change in customer advances, net | 10 | (98.7) | 233.2 |
| Change in trade payables, accrued liabilities and provisions | | (2.7) | 9.4 |
| Change in other working capital | | 4.3 | 0.8 |
| Net cash (used in)/from operating activities | | (97.6) | 204.8 |
| Investment in property, plant and equipment | | (6.1) | (6.1) |
| Net cash used in investing activities | | (6.1) | (6.1) |
| Repayment of lease liability | | (0.2) | (0.2) |
| Net cash used in financing activities | | (0.2) | (0.2) |
| **Net change in cash and cash equivalents** | | **(103.9)** | **198.5** |
| Cash and cash equivalents at beginning of period | | 255.0 | 97.4 |
| **Cash and cash equivalents at end of period** | | **151.1** | **295.9** |

* All attributed to the equity holders of PHLY.

**Notes to the condensed interim consolidated financial statements for the second quarter and year-to-date 2022**

1. **Introduction – Philly Shipyard ASA**
   Philly Shipyard ASA (PHLY) is a company domiciled in Norway. These condensed interim consolidated financial statements for the three-month and year-to-date periods ended 30 June 2022 and 30 June 2021 are comprised of PHLY and its direct and indirect wholly-owned subsidiaries (collectively referred to herein as the Group), including Philly Shipyard, Inc. (PSI).

   This interim report has not been subject to audit or review by independent auditors.

   The audited consolidated financial statements of PHLY as of and for the year ended 31 December 2021, which include a detailed description of accounting policies and significant estimates, are available at www.phillyshipyard.com.

2. **Basis of preparation**
   These condensed interim consolidated financial statements reflect all adjustments, in the opinion of PHLY's management, that are necessary for a fair presentation of the results of operations for the periods presented. Operating results for the three-month and year-to-date periods are not necessarily indicative of the results that may be expected for any subsequent quarter or period.

   ***The going concern assumption***
   These condensed interim consolidated financial statements have been prepared on a going concern basis which contemplates continuity of normal business activities and realization of assets and settlement of liabilities in the normal course of business.

   The world is continuing to be impacted by the COVID-19 pandemic, and how it will continue to unfold is uncertain. Philly Shipyard is continuing to take measures to mitigate substantial negative impact for the Company. However, in a worst-case scenario, the COVID-19 pandemic may have devastating effects for the world economy, including Philly Shipyard.

3. **Statement of compliance**
   These condensed interim consolidated financial statements have been prepared in accordance with IFRS as adopted by the European Union IAS 34 *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the audited consolidated financial statements of PHLY as of and for the year ended 31 December 2021.

4. **Significant accounting principles**
   The accounting policies applied by PHLY in these condensed interim consolidated financial statements are substantially the same as those applied by PHLY in its audited consolidated financial statements as of and for the year ended 31 December 2021.

   There have not been any new IFRS standards or interpretations which were effective 1 January 2022 that have had a significant impact on Q2 2022 or the year-to-date period ending 30 June 2022.

5. **Use of estimates**
   The preparation of these condensed interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

   The most significant judgments made by management in preparing these condensed interim consolidated financial statements in applying PHLY's accounting policies, and the key sources of estimation uncertainty, are the same as those that are applied to the audited consolidated financial statements as of and for the year ended 31 December 2021 unless described elsewhere in this report.

6. **Tax estimates**
   Income tax (expense)/benefit is recognized in each interim period based on the best estimate of the expected annual income tax rates. The Q2 YTD 2022 deferred income tax benefit of USD 7.5 million was primarily driven by temporary differences regarding stranded overhead and the newly enacted research and development (R&D) expense capitalization rules.

Beginning in 2022, R&D expenses must be capitalized and amortized over 60 months, as required by the 2017 Tax Cuts and Jobs Act. The Company expects that the R&D costs incurred in 2022 and beyond could impact the amount of cash taxes owed in the near term. The Company is monitoring the legislative activity to defer the implementation of the capitalization provision within the U.S. tax law with retroactive effect.

Enacted by the U.S. Congress on 27 March 2020, the Coronavirus Aid, Relief, and Economic Security (CARES) Act allows for the carryback of net operating losses (NOL) arising in taxable years beginning after 31 December 2017, and before 1 January 2021, to the five taxable years preceding the loss year. This rule allows corporate taxpayers the opportunity to carry back NOLs to tax years as far back as 2013. As the Company had qualifying taxable losses in 2018, 2019 and 2020, these losses were carried back to previous tax years and resulted in an income tax receivable of USD 22.1 million at 31 December 2020.

The 2018 and 2019 refund claims are currently under examination by the Internal Revenue Service (IRS). The 2018 refund of USD 6.5 million has been received and, due to the backlog at the IRS, the 2019 and 2020 refunds are both expected in the fourth quarter of 2022.

**7. Share capital and equity**

At 30 June 2022 and 30 June 2021, PHLY had 12,107,901 ordinary shares (excluding 466,865 own shares) at a par value of NOK 10 per share. There were no share issuances or repurchases for both the second quarter and year-to-date periods ended 30 June 2022 and 30 June 2021. Accordingly, 12,107,901 ordinary shares were used in the calculation of earnings per share for both the second quarter and year-to-date periods ended 30 June 2022 and 30 June 2021.

**8. Interest-bearing debt**

At 30 June 2022 and 30 June 2021, Philly Shipyard had no external debt.

**9. Related party transactions**

Aker Capital AS, a wholly-owned subsidiary of Aker ASA, is the majority shareholder of PHLY, owning 57.6% of its total outstanding shares as of 30 June 2022. Kristian Røkke, the Chairman of the Board of Directors of PHLY, is a board member of TRG Holding AS, which owns 66.7% of the total outstanding shares of Aker ASA as of 30 June 2022. TRG Holding AS is controlled by Kjell Inge Røkke through The Resource Group TRG AS.

Philly Shipyard has service agreements with Aker ASA and certain of its affiliates which provide specified consulting, tax, financial, insurance and administrative services. All payables under these agreements are paid within the normal course of business. Philly Shipyard believes that related party transactions are made on terms equivalent to those that prevail in arm’s length transactions.

Related costs and financial statement amounts for the three-month period ending 30 June 2022 were USD 257 thousand (USD 188 thousand for the same period in 2021) and for the six-month period ending 30 June 2022 were USD 426 thousand (USD 218 thousand for the same period in 2021).

On 4 March 2022, PSI obtained a USD 25.0 million standby letter of credit from a bank to fulfill its contractual obligation under the SRIV contract. The standby letter of credit is secured by a first priority lien in the shares and material assets of PSI, subject to certain exclusions, has normal and customary fees, and accrues interest quarterly in arrears at 4.0% per annum. Aker Capital AS holds 50.0% of the commitment. As of 30 June 2022, Philly Shipyard has paid fees of USD 289 thousand to Aker Capital AS pursuant to this arrangement.

**10. Construction contracts**

Order backlog of USD 1,331.4 million at 30 June 2022 represents a contractual shipbuilding obligation to deliver newly built vessels (NSMVs 1-5 and SRIV 1) that have not yet been produced for the Company’s customers - TOTE Services and Great Lakes (respectively). Order backlog consists of future construction contract revenues and is subject to adjustment based on change orders as defined in the construction contracts. Order intake of USD 318.5 million at 30 June 2022 represents the new order for NSMV 5 plus change orders on NSMVs 1-4. Order backlog and order intake on long-term construction contracts are as follows:

| Amounts in USD millions | Order backlog 30 June 2022 | Order intake 6 months to 30 June 2022 | Order backlog 31 Dec. 2021 |
|---|---|---|---|
| | **1,331.4** | **318.5** | **1,203.2** |

| Amounts in USD millions | 30 June 2022 |
|---|---|
| Construction contract revenue recognized to date | 408.8 |
| Less: construction contract expenses recognized to date | (393.9) |
| **Recognized profit to date** | **14.9** |
| | |
| **Construction contract costs incurred to date** | **393.9** |

As of 30 June 2022, the Company has USD 45.5 million as prepayments to suppliers for materials and equipment for the construction of NSMVs 1-5 and SRIV 1, included in prepayments and other receivables on the statement of financial position.

Typical variable consideration elements identified in the Company's contracts with customers include liquidated damages, performance guarantees and warranties.

As of 30 June 2022, Philly Shipyard has three separate awards under one shipbuilding contract in place for the NSMV program. NSMVs 1-2 were awarded at contract signing in April 2020; NSMVs 3-4 were awarded upon the exercise of an option in January 2021 and NSMV 5 was awarded upon the exercise of an option in April 2022. Therefore, the three awards are treated as three separate performance obligations that are being accounted for using the percentage-of-completion method per IFRS 15 *Revenue from Contracts with Customers*. PSI is building five NSMVs (NSMVs 1-5) for TOTE Services, with the first two vessels (NSMVs 1-2) scheduled for delivery in 2023, the next two vessels (NSMVs 3-4) scheduled for delivery in 2024 and the final vessel (NSMV 5) scheduled for delivery in 2025. As of 30 June 2022, the NSMV projects for NSMVs 1-2, NSMVs 3-4 and NSMV 5 are 58.7%, 3.7% and 2.2% complete, respectively.

Philly Shipyard also has one additional shipbuilding contract in place for the Subsea Rock Installation Vessel (SRIV) program, which was awarded in November 2021. PSI is building one SRIV (SRIV 1) for Great Lakes, scheduled for delivery in 2024. As of 30 June 2022, SRIV 1 is 1.9% complete.

Commencing with SRIV 1 and NSMV 5, Philly Shipyard's accounting policy is to not recognize profit on projects until they are five percent (5%) complete.

Customer advances, net as of 30 June 2022 and 31 December 2021 totaled USD 197.7 million and USD 296.4 million, respectively. Customer advances, net represents the difference between (i) cash advances received from customers and (ii) revenue recognized for NSMVs 1-5 and SRIV 1.

As of 30 June 2022, Philly Shipyard has USD 354.9 million in unpaid non-cancellable purchase commitments for materials, equipment and design fees for the construction of NSMVs 1-5 and SRIV 1.

## 11. Operating revenues

| | Q2 | | 6 months ended 30 June | |
|---|---|---|---|---|
| **Amounts in USD millions** | **2022** | **2021** | **2022** | **2021** |
| Shipbuilding | 119.7 | 25.7 | 190.4 | 45.4 |
| Government design studies | - | 6.2 | 1.1 | 6.6 |
| Ship repair and maintenance | - | 0.9 | - | 1.5 |
| **Operating revenues** | **119.7** | **32.8** | **191.5** | **53.5** |

## 12. Financial instruments

As of 30 June 2022, the Company has no forward exchange contracts or other financial instruments.

**13. Commitments and contingencies**

Pursuant to the shipyard lease between PSI and Philadelphia Shipyard Development Corporation (PSDC), if PSI fails to maintain an average of at least 200 full-time employees at the shipyard for 90 consecutive days, then the lease term (i.e., a 99-year lease with approximately 75 years remaining including options) is automatically converted to month-to-month and PSDC has the right to terminate the lease, subject to the right of PSI to complete work-in-process projects and a one-time, limited cure right which allows PSI to restore the lease to a five-year term under certain circumstances. PSI was in compliance with this lease condition as of 30 June 2022.

**Alternative Performance Measures**

| | Q2 | | 6 months ended 30 June | |
|---|---|---|---|---|
| | Unaudited | | Unaudited | |
| **Amounts in USD millions** | **2022** | **2021** | **2022** | **2021** |
| EBITDA | 1.1 | (3.8) | 2.0 | (8.6) |
| Plus: under-recovered overhead costs | 0.3 | 4.5 | 1.4 | 9.2 |
| Plus: one-time startup costs | - | 0.4 | - | 0.8 |
| **Adjusted EBITDA** | **1.4** | **1.1** | **3.4** | **1.4** |

Non-GAAP financial measures are defined as numerical measures that either exclude or include amounts that are not excluded or included in the comparable measures calculated and presented in accordance with GAAP (i.e. IFRS).

The following financial measure may be considered a non-GAAP financial measure:

Adjusted EBITDA, which is defined as EBITDA (i.e., earnings before interest, taxes, depreciation and amortization), plus under-recovered overhead costs, plus one-time startup costs.

The Company believes presenting Adjusted EBITDA is useful to investors as it provides another measure of Philly Shipyard's profitability from its operations as if it had not had a shipbuilding stoppage and was allocating all overhead costs to projects as if the yard was operating at full capacity. Under-recovered overhead costs are overhead costs incurred and not allocated to projects. Overhead costs are costs not directly attributable to individual projects and exclude SG&A costs. One-time startup costs are costs related to the ramp-up of operations at the shipyard, consisting primarily of workforce training as the shipyard returns to operating at or near full capacity.

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