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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Commission file number: 001-35466

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FORM 20-F

(Mark One)

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
- ☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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GasLog Ltd.

(Exact name of Company as specified in its charter)  
Not Applicable

(Translation of Company's name into English)  
Bermuda

(Jurisdiction of incorporation or organization)  
c/o GasLog LNG Services Ltd  
69 Akti Miaouli  
18537 Piraeus  
Greece

(Address of principal executive offices)  
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(Name, Telephone, E-mail and/or Facsimile number and Address of Company contact person)

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**SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

<u>Title of Each Class</u>	<u>Trading Symbols</u>	<u>Name of Each Exchange on Which Registered</u>
Series A Preference Shares, \$0.01 par value per share	GLOG PR A	New York Stock Exchange

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:** None

**SECURITIES FOR WHICH THERE IS A REPORTING OBLIGATION PURSUANT TO SECTION 15(d) OF THE ACT:** None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2022, there were 95,389,062 common shares of the Company's common stock and 4,600,000 Series A Preference Shares issued and outstanding.

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

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer”, “accelerated filer”, and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Emerging Growth Company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act. ☐

<sup>†</sup> The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Yes ☐ No ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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## ABOUT THIS REPORT

In this annual report, unless otherwise indicated:

- “GasLog”, the “Company”, the “Group”, “we”, “our”, “us” or similar terms refer to GasLog Ltd. or any one or more of its subsidiaries (including GasLog Partners LP) or their predecessors, or to such entities collectively, except that when such terms are used in this annual report in reference to the common shares or the 8.75% Series A Cumulative Redeemable Perpetual Preference Shares (the “Preference Shares”), they refer to GasLog Ltd.;
- “GasLog Partners” or the “Partnership” refers to GasLog Partners LP, a master limited partnership formed by GasLog to acquire, own and operate liquefied natural gas carriers under multi-year charters, or any one or more of GasLog Partners’ subsidiaries;
- the “general partner” refers to GasLog Partners GP LLC, the general partner of GasLog Partners;
- “GasLog LNG Services” refers to GasLog LNG Services Ltd., our wholly owned subsidiary;
- “GasLog Carriers” refers to GasLog Carriers Ltd., our wholly owned subsidiary;
- “our vessels” or “our ships” refers to the LNG carriers owned or controlled by the Company and its subsidiaries, including the LNG carriers owned by GasLog Partners; “our wholly owned vessels” or “our wholly owned ships” refers to the LNG carriers owned by the Company and its subsidiaries, excluding any LNG carriers owned by GasLog Partners (in which we hold the controlling general partner interest as well as limited partner interests) and its subsidiaries and Egypt LNG Shipping Ltd. (in which we hold a 25.0% equity interest);
- “Merger Agreement” refers to the agreement and plan of merger dated as of February 21, 2021 (and as subsequently amended on April 20, 2021), with BlackRock’s Global Energy and Power Infrastructure Team (collectively, “GEPIF”), pursuant to which GEPIF acquired all of the outstanding common shares of GasLog Ltd. that were not held by certain existing shareholders of GasLog for a purchase price of \$5.80 in cash per share (the “Transaction”). Following the consummation of the Transaction in June 2021, certain existing shareholders including Blenheim Holdings Ltd. (“Blenheim Holdings”), which is wholly owned by the Livanos family, and a wholly owned affiliate of the Onassis Foundation (collectively, the “Rolling Shareholders”) continue to hold approximately 55% of the outstanding shares of GasLog and GEPIF holds approximately 45%;
- “BlackRock” refers to GEPIF III Crown Bidco L.P.;
- “Blenheim Special” refers to Blenheim Special Investments Holding Ltd.;
- “Olympic LNG” refers to Olympic LNG Investments Ltd., a wholly owned affiliate of the Onassis Foundation;
- “Shell” refers to Shell plc, or any one or more of its subsidiaries;
- “BG Group” refers to BG Group plc. BG Group was acquired by Shell on February 15, 2016;
- “MSL” refers to Methane Services Limited, a subsidiary of Shell;
- “DSME” refers to Daewoo Shipbuilding and Marine Engineering Co., Ltd.;
- “DESFA” refers to the Hellenic Gas Transmission System Operator (DESFA) S.A.
- “TotalEnergies” refers to TotalEnergies Gas & Power Limited, a wholly owned subsidiary of TotalEnergies SE;
- “Centrica” refers to Pioneer Shipping Limited, a wholly owned subsidiary of Centrica plc;
- “Cheniere” refers to Cheniere Marketing International LLP, a wholly owned subsidiary of Cheniere Energy, Inc.;
- “Trafigura” refers to Trafigura Maritime Logistics PTE Ltd.;
- “Egypt LNG” refers to Egypt LNG Shipping Ltd.;

- “Gunvor” refers to Clearlake Shipping Pte. Ltd., a wholly owned subsidiary of Gunvor Group Ltd.;
- “Sinolam” refers to Sinolam LNG Terminal, S.A.;
- “Endesa” refers to Endesa S.A.;
- “Jera” refers to LNG Marine Transport Limited, the principal LNG shipping entity of Japan’s Jera Co., Inc.;
- “Tokyo LNG” refers to Tokyo LNG Tanker Co. Ltd.;
- “CNTIC VPower” refers to CNTIC VPower Energy Ltd., an independent Chinese energy company;
- “Naturgy” refers to Naturgy Aprovisionamientos SA.;
- “SEA charterer” refers to a Southeast Asian charterer;
- “Woodside” refers to Woodside Energy Shipping Singapore Pte. Ltd.;
- “Sea 190 Leasing” refers to Sea 190 Leasing Co. Limited, an indirectly owned subsidiary of CMB Financial Leasing Co. Ltd.;
- “Hai Kuo Shipping” refers to Hai Kuo Shipping 2051G Limited, a wholly owned subsidiary of ICBC Financial Leasing Co., Ltd.;
- “Mitsui” refers to Mitsui & Co., Ltd. and “Lepta Shipping” refers to Lepta Shipping Co., Ltd., a subsidiary of Mitsui.;
- “CDBL” refers to a wholly owned subsidiary of China Development Bank Financial Leasing Co., Ltd.;
- “CMBFL” refers to CMB Financial Leasing Co. Ltd.;
- “Gastrade” refers to Gastrade S.A.;
- “Venice” refers to Venice Regas Pty Ltd.;
- “Ceres Shipping” refers to Ceres Shipping Ltd.;
- “NYSE” refers to the New York Stock Exchange;
- “SEC” refers to the U.S. Securities and Exchange Commission;
- “IFRS” refers to International Financial Reporting Standards;
- “dollars” and “\$” refers to, and amounts are presented in, U.S. dollars;
- “LNG” refers to liquefied natural gas;
- “FSRUs” refers to Floating Storage and Regasification Units;
- “FSUs” refers to Floating Storage Units;
- “TFDE” refers to tri-fuel diesel electric engine propulsion;
- “Steam” refers to steam turbine propulsion;
- “X-DF” refers to low pressure dual fuel two-stroke engine propulsion manufactured by Winterthur Gas & Diesel;
- “MEGI” refers to M-type, electronically controlled, gas injection; and
- “cbm” refers to cubic meters.

## FORWARD-LOOKING STATEMENTS

All statements in this annual report that are not statements of historical fact are “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that address activities, events or developments that the Company expects, projects, believes or anticipates will or may occur in the future, particularly in relation to our operations, cash flows, financial position, liquidity and cash available for dividends or distributions, plans, strategies, business prospects and changes and trends in our business and the markets in which we operate. In some cases, predictive, future-tense or forward-looking words such as “believe”, “intend”, “anticipate”, “estimate”, “project”, “forecast”, “plan”, “potential”, “may”, “should”, “could” and “expect” and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. In addition, we and our representatives may from time to time make other oral or written statements which are forward-looking statements, including in our periodic reports that we file with the SEC, other information sent to our security holders and other written materials. We caution that these forward-looking statements represent our estimates and assumptions only as of the date of this annual report or the date on which such oral or written statements are made, as applicable, about factors that are beyond our ability to control or predict and are not intended to give any assurance as to future results. Any of these factors or a combination of these factors could materially affect future results of operations and the ultimate accuracy of the forward-looking statements. Accordingly, you should not unduly rely on any forward-looking statements.

Factors that might cause future results and outcomes to differ include, but are not limited to, the following:

- general LNG shipping market conditions and trends, including spot and multi-year charter rates, ship values, factors affecting supply and demand of LNG and LNG shipping, including geopolitical events, technological advancements and opportunities for the profitable operations of LNG carriers;
- fluctuations in charter hire rates, vessel utilization and vessel values;
- increased exposure to the spot market and fluctuations in spot charter rates;
- our ability to maximize the use of our vessels, including the re-deployment or disposition of vessels which are not under multi-year charters, including the risk that certain of our vessels may no longer have the latest technology at such time which may impact our ability to secure employment for such vessels as well as the rate at which we can charter such vessels;
- changes in our operating expenses, including crew wages, maintenance, dry-docking and insurance costs and bunker prices;
- number of off-hire days and dry-docking requirements including our ability to complete scheduled dry-dockings on time and within budget;
- planned capital expenditures and availability of capital resources to fund capital expenditures;
- our ability to maintain long-term relationships and enter into time charters with new and existing customers;
- the duration and effects of COVID-19 and any other pandemics on our workforce, business, operations and financial condition;
- fluctuations in prices for crude oil, petroleum products and natural gas;
- changes in the ownership of our charterers;
- our customers’ performance of their obligations under our time charters and other contracts;
- our future operating performance and expenses, financial condition, liquidity and cash available for dividends and distributions;
- our ability to obtain debt and equity financing on acceptable terms to fund capital expenditures, acquisitions and other corporate activities, funding by banks of their financial commitments, and our ability to meet our restrictive covenants and other obligations under our credit facilities;
- future, pending or recent acquisitions of or orders for ships or other assets, business strategy, areas of possible expansion and expected capital spending;

- the time that it may take to construct and deliver newbuildings and the useful lives of our ships;
- fluctuations in currencies and interest rates;
- the expected cost of and our ability to comply with environmental and regulatory requirements related to climate change, including regulatory requirements with respect to emissions of air pollutants and greenhouse gases, as well as future changes in such requirements or other actions taken by regulatory authorities, governmental organizations, classification societies and standards imposed by our charterers applicable to our business;
- risks inherent in ship operation, including the discharge of pollutants;
- our ability to retain key employees and the availability of skilled labor, ship crews and management;
- potential disruption of shipping routes due to accidents, diseases, pandemics, political events, piracy or acts by terrorists;
- potential liability from future litigation;
- any malfunction or disruption of information technology systems and networks that our operations rely on or any impact of a possible cybersecurity event; and
- other factors discussed in “Item 3. Key Information—D. Risk Factors” of this annual report.

We undertake no obligation to update or revise any forward-looking statements contained in this annual report, whether as a result of new information, future events, a change in our views or expectations or otherwise, except as required by applicable law. New factors emerge from time to time and it is not possible for us to predict all of these factors. Further, we cannot assess the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement.

## **PART I**

### **ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

### **ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

### **ITEM 3. KEY INFORMATION**

#### **A. Reserved**

#### **B. Capitalization and Indebtedness**

Not applicable.

#### **C. Reasons for the Offer and Use of Proceeds**

Not applicable.

#### **D. Risk Factors**

##### **Summary of Risk Factors**

An investment in our Preference Shares is subject to a number of risks, including risks related to our business and corporate structure. The following summarizes some, but not all, of these risks. Please carefully consider all of the information discussed in “Item 3. Key Information—D. Risk Factors” in this annual report for a more thorough description of these and other risks.

##### **Risks Related to the LNG Carrier Business**

- Our results of operations and financial condition depend significantly on charter rates for LNG carriers which may be highly volatile and depend on factors outside of our control. Operating vessels in the spot market, or being unable to recharter the vessels on long-term charters with similar or better rates, means our revenues and cash flows from these vessels will decline following expiration of our current charter arrangements. These factors could have a material adverse effect on our business, results of operations, financial condition and the value of our assets, and could significantly reduce or eliminate our ability to pay dividends on our Preference Shares.
- If the number of vessels available in the short-term or spot LNG carrier market continues to expand and results in reduced opportunities to secure multi-year charters for our vessels, our revenues and cash flows may become more volatile and may decline following expiration or early termination of our current charter arrangements and may adversely impact our ability to pay dividends on our Preference Shares.
- An oversupply of LNG carriers as a result of excessive new ordering in previous years may lead to a reduction in the charter hire rates we are able to obtain when seeking charters in the future which could adversely affect our results of operations and cash flows, especially in relation to our Steam vessels that are less efficient compared to newer vessels.
- The LNG shipping industry is subject to substantial environmental and other regulations which may be increased further by the growing global focus on a lower carbon economy, the effects of climate change (physical and transition) and the increasing demand for environmental, social and governance disclosures by investors, lenders and regulators. We may incur substantial costs in complying with new or changing environmental regulations which may affect our results of operations, financial condition and ability to pay dividends on our Preference Shares.



- Ship values may fluctuate substantially, which has resulted in non-cash impairment charges on our Steam vessels in previous years, including in 2022. A further decline in ship values in the future could impact our compliance with the covenants in our loan agreements and, if the values are lower at a time when we are attempting to dispose of ships, cause us to incur a loss.
- The continuing COVID-19 pandemic, the spread of new variants and related governmental responses thereto may have further negative effects on the global economy, energy demand and on our results of operations and financial condition.

#### **Risks Related to Us**

- Our future success depends on our ability to maintain relationships with existing customers, establish new customer relationships and obtain new time charter contracts for existing vessels and/or FSRUs/FSUs, for which we face considerable competition from other established companies with significant resources, as well as recent and potential future new entrants.
- We derive a substantial majority of our contracted revenues from a limited number of customers, and the loss of any customer, charter or vessel would result in a significant loss of revenues and could have a material adverse effect on our business, financial condition, results of operations and cash flows.
- Due to our lack of diversification, adverse developments in the LNG market and/or in the LNG transportation industry could adversely affect our business, particularly if such developments occur at a time when we are seeking new charters for our vessels.
- Our contracts for the four newbuildings we have on order are subject to risks that could cause delays in the delivery of the ships, which could adversely affect our results of operations and cash flows.
- As we take delivery of our newbuildings or any secondhand ships we may acquire, we will need to expand our staff and crew. If we cannot recruit and retain employees and provide adequate compensation, our business, financial condition, results of operations and cash flows may be adversely affected.
- We rely on our information systems to conduct our business and failure to protect these systems against security breaches could materially disrupt our business and results of operations.
- Our credit facilities are secured by our ships and contain payment obligations and restrictive covenants that may restrict our business and financing activities as well as our ability to pay dividends. A failure by us to meet our obligations under our credit facilities could result in an event of default and foreclosure on our ships.
- Our future capital needs are uncertain and we may need to raise additional funds. We must make substantial capital expenditures to fund any additional ships we may acquire in the future. In addition we cannot guarantee that renewal, replacement or new lines of credit will be available or will be available on similar or more favorable terms.

#### **Risks Related to our Preference Shares**

- Our Preference Shares are subordinated to our debt obligations and investors' interests could be diluted by the issuance of additional preference shares and by other transactions.
- Holders of our Preference Shares have extremely limited voting rights.
- The Preference Shares represent perpetual equity interests and holders have no right to receive any greater payment than the liquidation preference regardless of the circumstances.
- Following the close of the Transaction, our corporate actions are substantially controlled by the Rolling Shareholders, who have the ability to effectively control the outcome of most important corporate matters. The interests of the Rolling Shareholders may be different than yours.

## Risks Inherent in the LNG Carriers Business

***Our results of operations and financial condition depend significantly on charter rates for LNG carriers which may be highly volatile and depend on factors outside of our control. Operating vessels in the spot market, or being unable to recharter the vessels on long-term charters with similar or better rates, means our revenues and cash flows from these vessels will decline following expiration of our current charter arrangements. These factors could have a material adverse effect on our business, results of operations, financial condition and the value of our assets, and could significantly reduce or eliminate our ability to pay dividends on our Preference Shares.***

As of February 24, 2023, our owned and bareboat fleet consists of 34 LNG carriers (including the 14 LNG carriers owned and bareboat vessels of GasLog Partners) and four newbuilds. 18 of our owned and bareboat vessels (including five of the 14 LNG Carriers owned and bareboat vessels of GasLog Partners) and our four newbuild vessels currently operate or will operate under long-term time charters (defined as those with initial duration of more than three years). 15 of our vessels (including nine vessels owned by GasLog Partners) are currently trading in the short-term spot market (defined as contracts with initial duration of less than three years), while one vessel is currently undergoing conversion into an FSRU. Three of our Steam vessels and six of our TFDEs are due to come off charter in 2023. The charterers for three of the TFDEs and for one Steam vessel have extension options, and we have entered into a sale agreement for one Steam vessel. On redelivery, if the charterers do not exercise any extension option, the vessels will trade in the short-term spot market unless we are able to secure new long-term charters.

Five of the vessels (four vessels owned by GasLog Partners and one that GasLog has agreed to sell) operating in the short-term spot market are Steam vessels. Our Steam vessels are less efficient and have higher CO<sub>2</sub> emissions than larger, more technologically advanced modern LNG carriers and it may be more challenging to find spot and/or term employment for these vessels, in the future. Unless we are able to secure longer term charters at attractive rates we will have exposure to the spot market which is highly competitive and subject to significant price fluctuations. In addition, there may be extended periods of idle time between charters. Moreover, any longer-term charters we are able to secure for on-the-water vessels may not be as long in duration as the multi-year charters we have enjoyed in the past and are likely to be at lower charter rates. In recent years, as a result of more LNG being traded on a short-term basis and greater liquidity in the LNG shipping market than was historically the case, the duration of term charters for on-the-water vessels with such charters is now generally anywhere between six months and three years. If we are unable to secure employment for a vessel, we will not receive any revenues from that vessel but we will be required to pay expenses necessary to maintain the vessel in proper operating condition, as well as servicing the debt attached to the vessel.

Failure to secure new term charters could adversely affect our future liquidity, results of operations and cash flows, including cash available for dividends to our shareholders, as well as our ability to meet certain of our debt obligations and covenants.

As of December 31, 2022, we had a total of 1,159 open vessel days during 2023. A failure to obtain charters at acceptable rates on our vessels could adversely affect our business, financial condition, results of operations and cash flows, including cash available for dividends on our Preference Shares.

***If the number of vessels available in the short-term or spot LNG carrier market continues to expand and results in reduced opportunities to secure multi-year charters for our vessels, our revenues and cash flows may become more volatile and may decline following expiration or early termination of our current charter arrangements and may adversely impact our ability to pay dividends on our Preference Shares.***

Most shipping requirements for new LNG projects continue to be secured on a multi-year basis, although the level of spot voyages and short-term time charters of less than 12 months in duration has grown in recent years but still remain extremely volatile. As vessels currently operating under multi-year charters redeliver together with uncommitted newbuilds from the extensive orderbook, the number of vessels available in the short-term or spot charter market is likely to continue to expand which may result in reduced opportunities to secure multi-year charters for our vessels. With our vessels trading in the short-term or spot market upon expiration or early termination of our current charters, our revenues and cash flows may become more volatile and may decline. In addition, an active short-term or spot charter market may require us to enter into charters on variable rates depending on market prices at the time, as opposed to fixed rates, and may result in extended periods of idle time between charters. These factors could result in a decrease in our revenues and cash flows, including cash available for dividends to shareholders.

***An oversupply of LNG carriers as a result of excessive new ordering in previous years may lead to a reduction in the charter hire rates we are able to obtain when seeking charters in the future which could adversely affect our results of operations and cash flows, especially in relation to our Steam vessels that are less efficient compared to newer vessels.***

Based on current levels of demand, we currently believe that the global LNG carrier fleet may experience high levels of utilization over the next one to two years, though the supply of LNG carriers has been increasing as a result of the ordering and delivery of new ships. Ordering increased significantly in 2022, despite shipyard prices for newbuild vessels rising substantially, as a result of a renewed focus on energy security, diversification and investment in LNG infrastructure after the geopolitical events surrounding the Russia-Ukraine conflict and the decline of Russian pipeline flows to Europe by about 90%.

According to Poten & Partners Group, Inc. (“Poten”), as of January 31, 2023, the global trading fleet of conventional LNG carriers (>100,000 cbm) consisted of 606 vessels, with another 288 LNG carriers on order (with delivery up to 2028, 174 were ordered in 2022), of which 22 do not have multi-year charters. The majority of these vessels are tied to new projects, including about 20% of confirmed vessel orders tied to Qatar’s North Field Expansion project, and therefore likely to not negatively impact the supply-demand for vessels.

Any future expansion of the global LNG carrier fleet in excess of the demand for LNG shipping will likely have a negative impact on charter hire rates, vessel utilization and vessel values, however it has become difficult to secure additional berths and with prices for new vessels exceeding \$250.0 million, ordering may subside in 2023. If charter hire rates are lower when we are seeking new time charters, or if we are unable to secure employment for our vessels trading in the spot and short-term markets, as a result of increased competition from modern vessels, our revenues and cash flows, including cash available for dividends to shareholders, may decline.

***The LNG shipping industry is subject to substantial environmental and other regulations which may be increased further by the growing global focus on a lower carbon economy, the effects of climate change (physical and transition) and the increasing demand for environmental, social and governance disclosures by investors, lenders and regulators. We may incur substantial costs in complying with new or changing environmental regulations which may affect our results of operations, financial condition and ability to pay dividends on our Preference Shares.***

Our operations are materially affected by extensive and changing international, national, state and local environmental laws, regulations, treaties, conventions and standards which are in force in international waters, or in the jurisdictional waters of the countries in which our ships operate and in the countries in which our ships are registered. These requirements include those relating to equipping and operating ships, providing security and minimizing or addressing impacts on the environment from ship operations. These requirements may introduce regulations which affect the operation profile of our vessels and could impact our existing charters. We may incur substantial costs in complying with these requirements, including costs for ship modifications and changes in operating procedures. We also could incur substantial costs, including clean-up costs, civil and criminal penalties and sanctions, the suspension or termination of operations and third party claims as a result of violations of, or liabilities under, such laws and regulations. The higher emissions of our Steam vessels relative to more modern vessels could make it more difficult to secure employment for these vessels and reduce the rates at which we can charter these vessels to our customers.

In addition, these requirements can affect the resale value or useful lives of our ships, require a reduction in cargo capacity, operating speed, necessitate ship modifications or operational changes or restrictions or lead to decreased availability of insurance coverage for environmental matters. They could further result in the denial of access to certain jurisdictional waters or ports or detention in certain ports. We are required to obtain governmental approvals and permits to operate our ships. Delays in obtaining such governmental approvals may increase our expenses, and the terms and conditions of such approvals could materially and adversely affect our operations.

Additional laws, regulations, taxes or levies may be adopted that could limit our ability to do business or increase our operating costs, which could materially and adversely affect our business. New or amended legislation relating to ship recycling, sewage systems, emission control (including emissions of greenhouse gases and other pollutants) as well as ballast water treatment and ballast water handling may be adopted. For example, the United States has enacted legislation, and more recently a convention adopted by the International Maritime Organisation (“IMO”) has become effective, governing ballast water management systems on oceangoing ships. The IMO has also established progressive standards limiting emissions from ships (ratified in the MEPC75) starting from 2023 towards 2030 and 2050 goals. The EU is trying to incorporate shipping within the carbon Emission Trading Scheme already existing for other sectors. These and other laws or regulations may require additional capital expenditures or operating expenses (such as increased costs for low sulfur fuel or pollution controls) in order for us to maintain our ships’ compliance with international and/or national regulations. We may also become subject to additional laws and regulations if we enter new markets or trades.

The EU’s Taxonomy Regulation establishes an EU framework for the classification of sustainable economic activities with the aim of providing transparency to investors and business as the EU moves towards its 2050 climate neutrality goal. In February 2022, proposed new rules announced by the EU named natural gas and nuclear power generation as “transitional technologies” (provided they meet certain criteria, such as replacing coal plants, and subject to certain limits and phase out periods) and set out new disclosure rules for companies regarding annual reporting about compliance with green criteria. The rules came into effect on January 1, 2023.

We also believe that the heightened environmental, quality and security concerns of insurance underwriters, regulators and charterers will generally lead to additional regulatory requirements and/or contractual requirements, including enhanced risk assessment and security requirements, as well as greater inspection and safety requirements on all LNG carriers in the marine transportation market. These requirements are likely to add incremental costs to our operations, and the failure to comply with these requirements may affect the ability of our ships to obtain and, possibly, recover from, insurance policies or to obtain the required certificates for entry into the different ports where we operate.

Some environmental laws and regulations, such as the U.S. Oil Pollution Act of 1990 (“OPA”), provide for potentially unlimited joint, several and/or strict liability for owners, operators and demise or bareboat charterers for oil pollution and related damages. OPA applies to discharges of any oil from a ship in U.S. waters, including discharges of fuel and lubricants from an LNG carrier, even if the ships do not carry oil as cargo. In addition, many states in the United States bordering a navigable waterway have enacted legislation providing for potentially unlimited strict liability without regard to fault for the discharge of pollutants within their waters. We also are subject to other laws and conventions outside the United States that provide for an owner or operator of LNG carriers to bear strict liability for pollution, such as the Convention on Limitation of Liability for Maritime Claims of 1976, (the “London Convention”).

Some of these laws and conventions, including OPA and the London Convention, may include limitations on liability. However, the limitations may not be applicable in certain circumstances, such as where a spill is caused by a ship owner’s or operator’s intentional or reckless conduct. These limitations are also subject to periodic updates and may otherwise be amended in the future.

Compliance with OPA and other environmental laws and regulations may also require ship owners and operators to incur increased costs for additional maintenance and inspection requirements, develop contingency arrangements for potential spills, obtain mandated insurance coverage and meet financial responsibility requirements.

Increased concern over climate change could lead to a more negative perception of the oil and gas industry which could impact our ability to attract investors, access financing in the bank and capital markets and attract and retain talent.

***Ship values may fluctuate substantially, which has resulted in non-cash impairment charges on our Steam vessels in previous years, including in 2022. A further decline in ship values in the future could impact our compliance with the covenants in our loan agreements and, if the values are lower at a time when we are attempting to dispose of ships, cause us to incur a loss.***

Values for ships can fluctuate substantially over time due to a number of different factors, including:

- prevailing economic conditions in the natural gas and energy markets;
- a substantial or extended decline in demand for LNG;
- the level of worldwide LNG production and exports;

- changes in the supply and demand balance of the global LNG carrier fleet and the size and contract profile of the LNG carrier orderbook;
- changes in prevailing charter hire rates;
- declines in levels of utilization of the global LNG carrier fleet and of our vessels;
- the physical condition of the ship;
- the size, age and technical specifications of the ship; and
- the cost of retrofitting or modifying existing ships, as a result of technological advances in ship design or equipment, changes in applicable environmental or other regulations or standards, customer requirements or otherwise.

If the market value of our ships decline, we may be required to record additional impairment charges in our financial statements, in addition to the impairment charge recorded in the year ended December 31, 2022, which could adversely affect our results of operations. A further decline in ship values at a time when we are attempting to dispose of ships, could cause us to incur a loss, similar to the aggregate impairment loss of \$37.6 million recognized during the year ended December 31, 2022 in relation to the sale and leaseback of one TFDE and one Steam vessel and the sale of another Steam vessel. See “Item 5. Operating and Financial Review and Prospects—E. Critical Accounting Estimates—Impairment of Vessels”. Deterioration in the market value of our ships may trigger a breach of some of the covenants contained in our credit facilities. If we do breach such covenants and we are unable to remedy the relevant breach, our lenders could accelerate our indebtedness and seek to foreclose on the ships in our fleet securing those credit facilities. In addition, if a charter contract expires or is terminated by the customer, we may be unable to redeploy the affected ships at attractive rates and, rather than continue to incur costs to maintain and finance them, we may seek to dispose of them. Any foreclosure on our ships, or any disposal by us of a ship at a time when ship values have fallen, could result in a loss and could materially and adversely affect our business, financial condition, results of operations and cash flows, including cash available for dividends to shareholders.

***Climate change and greenhouse gas restrictions may adversely impact our results of operations, financial condition and ability to pay dividends on our Preference Shares.***

Due to concern over the risks of climate change, a number of countries and the IMO, have adopted, or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emissions from ships. These regulatory measures may include adoption of cap and trade regimes, carbon taxes, increased efficiency standards and incentives or mandates for renewable energy. Although emissions of greenhouse gases, or “GHGs”, from international shipping are not currently subject to agreements under the United Nations Framework Convention on Climate Change, such as the “Kyoto Protocol” and the “Paris Agreement”, a new treaty may be adopted in the future that includes additional restrictions on shipping emissions to those already adopted under the International Convention for the Prevention of Marine Pollution from Ships, or the “MARPOL Convention”. Compliance with future changes in laws and regulations relating to climate change could increase the costs of operating and maintaining our ships and could require us to install new emission controls, as well as acquire allowances, pay taxes related to our greenhouse gas emissions or administer and manage a greenhouse gas emissions program. Such compliance could also affect our revenues and significantly change the market in which we compete, which may adversely affect any strategic growth opportunities.

There is increasing focus on the environmental footprint of the energy and transportation sectors from governments, regulators, shareholders, customers, environmental pressure groups and other stakeholders. This has been manifested recently by the fact that some of our charterers have set specific carbon emissions targets, covering all of their activities and products and those of their suppliers. GasLog's vessels on charter to those charterers and other energy companies form part of their supply chain may be captured within their targets. In addition, many large financial institutions are under pressure to both reduce their own environmental footprints and to monitor the environmental footprints of the companies and projects to which they lend. While LNG is among the cleanest marine transportation fuels, the focus and pressure on the environmental footprint of the marine transportation sector is likely to remain high and may increase. For example, in June 2021, the IMO adopted amendments to MARPOL Annex VI that entered into force on November 1, 2022 and require ships to reduce GHG emissions using technological and operational approaches to improve energy efficiency and that provide important building blocks for future GHG reduction measures. Any specific requirements imposed on GasLog by regulators, governments, customers or other stakeholders may impact the useful life of our vessels, increase our operating costs or require us to undertake significant investments in our vessels which may reduce our revenues, profits and cash flows and may impact the cash available for dividends to our shareholders.

Adverse effects upon the oil and gas industry relating to climate change, including growing public concern about the environmental impact of climate change, may also have an effect on demand for our services. For example, increased regulation of greenhouse gases or other concerns relating to climate change may reduce the demand for oil and natural gas in the future or create greater incentives for use of alternative energy sources. Any long-term material adverse effect on the oil and gas industry could have significant financial and operational adverse impacts on our business that we cannot predict with certainty at this time.

***The continuing COVID-19 pandemic, the spread of new variants and related governmental responses thereto may have further negative effects on the global economy, energy demand and on our results of operations and financial condition.***

The COVID-19 pandemic introduced uncertainty in a number of areas of our business, including operational, commercial, administrative and financial activities. Initially, the COVID-19 pandemic and governmental responses thereto negatively impacted global economic activity and demand for energy, including LNG. As a result of significantly lower demand for oil and refined products and the failure of the principal producers of oil to reduce production in line with the fall in demand, oil prices were pressured downward in 2020. Oil prices recovered by the end of 2020 and continued to recover during 2021 due to oil production cuts, as well as a more favorable economic outlook following the distribution of several COVID-19 vaccines around the world which helped to balance the market. Similarly global natural gas prices were impacted by lower industrial demand at the start of the COVID-19 pandemic, particularly during the second and third quarters of 2020, as well as increasing gas production in export markets such as the United States. Although the LNG market continued to improve throughout 2022 and remains on a positive trend, this improvement may not be sustainable in the long-term.

The ongoing spread of the COVID-19 virus, and emergence of new variants, may negatively affect our business and operations, the health of our crews and the availability of our fleet, particularly if crew members contract COVID-19, as well as our financial position and prospects. The onset of the pandemic resulted in numerous actions taken by governments and governmental agencies in an attempt to mitigate the spread or any resurgence of the virus, including travel bans, quarantines and other emergency public health measures such as lockdowns. While many of these measures have since been relaxed, we cannot predict whether and to what degree such measures will be reinstated in the event of any resurgence in the COVID-19 virus or any variants thereof. Any future reduction in LNG demand and further closure of, or restricted access to, ports and terminals in regions affected by the virus may lead to reduced chartering activity and, in the extreme, an inability of our charterers to meet their obligations under the terms of their term charters. If this were to occur, we may be unable to secure charters for our vessels at rates that are sufficient to meet our financial obligations. With 15 of our vessels (including nine vessels owned by GasLog Partners) currently trading in the short-term spot market (defined as contracts with initial duration of less than three years), any additional exposure to the spot market or extended periods of idle time between charters could adversely affect our future liquidity, results of operations and cash flows.

Additionally, if the COVID-19 pandemic again causes declines in the LNG market this could negatively impact our estimates regarding future charter rates for non-contracted revenue days and the discount rate in our future impairment assessments. This would negatively affect the future carrying values of our vessels, which could cause significant negative impacts on our liquidity and financial condition.

Although we have taken extensive measures to limit the impact of COVID-19 on business continuity, including implementation of a “work from home” policy for shore-based employees, as required depending on each location, and the commencement of select rotations of offshore personnel where possible, giving effect to local restrictions on the movement of offshore staff, these measures may not be sufficient to protect our business against the impact of COVID-19.

The occurrence or reoccurrence of any of the foregoing events or other epidemics, an increase in the severity or duration of the COVID-19 pandemic or other epidemic or a recession or market correction resulting from the spread of COVID-19 could have a material adverse effect on the global economy, energy demand and our business.

***We may experience operational problems with vessels that reduce revenues and increase costs. In addition, there are risks associated with operating ocean-going ships. Any limitation in the availability or operation of our ships could have a material adverse effect on our business, our reputation, financial condition, results of operations and cash flows.***

LNG carriers are complex and their operations are technically challenging. Marine transportation operations are subject to mechanical risks and problems. Operational problems may lead to loss of revenues or higher than anticipated operating expenses or require additional capital expenditures.

Furthermore, the operation of ocean-going ships carries inherent risks. These risks include the possibility of:

- marine disaster;
- piracy;
- cyber events or other failures of operational and information technology systems;
- environmental accidents;
- adverse weather conditions;
- grounding, fire, explosions and collisions;
- cargo and property loss or damage;
- business interruptions caused by mechanical failure, human error, war, terrorism, disease (such as the outbreak of the COVID-19 virus and variants that may emerge) and related governmental responses thereto, or political action in various countries;
- declining operational performance due to physical degradation as a result of extensive idle time or other factors; and
- work stoppages or other labor problems with crew members serving on our ships.

An accident involving any of our owned ships could result in any of the following:

- death or injury to persons, damage to our ships, loss of property or environmental damage;
- delays in the delivery of cargo;
- loss of revenues from termination of charter contracts;
- governmental fines, penalties or restrictions on conducting business;
- litigation with our employees, customers or third parties;
- higher insurance rates; and



- damage to our reputation and customer relationships generally.

If any of our ships are unable to generate revenues for any significant period of time for any reason, including unexpected periods of off-hire or early charter termination (which could result from damage to our ships), our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders, could be materially and adversely affected. The impact of any limitation in the operation of our ships or any early charter termination would be amplified, as a substantial portion of our cash flows and income is dependent on the revenues earned by the chartering of our 34 LNG carriers in operation. In addition, the costs of ship repairs are unpredictable and can be substantial. In the event of repair costs that are not covered by our insurance policies, we may have to pay for such repair costs, which would decrease our earnings and cash flows. Any of these results could harm our business, financial condition, results of operations and our ability to pay cash dividends to our shareholders.

***All vessels in our fleet are required to be dry-docked at least once every five years for inspection and repairs. The dry-docking of our vessels may be longer and more costly than normal as a result of required repairs or regulatory requirements at the time of the dry-dock. Any delay or cost overrun of the dry-docking could have a material adverse effect on our business, results of operations and financial condition and could significantly reduce or eliminate our ability to pay dividends on our Preference Shares.***

Dry-dockings of our vessels require significant expenditures and result in loss of revenue as our vessels are off-hire during such period. Any significant increase in either the number of off-hire days or in the costs of any repairs or investments carried out during the dry-docking period could have a material adverse effect on our profitability and our cash flows. Given the potential for unforeseen issues arising during dry-docking, we may not be able to predict accurately the time required to dry-dock any of our vessels. If more than one of our ships is required to be out of service at the same time, or if a ship is dry-docked longer than expected or if the cost of repairs is greater than budgeted, our results of operations and our cash flows, including cash available for dividends to our shareholders, could be adversely affected. The upcoming dry-dockings of vessels in operation (excluding the *GasLog Athens* which will be sold and the *Alexandroupoli* which is under FSRU conversion) are expected to be carried out in 2023 (seven vessels), 2024 (four vessels), 2025 (12 vessels), 2026 (eight vessels) and 2028 (one vessel).

***Further technological advancements and other innovations affecting LNG carriers could reduce the charter hire rates we are able to obtain when seeking new employment for existing or newbuild vessels and this could adversely impact the value of our assets and our results of operations and cash flows.***

The charter rates, asset value and operational life of an LNG carrier are determined by a number of factors, including the ship's efficiency, operational flexibility and physical life. Efficiency is reflected in unit freight costs ("UFC") which are driven by the size of the vessel, its fuel economy and the rate at which LNG in the cargo tanks naturally evaporates ("boil-off ratio" or "BOR"). Flexibility is primarily driven by the size of the ship and includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. Physical life is related to the original design and construction, the ongoing maintenance and the impact of operational stresses on the asset. Ship, cargo containment and engine designs are continually evolving. At such time as newer designs are developed and accepted in the market, these newer vessels may be more efficient or more flexible or have longer physical lives than our ships. Competition from these more technologically advanced LNG carriers compared to our vessels with older technology could adversely affect our ability to charter or re-charter our ships and the charter hire rates we will be able to secure when we seek to charter or re-charter our ships, and could also reduce the resale value of our ships. This could adversely affect our revenues and cash flows, including cash available for dividends to our shareholders, as well as our ability to obtain debt financing for ships with older technology whose market values have experienced a significant decline.



***Our future performance and ability to secure future employment for our vessels depends on continued growth in LNG production and demand for LNG and LNG shipping and declines in the demand for LNG and LNG shipping may have a material adverse effect on our results of operations, financial condition and ability to pay dividends.***

Our future performance, including our ability to strengthen our balance sheet and to profitably employ and expand our fleet, will depend on continued growth in LNG supply and demand, and the demand for shipping. A complete LNG project includes natural gas production, liquefaction, storage, regasification and distribution facilities, in addition to marine transportation of LNG. Growth in LNG demand and increased infrastructure investment has led to an expansion of LNG production capacity in recent years, but material delays in the construction or slower than expected ramp-up of new liquefaction facilities could constrain the amount of LNG available for shipping, reducing ship utilization. The rate of growth of the LNG industry has fluctuated due to several factors, including the rate of global economic growth, fluctuations in global commodity prices, including natural gas, oil and coal as well as other sources of energy, and energy and environmental policy in markets which produce and/or consume LNG. Continued growth in LNG production and demand for LNG and LNG shipping could be negatively affected by a number of factors, including:

- prices for crude oil, petroleum products, natural gas. A return to low natural gas prices globally may limit the willingness and ability of developers of new LNG infrastructure projects to approve the development of such new projects;
- the cost of natural gas derived from LNG relative to the cost of natural gas generally and to the cost of alternative fuels, including renewables, and the impact of increases in the cost of natural gas derived from LNG on consumption of LNG;
- increases in the production levels of lower cost natural gas in domestic natural gas consuming markets, which could further depress prices for natural gas in those markets and make LNG uneconomical;
- increases in the production of natural gas in areas linked by pipelines to consuming areas, or the extension of existing pipelines, or the development of new pipeline systems in markets we may serve;
- infrastructure constraints such as delays in the construction of liquefaction facilities or regasification facilities, the inability of project owners or operators to obtain governmental approvals to construct or operate LNG facilities, as well as community or political action group resistance to new LNG infrastructure due to concerns about the environment, safety and terrorism;
- concerns regarding the spread of disease, for example, the COVID-19 virus, safety and terrorism;
- changes in weather patterns leading to warmer winters in the northern hemisphere and lower gas demand in the traditional peak heating season;
- the availability and allocation of capital by developers to new LNG projects, especially the major oil and gas companies and other leading participants in the LNG industry;
- increases in interest rates, capital market volatility, changes in bank regulations or other events that may affect the availability of sufficient financing for LNG projects on commercially reasonable terms;
- negative global or regional economic or political conditions, particularly in LNG consuming regions which could reduce energy consumption or its growth;
- new taxes or regulations affecting LNG production or liquefaction that make LNG production less attractive;
- labor or political unrest or military conflicts affecting existing or proposed areas of LNG production, regasification or consumption;
- any significant explosion, spill or other incident involving an LNG facility or carrier; or
- regional, national or international energy policies that constrain the production or consumption of hydrocarbons including natural gas.

In recent years, global natural gas and crude oil prices have been volatile. Any decline in oil prices can depress natural gas prices and lead to a narrowing of the difference in pricing between geographic regions, which can adversely affect the length of voyages in the spot LNG shipping market and the spot rates and medium-term charter rates for charters which commence in the near future.

***Natural gas and oil prices are subject to volatility due to global events outside of our control, including the recent events in Russia and Ukraine. A continuation of the recent volatility in natural gas and oil prices may adversely affect our growth prospects and results of operations.***

Natural gas prices are likely to continue to face volatility given the constrained supply outlook following the cessation of pipeline flows from Russia to Europe and suspected sabotage of the Nord Stream 1 and 2 pipelines. Given the lead time for new LNG infrastructure, supply deficit and seasonal nature of LNG demand prices are likely to continue being volatile and dependent on demand reduction measures, weather impact on demand and availability/price of alternative sources of energy such as coal. Natural gas prices are affected by numerous factors beyond our control, including but not limited to the following:

- price and availability of crude oil, petroleum products and coal;
- worldwide and regional supply of, demand for and price of natural gas;
- the cost of exploration, development, production, transportation and distribution of natural gas;
- expectations regarding future energy prices for both natural gas and other sources of energy, including renewable energy sources and coal;
- the level of worldwide LNG production and exports;
- government laws and regulations, including but not limited to environmental protection laws and regulations;
- local and international political, economic and weather conditions;
- political and military conflicts; and
- the availability and cost of alternative energy sources, including coal and alternate sources of natural gas in gas importing and consuming countries.

With 15 vessels (including nine vessels in the GasLog Partners fleet) operating in the short-term spot market (defined as vessels under contracts of less than three years) the significant global natural gas and crude oil price volatility referenced above may adversely affect our future business, results of operations and financial condition and our ability to make cash distributions, as a result of, among other things:

- a reduction in exploration for or development of new natural gas reserves or projects, or the delay or cancellation of existing projects as energy companies lower their capital expenditures budgets, which may reduce our growth opportunities;
- volatile oil prices negatively affecting the market price of natural gas, to the extent that natural gas prices are benchmarked to the price of crude oil, in turn negatively affecting the economics of potential new LNG production projects, which may reduce our growth opportunities;
- high oil prices negatively affecting the competitiveness of natural gas to the extent that natural gas prices are linked to the price of crude oil;
- low gas prices globally and/or weak differentials between prices in the Atlantic Basin and the Pacific Basin leading to reduced inter-basin trading of LNG and reduced demand for LNG shipping;
- lower demand for vessels of the types we own and operate, which may reduce available charter rates and revenue to us upon redeployment of our vessels following expiration or termination of existing contracts or upon the initial chartering of vessels;

- customers potentially seeking to renegotiate or terminate existing vessel contracts, or failing to extend or renew contracts upon expiration;
- the inability or refusal of customers to make charter payments to us due to financial constraints or otherwise; or
- declines in vessel values, which may result in losses to us upon vessel sales or impairment charges against our earnings and could impact compliance with covenants in loan documentation.

***Compliance with new IMO measures related to the reduction of GHG emissions from international shipping could adversely impact our fleet and operations. Technical and operational measures implemented by regulations include the Energy Efficiency Existing Ships Index (“EEXI”) and Carbon Intensity Indicator (“CII”).***

The IMO, the United Nations’ agency for regulating shipping, introduced and adopted two new measures, the EEXI and CII, which entered into force on January 1, 2023 and are expected to have an impact on our fleet in the short and long-term. Pursuant to the EEXI regulation, Steam vessels require an Engine Power Limitation which will have an impact on the vessels’ maximum attainable speed. The CII regulation may also have an impact on our Steam and TFDE vessels, although the operative form of the regulatory framework and the consequences of non-compliance have yet to be defined by IMO, making it difficult to assess the size and timing of any associated risks. However, any impact of the CII is likely to impact smaller and less efficient Steam vessels first.

***Changes in global and regional economic conditions and capital markets volatility could adversely impact our business, financial condition, results of operations and cash flows.***

Weak global or regional economic conditions may negatively impact our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders in ways that we cannot predict. Our ability to expand our fleet beyond our contracted newbuildings will be dependent on our ability to obtain financing to fund the acquisition of additional ships. In addition, uncertainty about current and future global economic conditions may cause our customers to defer projects in response to tighter credit, decreased capital availability and declining customer confidence, which may negatively impact the demand for our ships and services and could also result in defaults under our current charters. Global financial markets and economic conditions have been volatile in recent years and remain subject to significant vulnerabilities, such as the continuing COVID-19 pandemic and high inflation experienced in 2022. A further tightening of the credit markets may negatively impact our operations by affecting the solvency of our suppliers or customers, which could lead to disruptions in delivery of supplies such as equipment for conversions, cost increases for supplies, accelerated payments to suppliers, customer bad debts or reduced revenues. Similarly, such market conditions could affect lenders participating in our financing agreements, making them unable to fulfill their commitments and obligations to us. Any reductions in activity owing to such conditions or failure by our customers, suppliers or lenders to meet their contractual obligations to us could adversely affect our business, financial position, results of operations and cash flows, including cash available for dividends to our shareholders.

***Compliance with safety and other requirements imposed by classification societies may be very costly and may adversely affect our business.***

The hull and machinery of every commercial LNG carrier must be certified by a classification society. The classification society certifies that the ship has been built and subsequently maintained in accordance with the applicable rules and regulations of that classification society. Moreover, every ship must comply with all applicable international conventions and the regulations of the ship’s flag state as verified by a classification society. Finally, each ship must successfully undergo periodic surveys, including annual, intermediate and special surveys performed under the classification society’s rules.

If any ship does not maintain its class, it will lose its insurance coverage and be unable to trade, and the ship’s owner will be in breach of relevant covenants under its financing arrangements and potentially its charter contracts. Failure to maintain the class of one or more of our ships could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

***We operate our ships worldwide, which could expose us to political, governmental and economic instability that could harm our business.***

Because we operate our ships in the geographic areas where our customers do business, our operations may be affected by political, governmental and economic conditions in the countries where our ships operate or where they are registered. Any disruption caused by these factors could harm our business, financial condition, results of operations and cash flows, including cash available for payment of dividends to shareholders. In particular, our ships frequent LNG terminals in countries including Egypt, Nigeria, Equatorial Guinea and Trinidad, as well as transit through the Gulf of Aden and the Strait of Hormuz. Future hostilities or other political instability in the geographic regions where we operate or may operate could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for payment of dividends to shareholders. General trade tensions between the U.S. and China escalated in 2018, with three rounds of U.S. tariffs on Chinese goods taking effect in 2018 and a further round taking effect in September 2019, each followed by a round of retaliatory Chinese tariffs on U.S. goods. Despite a phase one trade deal being signed in January 2020, tensions continue to exist. The recent hostilities between Russia and Ukraine, and attendant sanctions promulgated by the United States, the European Union (“EU”) and other countries may also adversely impact our business, especially given Russia’s role as a major global exporter of crude oil and natural gas and the imposition of a price cap on Russian-origin oil announced by the U.S., EU and several other countries in December 2022. Our business could be harmed by trade tariffs, as well as any trade embargoes or other economic sanctions by the United States or other countries against Russia, the Middle East, Asia or elsewhere as a result of terrorist attacks, hostilities or diplomatic or political pressures that limit trading activities with those countries.

***Terrorist attacks, international hostilities, political change and piracy could adversely affect our business, financial condition, results of operations and cash flows.***

Terrorist attacks, piracy and the current conflicts in Ukraine, the Middle East and elsewhere, as well as other current and future conflicts and political change, may adversely affect our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

The ongoing conflicts between Russia and Ukraine may lead to further regional and international conflicts or armed action. The invasion of Ukraine has disrupted supply chains and caused instability in the global economy; these effects are likely to continue and possibly compound as the conflict remains ongoing. Additionally, the ongoing conflict could result in the imposition of further economic sanctions by the United States and the European Union against Russia. While much uncertainty remains regarding the global impact of the conflict in Ukraine, it is possible that such tensions could adversely affect our business, financial condition, results of operation and cash flows. Furthermore, it is possible that third parties with whom we have charter contracts may be impacted by events in Russia and Ukraine, which could adversely affect our operations.

The continuing hostilities in the Middle East may lead to additional acts of terrorism, further regional conflicts, other armed actions around the world and civil disturbance in the United States or elsewhere, which may contribute to further instability in the global financial markets. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us, or at all.

In the past, political conflicts have also resulted in attacks on ships, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region and West Africa. Acts of terrorism and piracy have also affected ships trading in regions such as the South China Sea and the Gulf of Aden. Any terrorist attacks targeted at ships may in the future have a material negative affect on our business, financial condition, results of operations and cash flows and could directly impact our ships or our customers.

We currently employ armed guards onboard certain vessels operating in areas that may be prone to hijacking or terrorist attacks. The presence of armed guards may increase the risk of damage, injury or loss of life in connection with any attacks on our vessels, in addition to increasing crew costs.

We may not be adequately insured to cover losses from acts of terrorism, piracy, regional conflicts and other armed actions, including losses relating to the employment of armed guards.

LNG facilities, shipyards, ships, pipelines and gas fields could be targets of future terrorist attacks or piracy. Any such attacks could lead to, among other things, bodily injury or loss of life, as well as damage to the ships or other property, increased ship operating costs, including insurance costs, reductions in the supply of LNG and the inability to transport LNG to or from certain locations. Terrorist attacks, war or other events beyond our control that adversely affect the production, storage or transportation of LNG to be shipped by us could entitle our customers to terminate our charter contracts in certain circumstances, which would harm our cash flows and our business.

Terrorist attacks, or the perception that LNG facilities and LNG carriers are potential terrorist targets, could materially and adversely affect expansion of LNG infrastructure and the continued supply of LNG. Concern that LNG facilities may be targeted for attack by terrorists has contributed significantly to local community and environmental group resistance to the construction of a number of LNG facilities, primarily in North America. If a terrorist incident involving an LNG facility or LNG carrier did occur, in addition to the possible effects identified in the previous paragraph, the incident may adversely affect the construction of additional LNG facilities and could lead to the temporary or permanent closing of various LNG facilities currently in operation.

***In the future, the ships we own, lease or manage could be required to call at ports located in countries that are subject to restrictions imposed by the United States and other governments.***

The United States and other governments and their agencies impose sanctions and embargoes on certain countries and maintain lists of countries they consider to be state sponsors of terrorism. For example, in 2010, the United States enacted the Comprehensive Iran Sanctions Accountability and Divestment Act, or “CISADA”, which expanded the scope of the former Iran Sanctions Act. Among other things, CISADA expanded the application of the prohibitions imposed by the U.S. government to non-U.S. companies, such as GasLog, and limits the ability of companies and persons to do business or trade with Iran when such activities relate to the investment, supply or export of refined petroleum or petroleum products, as well as LNG.

In 2012, President Obama signed Executive Order 13608, which prohibits foreign persons from violating, or attempting to violate, or causing a violation of, any sanctions in effect against Iran, or facilitating any deceptive transactions for or on behalf of any person subject to U.S. sanctions. The Secretary of the Treasury may prohibit any transactions or dealings, including any U.S. capital markets financing, involving any person found to be in violation of Executive Order 13608. Also in 2012, the U.S. enacted the Iran Threat Reduction and Syria Human Rights Act of 2012, or the “ITRA”, which created new sanctions and strengthened existing sanctions. Among other things, the ITRA intensifies existing sanctions regarding the provision of goods, services, infrastructure or technology to Iran’s petroleum or petrochemical sector. The ITRA also includes a provision requiring the President of the United States to impose five or more sanctions from Section 6(a) of the Iran Sanctions Act, as amended, on a person the President determines is a controlling beneficial owner of, or otherwise owns, operates, or controls or insures a vessel that was used to transport crude oil from Iran to another country and (1) if the person is a controlling beneficial owner of the vessel, the person had actual knowledge the vessel was so used or (2) if the person otherwise owns, operates, or controls, or insures the vessel, the person knew or should have known the vessel was so used. Such a person could be subject to a variety of sanctions, including exclusion from U.S. capital markets, exclusion from financial transactions subject to U.S. jurisdiction, and exclusion of such person’s vessels from U.S. ports for up to two years. The ITRA also includes a requirement that issuers of securities must disclose to the SEC in their annual and quarterly reports filed after February 6, 2013 whether the issuer or “any affiliate” has “knowingly” engaged in certain sanctioned activities involving Iran during the timeframe covered by the report. Finally, in January 2013, the U.S. enacted the Iran Freedom and Counter-Proliferation Act of 2012 or the “IFCA”, which expanded the scope of U.S. sanctions on any person that is part of Iran’s energy, shipping or shipbuilding sector and operators of ports in Iran, and imposes penalties on any person who facilitates or otherwise knowingly provides significant financial, material or other support to these entities.

On January 16, 2016, the United States suspended certain sanctions against Iran applicable to non-U.S. companies, such as us, pursuant to the nuclear agreement reached between Iran, China, France, Germany, Russia, the United Kingdom, the United States and the European Union. To implement these changes, beginning on January 16, 2016, the United States waived enforcement of many of the sanctions against Iran’s energy and petrochemical sectors described above, among other things, including certain provisions of CISADA, ITRA, and IFCA. However, in May 2018, the United States announced its withdrawal from the Joint Comprehensive Plan of Action and almost all of the U.S. sanctions waived and lifted in January 2016 were reinstated in August 2018 and November 2018, respectively. These sanctions also encompass significant transactions to sell, supply or transfer to Iran goods or services related to the aforementioned sanctioned sectors.

Although the ships we own have not called on ports in countries subject to sanctions or embargoes or in countries identified as state sponsors of terrorism, including Iran, North Korea and Syria, we can give no assurance that these ships will not call on ports in these countries in the future. While we intend to maintain compliance with all sanctions and embargoes applicable to us, U.S. and international sanctions and embargo laws and regulations do not necessarily apply to the same countries or proscribe the same activities, which may make compliance difficult. Additionally, the scope of certain laws may be unclear, and these laws may be subject to changing interpretations and application and may be amended or strengthened from time to time, including by adding or removing countries from the proscribed lists. Violations of sanctions and embargo laws and regulations could result in fines or other penalties and could result in some investors deciding, or being required, to divest their investment, or not to invest, in us.

***Failure to comply with the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and other anti-bribery legislation in other jurisdictions could result in fines, criminal penalties, contract terminations and an adverse effect on our business.***

We operate our ships worldwide, requiring our ships to trade in countries known to have a reputation for corruption. We are committed to doing business in accordance with applicable anti-corruption laws and have adopted a code of business conduct and ethics which is consistently applied and in full compliance with the U.S. Foreign Corrupt Practices Act of 1977, or the “FCPA”, and the Bribery Act 2010 of the United Kingdom or the “UK Bribery Act”. We are subject, however, to the risk that we, our affiliated entities or our or their respective officers, directors, employees and agents may take actions determined to be in violation of such anti-corruption laws, including the FCPA and the UK Bribery Act. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties, or curtailment of operations in certain jurisdictions, and might adversely affect our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders. In addition, actual or alleged violations could damage our reputation and ability to do business. Furthermore, detecting, investigating, and resolving actual or alleged violations is expensive and can consume significant senior management time and attention.

***Changing laws and evolving reporting requirements could have an adverse effect on our business.***

Changing laws, regulations and standards relating to reporting requirements may create additional compliance requirements for us. To maintain high standards of corporate governance and public disclosure, GasLog has invested in, and intends to continue to invest in, reasonably necessary resources to comply with evolving standards.

The European Union Code of Conduct Group has assessed the tax policies of a range of countries including Bermuda, where our vessel owning entities are incorporated, and the Marshall Islands and British Virgin Islands, where we also have affiliated entities incorporated. Bermuda, the British Virgin Islands and the Marshall Islands all committed to comply with the European Union Code of Conduct Group’s requirements on economic substance and each country has passed legislation in the form of the Bermuda Economic Substance Act of 2018, the British Virgin Islands Economic Substance Act of 2018 and the Marshall Islands Economic Substance Regulations, 2018, as amended.

GasLog has filed the required returns confirming we have appropriate economic substance in Bermuda, the British Virgin Islands and the Marshall Islands. However, it is not possible to accurately predict the outcome of any review by the authorities as to whether or not GasLog and its business has accurately interpreted the requirements. Whilst we believe we have taken appropriate advice and counsel from the relevant authorities and external legal advisors, the requirements may increase the complexity and costs of carrying on GasLog’s business with entities incorporated in these countries.

***Our insurance may be insufficient to cover losses that may occur to our property or result from our operations which could adversely affect our results of operations and cash flows.***

The operation of any ship includes risks such as mechanical failure, personal injury, collision, fire, contact with floating objects, property loss or damage, cargo loss or damage and business interruption due to a number of reasons, including political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of a marine disaster, including collision, explosion, spills and other environmental mishaps, and other liabilities arising from owning, operating or managing ships in international trade. Although we carry protection and indemnity, hull and machinery, loss of hire and cyber insurance covering our ships consistent with industry standards, we can give no assurance that we are adequately insured against all risks or that our insurers will pay a particular claim. In addition, we may be unable to insure against certain cyber events that may disrupt our information and operational technology systems. We also may be unable to procure adequate insurance coverage at commercially reasonable rates in the future. Even if our insurance coverage is adequate to cover our losses, we may not be able to obtain a timely replacement ship in the event of a loss of a ship. Any uninsured or underinsured loss could harm our business, financial condition, results of operations and cash flows, including cash available for dividends to shareholders.

In addition, some of our insurance coverage is maintained through mutual protection and indemnity associations, and, as a member of such associations, we may be required to make additional payments over and above budgeted premiums if member claims exceed association reserves.

***Reliability of suppliers may limit our ability to obtain supplies and services when needed.***

We rely, and will in the future rely, on a significant supply of consumables, spare parts and equipment to operate, maintain, repair and upgrade our fleet of ships. Delays in delivery or unavailability of supplies could result in off-hire days due to consequent delays in the repair and maintenance of our fleet. This would negatively impact our revenues and cash flows. Cost increases could also negatively impact our future operations, although the impact of significant cost increases may be mitigated to some extent with respect to the vessels that are employed under charter contracts with automatic periodic adjustment provisions or cost review provisions.

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

The government of a jurisdiction where one or more of our ships are registered could requisition for title or seize our ships. Requisition for title occurs when a government takes control of a ship and becomes its owner. Also, a government could requisition our ships for hire. Requisition for hire occurs when a government takes control of a ship and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency, although governments may elect to requisition ships in other circumstances. Although we would expect to be entitled to government compensation in the event of a requisition of one or more of our ships, the amount and timing of payments, if any, would be uncertain. A government requisition of one or more of our ships would result in off-hire days under our time charters, may cause us to breach covenants in certain of our credit facilities and could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

***Maritime claimants could arrest our ships, which could interrupt our cash flows.***

Crew members, suppliers of goods and services to a ship, shippers or receivers of cargo and other parties may be entitled to a maritime lien against a ship for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lienholder may enforce its lien by arresting a ship. The arrest or attachment of one or more of our ships which is not timely discharged could cause us to default on a charter or breach covenants in certain of our credit facilities and, to the extent such arrest or attachment is not covered by our protection and indemnity insurance, could require us to pay large sums of money to have the arrest or attachment lifted. Any of these occurrences could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

Additionally, in some jurisdictions, such as the Republic of South Africa, under the “sister ship” theory of liability, a claimant may arrest both the ship that is subject to the claimant’s maritime lien and any “associated” ship, which is any ship owned or controlled by the same owner. Claimants could try to assert “sister ship” liability against one ship in our fleet for claims relating to another of our ships.



***We may be subject to litigation that could have an adverse effect on our results of operations, financial condition and ability to pay distributions.***

We may be involved from time to time in litigation matters. These matters may include, among other things, contract disputes, personal injury claims, environmental claims or proceedings, toxic tort claims, employment matters and governmental claims for taxes or duties, as well as other litigation that arises in the ordinary course of our business. Most recently, certain public shareholders exercised their dissension rights in connection with the Transaction and sought appraisal for the fair value of their common shares; in January 2022, we entered into a Deed of Settlement, pursuant to which we agreed to pay the dissenting shareholders an aggregate of approximately \$3.5 million in order to settle the claim. While we are not aware of any additional actions relating to the Transaction at this time, it is possible that we may be involved in such actions in the future. We cannot predict with certainty the outcome of any claim or other litigation matter. The ultimate outcome of any litigation matter and the potential costs associated with prosecuting or defending such lawsuits, including the diversion of management's attention to these matters, could have an adverse effect on us and, in the event of litigation that could reasonably be expected to have a material adverse effect on us, could lead to an event of default under certain of our credit facilities.

## **Risks Related to Us**

***Our future success depends on our ability to maintain relationships with existing customers, establish new customer relationships and obtain new time charter contracts for existing vessels and/or FSRUs/FSUs, for which we face considerable competition from other established companies with significant resources, as well as recent and potential future new entrants.***

One of our principal objectives is to enter into multi-year, fixed-rate charters for our open on-the-water vessels and for potential additional newbuild vessels. We are seeking to enter into long-term time charter contracts for some or all of the 15 vessels currently trading in the short-term spot market (as defined those contracts with initial duration of less than five years). We will also seek to enter into new time charter contracts upon the expiration or early termination of our existing charter arrangements. The process of obtaining multi-year, fixed rate charters for LNG carriers is highly competitive and generally involves an intensive screening process by potential new customers and the submission of competitive bids. The process is lengthy and the LNG carrier time charters are awarded based upon a variety of factors relating to the ship and the ship operator, including:

- size, age, technical specifications and condition of the ship;
- LNG shipping experience and quality and efficiency of ship operations, including level of emissions;
- shipping industry relationships and reputation for customer service;
- technical ability and reputation for operation of highly specialized ships;
- quality and experience of officers and crew;
- safety record;
- the ability to finance ships at competitive rates and financial stability generally;
- relationships with shipyards and the ability to get suitable berths;
- construction and dry-docking management experience, including the ability to obtain on-time delivery of new ships according to customer specifications; and
- competitiveness of the bid in terms of charter rate and other economic and commercial terms.



We expect substantial competition from a number of experienced companies and recent and potential future new entrants to the LNG shipping market. Competitors may include other independent ship owners, state-sponsored entities and major energy companies that own and operate LNG carriers, all of whom may compete with independent owners by using their own fleets to carry LNG for third parties. Some of these competitors have significantly greater financial resources and larger fleets than we have, and some have particular relationships that may provide them with competitive advantages. In recent years, a number of marine transportation companies, including companies with strong reputations and extensive resources and experience, have either entered or significantly increased their presence in the LNG transportation market. There are other ship owners, managers and investors who may also attempt to participate in the LNG market in the future. This increased competition may cause greater price competition for time charters. As a result, we may be unable to expand our relationships with existing customers or to obtain new customers on a profitable basis and we may not be successful in executing any future growth plans, which could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to shareholders.

***We derive a substantial majority of our contracted revenues from a limited number of customers, and the loss of any customer, charter or vessel would result in a significant loss of revenues and could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

For the year ended December 31, 2022, 31.0% of our revenues derived from wholly owned subsidiaries of Shell. We could lose a customer or the benefits of our time charter arrangements for many different reasons. The customer may be unable or unwilling to make charter hire or other payments to us because of a deterioration in its financial condition, commercial disputes with us, long-term force majeure events or otherwise. If a customer terminates its charters, chooses not to re-charter our ships or is unable to perform under its charters and we are not able to find replacement charters on similar or more favorable terms, we will suffer a loss of revenues.

Our charterer has the right to terminate a ship's time charter in certain circumstances, such as:

- loss of the ship or damage to it beyond repair;
- if the ship is off-hire for any reason other than scheduled dry-docking for a period exceeding 90 consecutive days, or for more than 90 days in any one year period;
- defaults by us in our obligations under the charter; or
- the outbreak of war or hostilities involving two or more major nations, such as the United States or the People's Republic of China, that would materially and adversely affect the trading of the ship for a period of at least 30 days.

A termination right under one ship's time charter would not automatically give the charterer the right to terminate its other charter contracts with us. However, a charter termination could materially affect our relationship with the customer and our reputation in the LNG shipping industry, and in some circumstances the event giving rise to the termination right could potentially impact multiple charters.

Accordingly, the existence of any right of termination or the loss of any customer, charter or vessel could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to shareholders.

***If we cannot meet our charterers' quality and compliance requirements, including regulations or costs associated with the environmental impact of our vessels, we may not be able to operate our vessels profitably which could have an adverse effect on our future performance, results of operations, cash flows and financial position.***

Customers, and in particular those in the LNG industry, have a high and increasing focus on quality, emissions and compliance standards with their suppliers across the entire value chain, including the shipping and transportation segment. There is also increasing focus on the environmental footprint of marine transportation. Our continuous compliance with existing and new standards and quality requirements is vital for our operations. Related risks could materialize in multiple ways, including a sudden and unexpected breach in quality and/or compliance concerning one or more vessels and/or a continuous decrease in the quality concerning one or more LNG carriers occurring over time. Moreover, continuously increasing requirements from LNG industry constituents can further complicate our ability to meet the standards. Any non-compliance by us, either suddenly or over a period of time, on one or more LNG carriers, or an increase in requirements by our charterers above and beyond what we deliver, may have a material adverse effect on our future performance, results of operations, cash flows, financial position and our ability to pay cash dividends to our shareholders.

***Due to our lack of diversification, adverse developments in the LNG market and/or in the LNG transportation industry could adversely affect our business, particularly if such developments occur at a time when we are seeking new charters for our vessels.***

We rely exclusively on the cash flow generated from charters for our LNG vessels and management of third party LNG vessels. Due to our lack of diversification, an adverse development in the LNG market and/or the LNG transportation industry could have a significantly greater impact on our business, particularly if such developments occur at a time when our ships are not under charter or nearing the end of their charters, than if we maintained more diverse assets or lines of businesses.

***Our contracts for the four newbuildings we have on order are subject to risks that could cause delays in the delivery of the ships, which could adversely affect our results of operations and cash flows.***

Our four contracted newbuildings are scheduled to be delivered to us during 2024 and 2025. Significant delays in the delivery of these ships, would delay our receipt of revenues under the related time charters. For prolonged delays, the customer may terminate the charter and, in addition to the resulting loss of revenues, we may be responsible for additional substantial liquidated damages, which could adversely affect our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders. In addition, the delivery of any of these ships with substantial defects or unexpected operational problems could have similar consequences.

The completion and delivery of newbuildings or conversions could be delayed because of:

- quality or engineering problems;
- changes in governmental regulations or maritime self-regulatory organization standards;
- work stoppages or other labor disturbances at the shipyard;
- bankruptcy or other financial crisis of the shipbuilder;
- a backlog of orders at the shipyard;
- political or economic disturbances;
- weather interference or a catastrophic event, such as a major earthquake or fire;
- accidents, diseases or pandemics, including the COVID-19 virus;
- requests for changes to the original vessel specifications;
- shortages of or delays in the receipt of necessary construction materials, such as steel;

- the inability to finance the construction or conversion of the vessels; or
- the inability to obtain requisite permits or approvals.

If delivery of a vessel is materially delayed, it could adversely affect our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

***As we take delivery of our newbuildings or any secondhand ships we acquire in the future, we will need to expand our staff and crew. If we cannot recruit and retain employees and provide adequate compensation, our business, financial condition, results of operations and cash flows may be adversely affected.***

Our ability to acquire and retain customers depends on a number of factors, including our ability to staff our vessels with masters, officers and crews of suitable experience in operating LNG carriers. As we take delivery of our newbuildings or any secondhand ships we acquire in the future, we expect to hire a significant number of seafarers qualified to staff and operate our new vessels, as well as additional shoreside personnel. As the global LNG carrier fleet continues to grow, we expect the demand for technically skilled and experienced officers and crew to increase. This could lead to an industry-wide shortfall of qualified personnel, resulting in increased crew costs, which could constrain our ability to recruit suitable employees to operate our LNG carriers within our budget parameters.

Material increases in crew costs could adversely affect our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders. In addition, if we cannot recruit and retain sufficient numbers of quality on-board seafaring personnel, we may not be able to fully utilize our expanded fleet, which could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

***We rely on our information systems to conduct our business and failure to protect these systems against security breaches could materially disrupt our business and results of operations.***

GasLog's business operations could be targeted by individuals or groups seeking to sabotage or disrupt GasLog's information and operational technology systems and networks, or to steal data. A successful cyber attack could materially disrupt GasLog's operations, including the safety and integrity of our operations or lead to unauthorized release of information or alteration of information on its systems. Any such attack or other breach of GasLog's information technology systems could have a material adverse effect on GasLog's business and results of operations. While we have insurance policies in place to cover losses in the event of a cyber related event, there can be no assurance that any specific event would be covered by these policies or that the losses would be covered in full.

War, terrorism and geopolitical conflicts could be accompanied by cyber-attacks against instruments of the government and/or cyber-attacks on surrounding countries. Cyber-attacks against the Ukrainian government and other countries in the region were reported in connection with the ongoing conflict between Russian and Ukraine in 2022. It is possible that such attacks could have collateral effects on additional critical infrastructure and financial institutions globally, which could hinder our ability to conduct our business effectively and adversely impact our revenues. It is difficult to assess the likelihood of such threat and any potential impact at this time.

We are subject to laws, directives, and regulations relating to the collection, use, retention, disclosure, security and transfer of personal data. These laws, directives and regulations, as well as their interpretation and enforcement, continue to evolve and may be inconsistent from jurisdiction to jurisdiction. For example, the General Data Protection Regulation ("GDPR"), which regulates the use of personally identifiable information, went into effect in the EU on May 25, 2018 and applies globally to all of our activities conducted from an establishment in the EU, to related products and services that we offer to EU customers and to non EU customers which offer services in the EU. The GDPR requires organizations to report on data breaches within 72 hours and be bound by more stringent rules for obtaining the consent of individuals on how their data can be used. Complying with the GDPR and similar emerging and changing privacy and data protection requirements may cause us to incur substantial costs or require us to change our business practices. Non compliance with our legal obligations relating to privacy and data protection could result in penalties, fines, legal proceedings by governmental entities or others, loss of reputation, legal claims by individuals and customers and significant legal and financial exposure and could affect our ability to retain and attract customers.

Changes in the nature of cyber threats and/or changes to industry standards and regulations may require additional expenses to ensure compliance or might require us to adopt additional procedures for monitoring cybersecurity, which could require significant additional expenses and/or capital expenditures.

***We may have difficulty further expanding our fleet in the future.***

We may expand our fleet beyond our contracted newbuildings by ordering additional newbuildings or by making selective acquisitions of high-quality secondhand vessels to the extent that they are available in the same way that we acquired the *Alexandroupoli* and the eight vessels acquired from MSL in 2014 and 2015. Our future growth will depend on numerous factors, some of which are beyond our control, including our ability to:

- identify attractive ship acquisition opportunities and consummate such acquisitions;
- obtain newbuilding contracts at acceptable prices;
- obtain required equity and debt financing on acceptable terms;
- secure charter arrangements on terms acceptable to us and to our lenders;
- recruit and retain additional suitably qualified and experienced seafarers and shore-based employees;
- continue to meet technical and safety performance standards;
- manage joint ventures; and
- manage the expansion of our operations to integrate the new ships into our fleet.

We may not be successful in executing any future growth plans, and we cannot give any assurances that we will not incur significant expenses and losses in connection with such growth efforts.

***Our credit facilities are secured by our ships and contain payment obligations and restrictive covenants that may restrict our business and financing activities as well as our ability to pay dividends. A failure by us to meet our obligations under our credit facilities could result in an event of default under such credit facilities and foreclosure on our ships.***

Our credit facilities impose, and any future credit facility we enter into will impose, operating and financial restrictions on us and our subsidiaries. These restrictions in our credit facilities generally limit our shipowning subsidiaries' ability to, among other things:

- incur additional indebtedness, create liens or provide guarantees;
- provide any form of credit or financial assistance to, or enter into any non-arms' length transactions with, us or any of our affiliates;
- sell or otherwise dispose of assets, including our ships;
- engage in merger transactions;
- terminate any charter;
- amend our shipbuilding contracts;
- change the manager of our ships;
- undergo a change in ownership; or

- acquire assets, make investments or enter into any joint venture arrangements outside of the ordinary course of business.

Our credit facilities also impose certain restrictions relating to us and our other subsidiaries, including restrictions that limit our ability to make any substantial change in the nature of our business or to engage in transactions that would constitute a change of control, as defined in the relevant credit facility, without repaying all of our indebtedness in part or in full.

Our credit facilities and bonds, including the 2029 Notes and the NOK 2024 Bonds defined below, also impose specified financial covenants that apply to us and our subsidiaries on a consolidated basis and to GasLog Partners and its subsidiaries on a consolidated basis. These financial covenants generally include the following:

- net working capital (excluding the current portion of long-term debt) must be not less than \$0 (not included in the GasLog Partners financial covenants);
- total indebtedness divided by our total assets must not exceed 75.0% (in the case of the GasLog Partners financial covenants, must be less than 65.0%);
- the aggregate amount of cash and cash equivalents and short-term investments must be at least \$75.0 million (in the case of the GasLog Partners financial covenants, the aggregate amount of cash and cash equivalents, short-term investments and available undrawn facilities with remaining maturities of at least six months (excluding loans from affiliates) must be at least \$45.0 million);
- the ratio of EBITDA over our debt service obligations (including interest and debt repayments) on a trailing 12 months basis must be not less than 110.0%. The ratio shall be regarded as having been complied with even if the ratio falls below the stipulated 110% when cash and cash equivalents and short-term investments are at least \$110.0 million (not included in the GasLog Partners financial covenants);
- being permitted to pay dividends subject to no event of default having occurred or occurring as a consequence of the payment of such dividends (in the case of the GasLog Partners financial covenants, being permitted to pay dividends subject to no event of default having occurred or resulting from such payment); and
- market value adjusted net worth must be not less than \$350.0 million (not included in the GasLog Partners financial covenants).

In addition, our credit facilities contain covenants requiring us and certain of our subsidiaries to maintain the aggregate of (i) the market value, on a charter exclusive basis, of the mortgaged vessel or vessels and (ii) the market value of any additional security provided to the lenders, at a value of not less than 120.0% ((1) in the case of the debt financing agreement entered into in October 2015 (the “October 2015 Facility”) and the loan agreement GAS-twenty eight Ltd., GAS-thirty Ltd., GAS-thirty one Ltd., GAS-thirty two Ltd., GAS-thirty three Ltd., GAS-thirty four Ltd. and GAS-thirty five Ltd. entered into on December 12, 2019 with 13 international banks, with Citibank N.A. London Branch and DNB Bank ASA, London Branch acting as agents on behalf of the other finance parties (the “7xNB Facility”), 115.0% for the first two years after each drawdown and 120.0% at any time thereafter, (2) in the case of the *GasLog Hong Kong* sale and leaseback transaction with Sea 190 Leasing (the “GasLog Hong Kong SLB”), 100%, (3) in the case of the *GasLog Houston* sale and leaseback transaction with Hai Kuo Shipping (the “GasLog Houston SLB”), 100% until December 31, 2022 inclusive and 110% at any time thereafter and (4) in the case of the credit agreement of \$193.7 million GasLog Partners entered into on July 16, 2020, with DNB Bank ASA, London Branch, and ING Bank N.V., London Branch, in order to refinance the existing indebtedness due in 2021 on three of its vessels (the “GasLog Partners \$193.7M Facility”), 130%) of the then outstanding amount under the applicable facility. If we fail to comply with these covenants and are not able to obtain covenant waivers or modifications, our lenders could require us to make prepayments or provide additional collateral sufficient to bring us into compliance with such covenants and, if we fail to do so, our lenders could accelerate our indebtedness.

In addition, the terms of the Norwegian Kroner (“NOK”) denominated bonds issued under the agreement signed on November 27, 2019, between GasLog and the bond trustee, as amended (the “NOK 2024 Bonds”), include a dividend restriction according to which GasLog may not (i) declare or make any dividend payment or distribution, whether in cash or in kind, (ii) re-purchase any of GasLog’s shares or undertake other similar transactions (including, but not limited to, total return swaps related to GasLog’s shares), or (iii) grant any loans or make other distributions or transactions constituting a transfer of value to GasLog’s shareholders (items (i), (ii) and (iii) collectively referred to as the “Distributions”) that in aggregate exceed during any calendar year \$1.10/share. Notwithstanding the foregoing, GasLog may make any amount of Distributions, so long as the Group’s cash and cash equivalents and short-term investments exceed \$150.0 million, provided that GasLog can demonstrate by delivering a compliance certificate to the bond trustee that no event of default is continuing or would result from such Distributions. See “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Bonds”.

Additionally, on September 24, 2021, GasLog entered into a Note Purchase Agreement (the “Note Purchase Agreement”) with certain affiliates of The Carlyle Group and EIG (such affiliates, the “Purchasers”) and Wilmington Trust (London) Limited, as administrative agent, for an amount of up to \$325.0 million of 7.75% Notes due in 2029 (the “2029 Notes”). The Note Purchase Agreement requires that GasLog comply with financial covenants that are identical to GasLog’s financial covenants, and also contains certain restrictions on indebtedness, liens, guarantees, asset sales and distributions, among others. Among other exceptions, new indebtedness is permitted when the Company meets pre-determined thresholds on a pro-forma basis for its “Charter Coverage Ratio” (the ratio of the present value of qualified contracted revenues to the aggregate indebtedness of the Company on any date).

In particular, the terms of the 2029 Notes, impose certain restrictions on GasLog and our wholly owned subsidiaries; for the avoidance of doubt these do not include the Partnership and its subsidiaries. These restrictions generally limit our ability to, among other things:

- incur additional indebtedness, create liens or provide guarantees in relation to indebtedness above an aggregate amount of \$30.0 million; certain exceptions apply mainly for indebtedness incurred in the normal course of business;
- incur indebtedness for acquisitions of new vessels unless the Charter Coverage Ratio on a pro-forma basis is either above what it would have been without the acquisition and incurrence of the associated debt or above pre-determined thresholds for the remaining tenor of the 2029 Notes;
- incur indebtedness for acquisitions of second-hand vessels unless the Charter Coverage Ratio on a pro-forma basis is above pre-determined thresholds for the remaining tenor of the 2029 Notes;
- engage in merger or other corporate reconstruction transactions;
- sell or otherwise dispose of ships or shares in subsidiaries if the net proceeds are above \$10.0 million unless such proceeds are applied towards prepayment of the 2029 Notes;
- undergo a change in ownership;
- provide any loans to third parties except in the ordinary course of business; or
- declare or make any dividend payment or distribution, that in aggregate exceed during any calendar year \$1.10/share.

Notwithstanding the foregoing, GasLog may make any amount of Distributions, so long as the Group’s cash and cash equivalents and short-term investments exceed \$150.0 million, provided that GasLog can demonstrate by delivering a compliance certificate to the administrative agent that no event of default is continuing or would result from such Distributions.

Our ability to comply with covenants and restrictions contained in our financing arrangements may be affected by events beyond our control, including prevailing economic, financial and industry conditions. A failure to comply with covenants and restrictions or to meet our payment and other obligations could lead to defaults under our credit facilities which could cause our payment obligations to be accelerated. We may not have, or be able to obtain, sufficient funds to make these accelerated payments. Because obligations under our financing arrangements are secured by our ships and are guaranteed by our ship-owning subsidiaries, if we are unable to repay debt under our financing arrangements, the lenders could seek to foreclose on those assets, which would materially and adversely impact our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders. In addition, a default under one of our credit facilities could result in the cross-acceleration of our other indebtedness. For more information regarding our credit facilities, please read “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Credit Facilities”.

***Our debt levels may limit our flexibility in obtaining additional financing, pursuing other business opportunities and paying dividends on our Preference Shares.***

As of December 31, 2022, we had an aggregate of \$3.3 billion of indebtedness outstanding under our credit agreements, the NOK 2024 Bonds and the 2029 Notes, of which \$295.0 million was repayable within one year, and finance lease liabilities of \$336.4 million, of which \$48.5 million was repayable within one year. We may incur additional indebtedness in the future as we grow our fleet. This level of debt could have important consequences to us, including the following:

- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, ship acquisitions or other purposes may be impaired or such financing may not be available on favorable terms;
- we will need a substantial portion of our cash flow to make principal and interest payments on our debt, reducing the funds that would otherwise be available for operations, future business opportunities and dividends to our shareholders;
- the requirement on us to maintain minimum levels of liquidity as a percentage of our total debt, reducing the funds that would otherwise be available for operations, future business opportunities and dividends to our shareholders;
- our costs of borrowing could increase as we become more leveraged;
- our debt level may make us more vulnerable than our competitors with less debt to competitive pressures or a downturn in our industry or the economy generally;
- our debt level may limit our flexibility in responding to changing business and economic conditions; and
- if we are unable to satisfy the restrictions included in any of our financing agreements or are otherwise in default under any of those agreements, as a result of our debt levels or otherwise, we will not be able to pay cash dividends to our shareholders.

Our ability to service our debt depends upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service our current or future indebtedness, we will be forced to take actions such as reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt or seeking additional equity capital or bankruptcy protection. We may not be able to effect any of these remedies on satisfactory terms, or at all.



***Our future capital needs are uncertain and we may need to raise additional funds. We must make substantial capital expenditures to fund any additional ships we may acquire in the future. In addition we cannot guarantee that renewal, replacement or new lines of credit will be available or will be available on similar or more favorable terms.***

We believe that our existing cash and cash equivalents and our operating cash flow will be sufficient to meet our anticipated cash requirements for at least the next 12 months. However, we are obligated to make substantial capital expenditures to fund our commitments for the four newbuildings we have on order. As of December 31, 2022, the total remaining balance of the contract prices of the four LNG carriers on order was \$700.6 million, of which \$123.9 million is due within 12 months and will be funded by the four sale and leaseback agreements entered into on July 6, 2022 with CMBFL. See “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources”. The delivery installments, which are anticipated on various dates in 2024 and 2025, are subject to a fair market value test, whereby we will receive an aggregate amount of financing of 92.5% of the lower of the newbuilding contract price and the fair market value at the time of delivery.

To the extent that we are unable to draw down the amounts committed under the CMBFL sale and leaseback agreements, whether due to failure to comply with the terms of such agreements or the lenders’ failure to fund the committed amounts, or to the extent that we are unable to put in place new debt facilities of sufficient quantum and on acceptable terms, we will need to find alternative financing. If we are unable to find alternative financing, we will not be capable of funding all of our commitments for capital expenditures relating to our four contracted newbuildings. If we fail to meet our payment obligations under a shipbuilding contract, we would be in default under the applicable contract and the shipbuilder would have the option of cancelling the contract and retaining any previously funded installment payments.

Our ability to borrow against the ships in our existing fleet and any ships we may acquire in the future largely depends on the value of the ships, which in turn depends in part on charter hire rates and the ability of our charterers to comply with the terms of their charters. The actual or perceived credit quality of our charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional ships and to refinance our existing debt as balloon payments come due, or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing or committing to financing on unattractive terms could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

In addition, we may choose to make substantial further capital expenditures to expand the size of our fleet and/or to convert existing LNG carriers to FSRUs/FSUs in the future. We expect to finance the cost of any new vessels, including conversion costs through available cash, cash from operations and debt or equity financings. Our ability to obtain bank financing may be limited by our financial condition at the time of any such financing or offering, as well as by adverse market conditions resulting from, among other things, general economic conditions, changes in the LNG industry, changes to banking regulations and further contingencies and uncertainties that are beyond our control. Even if we are successful in obtaining the necessary funds, the terms of any debt financings could limit our ability further to expand our fleet and to pay dividends to our shareholders.

Securing access to additional funds in advance of the maturity of our debt facilities cannot be assured on the same or similar terms. Debt financing, if available, may involve covenants restricting our operations or our ability to incur additional debt or to pay dividends to our shareholders. Any debt or additional equity financing raised may contain unfavorable terms to us or our shareholders. If we are unable to raise adequate funds, we may have to liquidate some or all of our assets, or delay, reduce the scope of or eliminate some or all of our fleet expansion plans.

Any of these factors could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.



***Our future ability to raise capital to repay or refinance our debt obligations or to fund our maintenance or growth capital expenditures will depend on certain financial, business and other factors, many of which are beyond our control. To the extent that we are unable to finance these obligations and expenditures with cash from operations or incremental bank loans or by issuing debt or equity securities, our ability to make cash dividends may be diminished, or our financial leverage may increase, or our shareholders may be diluted. Our business may be adversely affected if we need to access sources of funding which are more expensive and/or more restrictive.***

To fund our existing and future debt obligations and capital expenditures and any future growth, we will be required to use cash from operations, incur borrowings, and/or seek to access other financing sources. Our access to potential funding sources and our future financial and operating performance will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control. Continuing concerns over COVID-19, inflation, rising interest rates, energy costs, geopolitical issues, including acts of war and the availability and cost of credit have contributed to increased volatility and diminished expectations for the economy and the markets going forward. If we are unable to raise additional bank financing or generate sufficient cash flow to meet our debt, capital expenditure and other business requirements, we may be forced to take actions such as:

- seeking waivers or consents from our creditors;
- restructuring our debt;
- seeking additional debt or equity capital;
- selling assets;
- reducing dividends;
- reducing, delaying or cancelling our business activities, acquisitions, investments or capital expenditures; or
- seeking bankruptcy protection.

Such measures might not be successful, available on acceptable terms or enable us to meet our debt, capital expenditure and other obligations. Some of these measures may adversely affect our business and reputation. In addition, our financing agreements may restrict our ability to implement some of these measures. Use of cash from operations and possible future sale of certain assets will reduce cash available for dividends to shareholders. Our ability to obtain bank financing or to access the capital markets may be limited by our financial condition at the time of any such financing or offering as well as by adverse market conditions. Even if we are successful in obtaining the necessary funds, the terms of such financings could limit our ability to pay cash dividends to shareholders or operate our business as currently conducted. In addition, incurring additional debt may significantly increase our interest expense and financial leverage, and issuing additional equity securities may result in significant shareholder dilution and would increase the aggregate amount of cash required to maintain our quarterly dividends to shareholders. Our liquidity position could be challenged in the future, and we may need to raise equity in order to remain in compliance with the financial covenants in our loan facilities.

***Our ability to pay our preference dividends or to redeem our Preference Shares may be limited by the amount of cash we generate from operations, by restrictions in our credit facilities and by additional factors unrelated to our profitability.***

The declaration and payment of any dividend (including cumulative dividends payable with respect to our Preference Shares) is subject to the discretion of our board of directors and the requirements of Bermuda law. The timing and amount of any dividend or redemption payments will be dependent on our earnings, financial condition, cash requirements and availability, restrictions in our debt agreements, the provisions of Bermuda law and other factors. The amount of cash we generate from operations and the actual amount of cash we will have available for dividends or to redeem our Preference Shares will vary based upon, among other things:

- general LNG shipping market conditions and trends, including charter rates, ship values, factors affecting supply and demand, technological advancements and opportunities for the profitable operations of LNG carriers;

- our ability to comply with the specified financial covenants in our loan facilities, NOK 2024 Bonds and as corporate guarantor for certain loan facilities on a consolidated basis;
- our ability to obtain new charters for our vessels at acceptable rates;
- the charter hire payments we obtain from our charters as well as our ability to re-charter the vessels and the rates obtained upon the expiration of our existing charters;
- our fleet expansion and associated uses of our cash as well as any financing requirements;
- the due performance by our charterers of their obligations;
- delays in the delivery of newbuild vessels and the beginning of payments under charters relating to those vessels;
- the level of our operating costs, such as the costs of crews, lubricants and insurance, as well as the costs of repairs, maintenance or modifications of our ships;
- the number of unscheduled off-hire days for our fleet and the timing of, and number of days required for, scheduled dry-docking of our ships;
- our ability to obtain financing to fund capital expenditures, acquisitions and other corporate activities, funding by banks of their financial commitments, and our ability to meet our obligations under our credit facilities;
- prevailing global and regional economic or political conditions;
- changes in interest rates;
- the effect of governmental regulations and maritime self-regulatory organization standards on the conduct of our business;
- changes in the basis of taxation of our activities in various jurisdictions; and
- the amount of any cash reserves established by our board of directors.

For information regarding the dividend payment restrictions in our financing agreements, see “—Risks Inherent in an Investment in GasLog—Our credit facilities are secured by our ships and contain payment obligations and restrictive covenants that may restrict our business and financing activities as well as our ability to pay dividends. A failure by us to meet our obligations under our credit facilities could result in an event of default under such credit facilities and foreclosure on our ships”.

The amount of cash we generate from our operations may differ materially from our profit or loss for the period, which will be affected by non-cash items. We may incur other expenses or liabilities that could reduce or eliminate the cash available for dividends.

Under Bermuda law, a company may not declare or pay dividends if there are reasonable grounds for believing that: (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realizable value of the company’s assets would thereby be less than its liabilities. Under our bye-laws, each common share is entitled to dividends as and when any such dividends are declared by our board of directors. We may not declare a common dividend if the payment of our preference dividends is in arrears.

As a result of these and the other factors mentioned above, we may pay dividends during periods when we record losses and may not pay dividends during periods when we record a profit. We can give no assurance that dividends will be paid in the future.

***We are a holding company and we depend on the ability of our subsidiaries, including GasLog Partners, to distribute funds to us in order to satisfy our financial obligations and to make dividend payments.***

We are a holding company. Our subsidiaries conduct substantially all of our operations and own all of our operating assets, including our ships. As of February 24, 2023, we have no significant assets other than the equity interests in our subsidiaries, including GasLog Partners, in which we hold a 33.2% equity interest (including our 2.0% general partner interest). As a result, our ability to pay our obligations and to make dividend payments depends entirely on our subsidiaries and their ability to distribute funds to us, including cash distributions and management and administrative services fees received from GasLog Partners. The ability of a subsidiary to make these distributions could be affected by a claim or other action by a third party, including a creditor, or by the law of its jurisdiction of incorporation which regulates the payment of dividends.

On February 6, 2020, in light of reduced expectations for Steam vessel utilization and earnings, as well as increased spot exposure in its fleet, GasLog Partners announced that it will focus its capital allocation on debt repayment and prioritizing balance sheet strength. The Partnership reduced its quarterly common unit distribution to \$0.125 per unit for the first quarter of 2020, from \$0.561 per unit for the fourth quarter of 2019 and then further decreased its quarterly common unit distribution to \$0.01 per unit for the third quarter of 2020 onwards. Currently, the Partnership's capital allocation strategy remains unchanged with a focus on balance sheet strength, deleveraging, reducing the all-in break-even rates in the Partnership's fleet and repurchasing GasLog Partners Preference Units on an opportunistic basis in the open market. Other factors which may impact the value of our equity interest in GasLog Partners and its ability to distribute funds to us are described in its public filings with the SEC. If we are unable to obtain funds from our subsidiaries, our board of directors may exercise its discretion not to declare or pay dividends.

***Fluctuations in exchange rates and interest rates could result in financial losses for us.***

Fluctuations in currency exchange rates and interest rates may have an impact on our financial performance. We receive virtually all of our revenues in dollars, while some of our operating expenses, including certain employee costs and crew costs, are denominated in euros. As a result, we are exposed to foreign exchange risk. However, we also maintain cash balances in euros, which amounted to approximately \$17.6 million as of December 31, 2022. We monitor exchange rate fluctuations on a continuous basis and we also hedge movements in currency exchange rates. However, there is still a risk that currency fluctuations will have a negative effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

***Increased regulatory oversight, uncertainty relating to the nature and timing of the phasing out of the London Interbank Offered Rate ("LIBOR"), and agreement on any new alternative reference rates may adversely impact our ability to manage our exposure to fluctuations in interest rates and borrowing costs.***

As a result of the majority of our debt being primarily based on LIBOR and certain other interest rate benchmarks, fluctuations in interest rates could have a material effect on our interest expense and borrowing costs. LIBOR and certain other interest rate benchmarks may be subject to regulatory guidance and/or reform that could cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. On March 5, 2021, the U.K. Financial Conduct Authority announced the future cessation or loss of representativeness of LIBOR as currently published by the ICE Benchmark Administration with a target date immediately after June 30, 2023. The Alternative Reference Rates Committee ("ARRC"), a steering committee comprised of U.S. financial market participants, has selected the Secured Overnight Finance Rate ("SOFR") as published by the Federal Reserve Bank of New York as the preferred alternative to LIBOR. SOFR is a broad measure of the cost of borrowing cash in the overnight U.S. treasury repo market. The manner and impact of this transition may materially adversely affect the trading market for LIBOR based agreements, including our credit facilities and interest rate swaps. As of December 31, 2022, our obligations under our secured credit facilities which accrue interest based on LIBOR with maturities extending past June 30, 2023 amounted to approximately \$2.4 billion. While many agreements governing our indebtedness contain mechanics intended to address the anticipated cessation of the availability of LIBOR, once LIBOR ceases to be published, we will need to negotiate the replacement benchmark rate on other credit facilities and interest rate swaps and the use of an alternative rate or benchmark, may negatively impact our interest rate expense. Any other contracts entered into in the ordinary course of business which currently refer to, use or include LIBOR may also be impacted.

Further, if a LIBOR rate is not available on a determination date during the floating rate period for any of our LIBOR based agreements, the terms of such agreements will require alternative determination procedures which may result in interest or dividend payments differing from expectations and could affect our profit and the market value of our Preference Shares.

In addition, any changes announced by the Financial Conduct Authority (“FCA”), including the FCA Announcement, the Intercontinental Exchange (“ICE”) Benchmark Administration Limited (the independent administrator of LIBOR) or any other successor governance or oversight body, or future changes adopted by such body, in the method pursuant to which LIBOR rates are determined may result in a sudden or prolonged increase or decrease in reported LIBOR rates. If that were to occur, the level of interest or dividend payments during the floating rate period for our LIBOR based agreements would be affected and could affect our profit or the market value of our Preference Shares.

As of December 31, 2022, the GasLog Partners \$193.7M Facility had been transitioned to the three-month Chicago Mercantile Exchange (“CME”) Term SOFR Reference Rate as administered by CME Group Benchmark Administration Limited (“CBA”) and the credit agreement of \$576.9 million signed on July 16, 2020 (the “GasLog \$576.9M Facility”) was transitioned to the daily non-cumulative compounded SOFR rate as administered by Federal Reserve Bank of New York. In February 2023, the transition documentation for the GasLog Partners’ facility for up to \$450.0 million signed on February 20, 2019 (the “2019 GasLog Partners Facility”) was also signed. We are in discussions with the agents and lenders related to transitioning the October 2015 Facility, the 7xNB Facility, the facility that GasLog signed on June 25, 2019 for the financing of the *GasLog Warsaw* (the “GasLog Warsaw Facility”) and the credit agreement of \$260.3 million that GasLog Partners signed on July 16, 2020 (the “GasLog Partners \$260.3M Facility”) to a SOFR rate, and we currently expect to enter into definitive documentation to transition each in March 2023. Transition of each of the GasLog Hong Kong SLB and the GasLog Houston SLB and the interest rate swaps to a SOFR rate is currently expected to follow by April 2023.

***The derivative contracts used to hedge our exposure to fluctuations in interest rates could result in reductions in our shareholders’ equity as well as charges in our statement of profit and loss.***

We enter into derivative contracts from time to time for purposes of managing our exposure to fluctuations in interest rates applicable to floating rate indebtedness. As of December 31, 2022, we had 18 derivative contracts in place with a notional amount of \$0.9 billion. The changes in the fair value of the 18 derivative contracts that have not been designated as cash flow hedging instruments are recognized in our statement of profit or loss. Changes in the fair value of any derivative contracts that do not qualify for treatment as cash flow hedges for financial reporting purposes would affect, among other things, our profit and compliance with the market value adjusted net worth covenants in our credit facilities.

As of December 31, 2022, we had three Cross Currency Swaps, or “CCSs”, to exchange interest payments and principal on maturity on the same terms as the NOK 2024 Bonds, in order to hedge the variability of the functional currency equivalent cash flows on the NOK 2024 Bonds. As of December 31, 2022, the three CCSs had a notional amount of \$98.6 million and qualified as cash flow hedging instruments for accounting purposes. The effective portion of changes in the fair value of CCSs is recognized in other comprehensive income while the ineffective portion impacts the statement of profit or loss for the period.

We enter into forward foreign exchange contracts from time to time for purposes of managing our exposure to fluctuations in foreign exchange rates applicable to payments in foreign currencies (mainly Euros, British Pounds Sterling, Singapore dollars and Japanese Yen). As of December 31, 2022, we had 73 forward foreign exchange contracts in place with an aggregate notional amount of €49.2 million and 13 forward foreign exchange contracts in place with an aggregate notional amount of S\$39.5 million. The changes in the fair value of these contracts that have not been designated as cash flow hedging instruments are recognized in our statement of profit or loss. Changes in the fair value of any derivative contracts that do not qualify for treatment as cash flow hedges for financial reporting purposes would affect, among other things, our profit and compliance with the market value adjusted net worth covenants in our credit facilities.

There is no assurance that our derivative contracts will provide adequate protection against adverse changes in interest rates or that our bank counterparties will be able to perform their obligations. In addition, as a result of the implementation of new regulation of the swaps markets in the United States, the European Union and elsewhere over the next few years, the cost and availability of interest rate and currency hedges may increase or suitable hedges may not be available.

***Our earnings and business are subject to the credit risk associated with our contractual counterparties and if our counterparties fail to perform their obligations we could sustain significant losses which could have a material adverse effect on our financial condition and results of operations.***

We enter into, among other things, time charters and other contracts with our customers, shipbuilding contracts and refund guarantees relating to newbuildings, credit facilities and commitment letters with banks, insurance contracts, interest rate swaps and foreign exchange forward contracts. Such agreements subject us to counterparty credit risk. For example, for the year ended December 31, 2022, 31.0% of our revenues derived from subsidiaries of Shell. We also have five vessels on charter to Cheniere, two vessels on charter to Centrica and one vessel on charter to each of Mitsui, Endesa, Jera and TotalEnergies. While we believe all our customers to be strong counterparties, their creditworthiness as assessed by independent parties such as credit rating agencies is less strong than that of Shell. In the future, we may enter into new charters with these and other counterparties who are less creditworthy.

The ability and willingness of each of our counterparties to perform its obligations under a contract with us will depend upon a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the natural gas and LNG markets and charter hire rates. Should a counterparty fail to honor its obligations under agreements with us, we could sustain significant losses which in turn could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends to our shareholders.

***Our business depends on certain of our senior executives who are subject to increasing demands as a result of our growth and who may not necessarily continue to work for us.***

Increasing demands are placed on our management as a result of our growth. As we expand operations, we must monitor our operations, control costs and maintain quality control. In addition, the provision of management services to our publicly traded subsidiary, GasLog Partners, has increased the complexity of our business and placed additional demands on our management. Our success depends to a significant extent upon the abilities and the efforts of our Chairman, Peter G. Livanos, and certain of our senior executives. Mr. Livanos has substantial experience in the shipping industry and has worked with us for many years. He and certain of our senior executives are important to the execution of our business strategies and to the growth and development of our business. If Mr. Livanos or one or more of our senior executives ceased to be affiliated with us, we may be unable to recruit other employees with equivalent talent and experience, and our business and financial condition could suffer.

#### **Risks Related to our Preference Shares**

***We are a “foreign private issuer” under the securities laws of the United States and the NYSE rules, and as such we are entitled to exemption from certain NYSE corporate governance standards, and you may not have the same protections afforded to shareholders of companies that are subject to all of the NYSE corporate governance requirements.***

We are a “foreign private issuer” under the securities laws of the United States and the rules of the NYSE. Under the securities laws of the United States, “foreign private issuers” are subject to different disclosure requirements than U.S. domiciled registrants, as well as different financial reporting requirements. Under the NYSE rules, a “foreign private issuer” is subject to less stringent corporate governance requirements. Subject to certain exceptions, the rules of the NYSE permit a “foreign private issuer” to follow its home country practice in lieu of the listing requirements of the NYSE, including (i) the requirement that a majority of the board of directors consist of independent directors, (ii) the requirement that a nominating/corporate governance committee be established, (iii) the requirement that the compensation committee be composed entirely of independent directors and have a written charter addressing the committee’s purpose and responsibilities and (iv) the requirement of an annual performance evaluation of the compensation committee.

As permitted by these exemptions, as well as by our bye-laws and the laws of Bermuda, we may have non-independent directors serving as committee members on our compensation committee. As a result, non-independent directors may, among other things, participate in fixing the compensation of our management, making share and option awards and resolving governance issues regarding our Company.

Accordingly, in the future you may not have the same protections afforded to shareholders of companies that are subject to all of the NYSE corporate governance requirements.

***Our Preference Shares are subordinated to our debt obligations and investors' interests could be diluted by the issuance of additional preference shares and by other transactions.***

Our Preference Shares are subordinated to all of our existing and future indebtedness. As of December 31, 2022, we had \$3.3 billion of outstanding indebtedness. Our existing indebtedness restricts, and our future indebtedness may include restrictions on, our ability to pay dividends to shareholders. Our memorandum of association and bye-laws currently authorizes the issuance of an unlimited number of preference shares out of the 500,000,000 shares of share capital in one or more classes or series. The issuance of additional preference shares on a parity with or senior to our Preference Shares would dilute the interests of the holders of our Preference Shares, and any issuance of preference shares senior to or at parity with our Preference Shares or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our Preference Shares. No provisions relating to our Preference Shares protect the holders of our Preference Shares in the event of a highly leveraged or other transaction, including the sale, lease or conveyance of all or substantially all our assets or business, which might adversely affect the holders of our Preference Shares.

Our Preference Shares rank pari passu with any other class or series of shares established after the original issue date of the Preference Shares that is not expressly subordinated or senior to the Preference Shares as to the payment of dividends and amounts payable upon liquidation or reorganization. If less than all dividends payable with respect to the Preference Shares and any parity securities are paid, any partial payment shall be made pro rata with respect to shares of Preference Shares and any parity securities entitled to a dividend payment at such time in proportion to the aggregate amounts remaining due in respect of such shares at such time.

***Holders of our Preference Shares have extremely limited voting rights.***

Our common shares are the only class of our shares carrying full voting rights. Holders of the Preference Shares generally have no voting rights. However, if and whenever dividends payable on the Preference Shares are in arrears for six or more quarterly periods, whether or not consecutive, holders of Preference Shares (voting together as a class with all other classes or series of parity securities upon which like voting rights have been conferred and are exercisable) will be entitled to elect one additional director to serve on our board of directors, and the size of our board of directors will be increased as needed to accommodate such change (unless the size of our board of directors already has been increased by reason of the election of a director by holders of parity securities upon which like voting rights have been conferred and with which the Preference Shares voted as a class for the election of such director). The right of such holders of Preference Shares to elect a member of our board of directors will continue until all accumulated and unpaid dividends on the Preference Shares have been paid in full. In addition, holders of Preference Shares are entitled to vote together with holders of common shares on matters related to the approval of an amalgamation or merger.

***The Preference Shares represent perpetual equity interests and holders have no right to receive any greater payment than the liquidation preference regardless of the circumstances.***

The Preference Shares represent perpetual equity interests in us and, unlike our indebtedness, will not give rise to a claim for payment of a principal amount at a particular date. As a result, holders of the Preference Shares may be required to bear the financial risks of an investment in the Preference Shares for an indefinite period of time. In addition, the Preference Shares rank junior in all our indebtedness and other liabilities, and any other senior securities we may issue in the future with respect to assets available to satisfy claims against us.

The payment due to a holder of Preference Shares upon a liquidation is fixed at the redemption preference of \$25.00 per share plus accumulated and unpaid dividends to the date of liquidation. If, in the case of our liquidation, there are remaining assets to be distributed after payment of this amount, holders of Preference Shares will have no right to receive or to participate in these amounts. Furthermore, if the market price for Preference Shares is greater than the liquidation preference, holders of Preference Shares will have no right to receive the market price from us upon our liquidation.

***Following the close of the Transaction, our corporate actions are substantially controlled by the Rolling Shareholders, who have the ability to effectively control the outcome of most important corporate matters. The interests of the Rolling Shareholders may be different than yours.***

Following the consummation of the Transaction on June 9, 2021, certain existing shareholders, including Blenheim Holdings, which is wholly owned by the Livanos family, and Olympic LNG, hold approximately 55.2% of the outstanding common shares of GasLog and GEPIF holds approximately 44.8%. As noted above, the holders of our Preferences Shares generally have no voting rights on most matters. See Item 3.D. – Risk Factors – Risks Relating to Our Securities. As a result of the foregoing, the Rolling Shareholders have effective control over our corporate strategy and the outcome of significant corporate matters, and investors may be prevented from influencing such matters including:

- the composition of our board of directors and, through it, any determinations with respect to our operations, business direction and policies, including the appointment and removal of officers;
- any determinations with respect to mergers or other business combinations;
- our disposition of substantially all our assets; and
- any change of control.

The interests of the Rolling Shareholders may be different from yours. These actions may take place even if the holders of our Preference Shares are opposed and therefore may adversely affect the market value of our Preference Shares.

### **Tax Risks**

In addition to the following risk factors, you should read “Item 10. Additional Information—E. Tax Considerations” for a more complete discussion of the material Bermuda and U.S. Federal income tax considerations relating to us and the ownership and disposition of our common shares and Preference Shares.

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

Under the United States Internal Revenue Code of 1986, as amended, or the “Code”, the U.S. source gross transportation income of a ship-owning or chartering corporation, such as ourselves, is subject to a 4% U.S. Federal income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under a tax treaty or Section 883 of the Code and the Treasury Regulations promulgated thereunder. U.S. source gross transportation income consists of 50% of the gross shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States.

GasLog does not expect to qualify for the statutory tax exemption for the year of 2022 or for future years. Even if we do not qualify for such an exemption, we do not currently expect any resulting U.S. federal income tax liability to be material or materially reduce the earnings available for dividends to our shareholders. For 2022, the U.S. source gross transportation tax for the wholly owned subsidiaries of GasLog was \$4.3 million. For a more detailed discussion, see the section entitled “Item 10. Additional Information—E. Tax Considerations—Material U.S. Federal Income Tax Considerations—U.S. Taxation of Our Operating Income”.



***If we were treated as a “passive foreign investment company”, certain adverse U.S. Federal income tax consequences could result to U.S. shareholders.***

A foreign corporation will be treated as a “passive foreign investment company”, or “PFIC”, for U.S. Federal income tax purposes if at least 75% of its gross income for any tax year consists of certain types of “passive income”, or at least 50% of the average value of the corporation’s assets produce or are held for the production of those types of “passive income”. For purposes of these tests, “passive income” includes dividends, interest, gains from the sale or exchange of investment property and rents and royalties other than rents and royalties that are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute “passive income”. U.S. shareholders of a PFIC are subject to a disadvantageous U.S. Federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC. If we are treated as a PFIC for any tax year, we will provide information to U.S. shareholders who request such information to enable them to make certain elections to alleviate certain of the adverse U.S. Federal income tax consequences that would arise as a result of holding an interest in a PFIC.

Based on our proposed method of operation, we do not believe that GasLog is a PFIC for this tax year. In this regard, we intend to treat the gross income we derive or are deemed to derive from our time chartering activities as services income, rather than rental income. Accordingly, we believe that our income from our time chartering activities does not constitute “passive income”, and the assets that we own and operate to produce that income do not constitute passive assets.

There is, however, no legal authority under the PFIC rules addressing our proposed method of operation. Accordingly, the U.S. Internal Revenue Service, or the “IRS”, or a court of law may not accept our position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, GasLog could constitute a PFIC for a future tax year if there were to be changes in the nature and extent of our operations.

If the IRS were to find that GasLog is or has been a PFIC for any tax year, U.S. shareholders would face adverse tax consequences. Under the PFIC rules, unless those shareholders make certain elections available under the Code, such shareholders would be liable to pay U.S. Federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of our common shares or Preference Shares, as if the excess distribution or gain had been recognized ratably over the shareholder’s holding period. Please read “Item 10. Additional Information—E. Tax Considerations—Material U.S. Federal Income Tax Considerations—U.S. Federal Income Taxation of U.S. Holders—PFIC Status and Significant Tax Consequences” for a more detailed discussion of the U.S. Federal income tax consequences to U.S. shareholders if GasLog Ltd. is treated as a PFIC.

## **ITEM 4. INFORMATION ON THE COMPANY**

### **A. History and Development of the Company**

GasLog was incorporated in Bermuda on July 16, 2003. GasLog and its subsidiaries are primarily engaged in the ownership, operation and management of vessels in the LNG market, providing maritime services for the transportation of LNG on a worldwide basis and LNG vessel management services. The Group conducts its operations through its vessel-owning subsidiaries and through its vessel management services subsidiary.

Our company and its founders have a long history in shipping and in LNG carriers. One of our largest shareholders is Ceres Shipping, whose founding family’s shipping activities commenced more than 100 years ago and which is currently controlled by our Chairman, Peter G. Livanos. Ceres Shipping owns its shareholding in GasLog through its wholly owned subsidiary, Blenheim Holdings. Ceres Shipping entered the LNG sector in 2001 by undertaking the management of BG Group’s owned fleet of LNG carriers through our subsidiary GasLog LNG Services, and in 2003 GasLog was incorporated. Until 2010, when we took delivery of the *GasLog Savannah* and the *GasLog Singapore*, our business principally consisted of providing technical ship management services, as well as plan approval and construction supervision services for newbuilding LNG carriers. As a result, we have had a longer presence in LNG shipping than many other independent owners currently operating in the sector. For a description of our historical and current capital expenditures, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Capital Expenditures”.



On April 4, 2012, we completed our initial public offering, or “IPO”, and our common shares began trading on the NYSE on March 30, 2012 under the ticker symbol “GLOG”. On January 22, 2014, GasLog completed a follow-on public offering of 10,925,000 common shares (including 1,425,000 common shares in relation to the over-allotment option exercised in full by the underwriters) and a concurrent private placement of 2,317,460 common shares at the public offering price to certain of its directors and officers and one of its major shareholders. The offering and private placement resulted in net proceeds of \$199.0 million which were used to partially finance the acquisition of the first three ships acquired from MSL in 2014. On April 16, 2014, GasLog completed a second follow-on public offering of 4,887,500 common shares (including 637,500 common shares in relation to the over-allotment option exercised in full by the underwriters). The offering resulted in net proceeds of \$109.9 million which were used to partially finance the acquisition of the additional three ships acquired from MSL in 2014.

On May 12, 2014, our subsidiary GasLog Partners completed an IPO of 9,660,000 common units (including 1,260,000 units in relation to the over-allotment option exercised in full by the underwriters), resulting in net proceeds of \$186.0 million. GasLog Partners is a Marshall Islands master limited partnership formed by us to own and operate LNG carriers under multi-year charters. Its common units representing limited partner interests are traded on the NYSE under the ticker symbol “GLOP”. Concurrently with the initial public offering, GasLog Partners acquired a 100.0% ownership interest in GAS-three Ltd., GAS-four Ltd. and GAS-five Ltd., the entities that owned the *GasLog Shanghai*, the *GasLog Santiago* and the *GasLog Sydney*, from GasLog, in exchange for (i) 162,358 common units and 9,822,358 subordinated units issued to GasLog representing a 49.8% ownership interest and all of the incentive distribution rights that entitled GasLog to increasing percentages of the cash that the Partnership distributed in excess of \$0.43125 per unit per quarter, (ii) 400,913 general partner units issued to GasLog Partners GP LLC, a wholly owned subsidiary of GasLog, representing a 2.0% general partner interest and (iii) \$65.7 million of cash consideration paid directly to us from the offering proceeds. In addition to the cash consideration of \$65.7 million paid to us, GasLog Partners used the \$186.0 million net proceeds of its IPO to (a) prepay \$82.6 million of debt plus accrued interest of \$0.4 million and (b) make a payment of \$2.3 million (including \$0.3 million accrued interest) to settle the mark-to-market loss on termination of one interest rate swap and reduction of a second interest rate swap in connection with the aforementioned debt prepayment. The balance of \$35.0 million was retained by GasLog Partners for general partnership purposes.

Since GasLog Partners’ IPO, the Partnership has completed follow-on equity offerings as set out below, the proceeds of which have been used for general corporate purposes including partially funding the acquisition of the GasLog subsidiaries that owned the vessels listed below:

<b>Date of Equity Offering</b>	<b>Equity Offering</b>	<b>Net Proceeds</b>	<b>Vessels Purchased</b>	<b>Date Acquisition Completed</b>
September 29, 2014	Follow-on common equity offering	\$ 133.0 million	<i>Methane Rita Andrea</i> and <i>Methane Jane Elizabeth</i>	September 29, 2014
June 26, 2015	Follow-on common equity offering	\$ 171.8 million	<i>Methane Alison Victoria</i> , <i>Methane Shirley Elisabeth</i> and <i>Methane Heather Sally</i>	July 1, 2015
August 5, 2016	Follow-on common equity offering	\$ 52.3 million	<i>GasLog Seattle</i>	November 1, 2016
January 27, 2017	Follow-on common equity offering	\$ 78.2 million	<i>GasLog Greece</i>	May 3, 2017
May 15, 2017	Preference equity offering	\$ 138.8 million	<i>GasLog Geneva</i>	July 3, 2017
May 16, 2017 onwards	Common equity offering through an at-the-market common equity offering which commenced in May 2017 (the “ATM Programme”)	\$ 123.4 million (through December 31, 2020)	<i>Solaris Methane Becki Anne</i>	October 20, 2017 November 14, 2018
January 17, 2018	Preference equity offering	\$ 111.0 million	<i>GasLog Gibraltar</i>	April 26, 2018
November 15, 2018	Preference equity offering	\$ 96.3 million	<i>GasLog Glasgow</i>	April 1, 2019

On April 7, 2015, GasLog completed a public offering of 4,600,000 Preference Shares, par value \$0.01 per share, liquidation preference \$25.00 per share and priced at \$25.00 per share, including 600,000 shares issued upon the exercise in full by the underwriters of their option to purchase additional Preference Shares. The net proceeds from the offering after deducting underwriting discounts, commissions and other offering expenses were \$110.7 million to be used for general corporate purposes. The Preference Shares are listed on the NYSE under the symbol “GLOG PR A”.

As of February 24, 2023, GasLog holds a 33.2% interest in the Partnership and, as a result of its ownership of the general partner and the fact that the general partner elects the majority of the Partnership’s directors in accordance with the Partnership’s partnership agreement, or the “Partnership Agreement”, GasLog has the ability to control the Partnership’s affairs and policies. Consequently, GasLog Partners is consolidated in the Group’s financial statements. The Group’s control of the general partner and consequently of the Partnership could be challenged with a 66.67% vote by other unitholders. However, as the Partnership Agreement limits any single unitholder to a maximum of 4.9% of the vote, it is highly unlikely that a coordinated vote of widely held unitholders will be organized to change the Group’s control of the general partner. As a result, the Group continues to assume that control of the general partner is a relevant basis on which to conclude control of the Partnership.

On June 24, 2019, the Partnership Agreement was amended, effective June 30, 2019, to eliminate the general partner’s incentive distribution rights (the “IDRs”) in exchange for the issuance by the Partnership to GasLog of 2,532,911 common units and 2,490,000 Class B units (of which 415,000 were Class B-1 units, 415,000 were Class B-2 units, 415,000 are Class B-3 units, 415,000 are Class B-4 units, 415,000 are Class B-5 units and 415,000 are Class B-6 units), issued on June 30, 2019. The Class B units have all of the rights and obligations attached to the common units, except for voting rights and participation in distributions until such time as GasLog exercises its right to convert the Class B units to common units. On July 1, 2020, 2021 and 2022, the 415,000 Class B-1 units, the 415,000 Class B-2 units and the 415,000 Class B-3 units were converted into 415,000, 415,000 and 415,000 common units, respectively. The remaining Class B units will become eligible for conversion on a one-for-one basis into common units at GasLog’s option on July 1, 2023, July 1, 2024 and July 1, 2025 for the Class B-4 units, Class B-5 units and the Class B-6 units, respectively. Following the IDR elimination, the allocation of GasLog Partners’ profit to the non-controlling interests is based on the revised distribution policy for available cash stated in the Partnership Agreement as amended, effective June 30, 2019, and under which 98% of the available cash is distributed to the common unitholders and 2% is distributed to the general partner.

On June 29, 2020, GasLog completed the sale of 14,400,000 common shares at a price of \$2.50 per share for total gross proceeds of \$36.0 million through a private placement of unregistered common shares (“the Private Placement”). The net proceeds were used for general corporate purposes. Approximately 75% of shares issued in the Private Placement were purchased by GasLog’s directors and affiliates, including 6,500,000 common shares purchased by Blenheim Holdings, and 4,000,000 common shares purchased by Olympic LNG.

On February 22, 2021, we announced that GasLog had entered into a Merger Agreement with GEPIF. Under the Merger Agreement, GEPIF would acquire all of the outstanding common shares of GasLog that are not held by the Rolling Shareholders of GasLog in exchange for \$5.80 in cash per common share. On June 9, 2021, we announced the completion of the Transaction with GEPIF following the special general meeting of GasLog’s shareholders held virtually on June 4, 2021, where the Transaction and the related agreements (i) the previously announced Merger Agreement, (ii) the merger and (iii) the statutory merger agreement contemplated by the Merger Agreement, received the requisite approval of GasLog’s shareholders required by the Agreement and Plan of Merger, dated as of February 21, 2021 (and subsequently amended on April 20, 2021). Trading in GasLog’s common shares on the NYSE, was suspended with immediate effect and the delisting of the common shares from the NYSE became effective on June 21, 2021. GasLog’s 8.75% Series A Cumulative Redeemable Perpetual Preference Shares remain outstanding and continue to trade in the NYSE. Following the consummation of the Transaction on June 9, 2021, certain existing shareholders, including Blenheim Holdings, which is wholly owned by the Livanos family, and Olympic LNG, hold approximately 55.2% of the outstanding common shares of GasLog and GEPIF holds approximately 44.8%. In addition, Peter G. Livanos holds a proxy to vote the shares of the Rolling Shareholders, and as a result of holding such proxy, controls more than a majority of the voting stock of the Company and controls the right to appoint a majority of the board of the Company.

We maintain our principal executive offices at 69 Akti Miaouli, 18537 Piraeus, Greece. Our telephone number at that address is +30 210 459 1000. We are registered with the Registrar of Companies in Bermuda under registration number 33928. We maintain a registered office in Bermuda at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda.

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In accordance with these requirements, we file reports and other information as a foreign private issuer with the SEC. You may obtain copies of all or any part of such materials from the SEC upon payment of prescribed fees. You may also inspect reports and other information regarding registrants, such as us, that file electronically with the SEC without charge at a website maintained by the SEC at <http://www.sec.gov>. These documents and other important information on our governance are posted on our website and may be viewed at <http://www.gaslogltd.com>.

## **B. Business Overview**

### **Overview**

We are an international owner, operator and manager of LNG carriers providing support to international energy companies as part of their LNG logistics chain. Our owned and bareboat fleet as of February 24, 2023, consists of 38 LNG carriers, including 33 ships on the water, four LNG carriers on order at one of the world’s leading LNG shipbuilders, DSME and one LNG carrier undergoing conversion into an FSRU. This includes 14 LNG carriers in GasLog Partners’ owned and bareboat fleet. We have entered into certain agreements with GasLog Partners governing our relationship, including purchase options for certain of our ships. We currently manage and operate 34 LNG carriers including 14 of our wholly owned ships in operation, as well as one LNG carrier undergoing conversion into an FSRU, 12 ships contributed or sold to the Partnership, one additional LNG carrier in which we have a 25.0% interest and seven vessels secured under long-term bareboat charters from Lepta Shipping, Sea 190 Leasing, Hai Kuo Shipping, CDBL and another unrelated party. We are also supervising the construction of our newbuildings. We operate our vessels under time charters. As of December 31, 2022, these contracts are expected to provide total contracted revenues of \$3.7 billion during their initial terms, which expire between 2023 and 2035. During 2022, 2021 and 2020, we generated revenues of \$916.3 million, \$809.6 million and \$674.1 million, respectively. For disaggregation of revenues, see “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Customers”.

The LNG carrier in which we have a 25.0% interest is the *Methane Nile Eagle*, a 2007-built LNG carrier technically managed by us that is currently operating under a 20-year time charter to MSL.

Our current time charters have initial terms of up to 12 years and include options that permit the charterers to extend the terms for successive periods under hire rate provisions. We will continue to evaluate the attractiveness of longer and shorter-term chartering opportunities as the commercial characteristics of the LNG carrier industry evolve. Our orderbook of new LNG carriers has staggered delivery dates, facilitating a smooth integration of the ships into our fleet as well as significant annual growth through 2025. This has the additional advantage of spreading our exposure to the re-delivery of these ships over several years upon expiration of their current charters.

Each of our 33 owned and bareboat LNG carriers, the four LNG carriers under construction and the one LNG carrier undergoing conversion into an FSRU is designed with a capacity of between approximately 145,000 cbm and 180,000 cbm. We believe this size range maximizes their operational flexibility as these ships are compatible with most existing LNG terminals around the world. All but one of the LNG carriers in our owned and bareboat fleet are of similar specifications, which allows us to benefit from economies of scale and operating efficiencies in ship construction, crew training, crew rotation and shared spare parts. Our owned and bareboat fleet has an average age of 8.2 years, making it one of the youngest in the industry. By comparison, as of December 31, 2022, the average age for the global trading LNG carrier fleet including LNG carriers of all sizes, was 10.62 years.

Our wholly owned subsidiary, GasLog LNG Services, exclusively handles the technical management of our fleet, including plan approval for new ship orders, supervision of ship construction and planning and supervision of dry-dockings, as well as technical operations, crewing, training, maintenance, regulatory and classification compliance and health, safety, security and environmental, or “HSSE”, management and reporting. With over 20 years of technical management experience, including 15 years as sole technical manager of BG Group’s owned fleet of LNG carriers, we have established a track record for the efficient, safe and reliable operation of LNG carriers which is evidenced by our safety performance and the limited off-hire days of the 35 ships currently operating under our management.

A wholly owned subsidiary of GasLog acquired a 20% shareholding in Gastrade in 2016. Gastrade is licensed to develop an LNG receiving terminal utilizing an FSRU offshore Alexandroupolis in Northern Greece. The FSRU will be connected to the Greek national grid via a 24km subsea pipeline. A wholly owned subsidiary of GasLog has executed a long-term Operation and Maintenance Agreement with Gastrade under which GasLog will be the operator of the FSRU. This agreement is tied to the Terminal Use Agreement of the Alexandroupolis Project. In March 2020, Gastrade concluded the second phase of the regulatory market test for long-term capacity in the terminal with an aggregate long-term profile of binding offers for up to 15 years, reaching 2.6 billion cubic meters per year, from Greek and international natural gas companies, as well as end consumers. The binding offers were subsequently confirmed by the signing of Advanced Capacity Reservation Agreements for the reservation of regasification capacity at the FSRU terminal. DEPA, the Greek State Gas Company, acquired a 20% shareholding in Gastrade in 2019. BulgarTransGaz, the Bulgarian State Gas Transportation Company acquired a 20% shareholding in Gastrade in 2020 and DESFA, the Greek National Gas Transmission Operator acquired a 20% shareholding in Gastrade in December 2021. Gastrade signed contracts with the Pipeline EPCI Contractor, the Mooring Contractor and GasLog, as the FSRU provider. Gastrade took Final Investment Decision (“FID”) on the project in January 2022 and the start-up of the LNG regasification terminal in Alexandroupolis is anticipated to occur in the fourth quarter of 2023. On February 2, 2022, GasLog entered into an agreement for the sale of the *Alexandroupoli* to Gastrade for \$265.1 million, payable in installments, following the completion of its conversion to an FSRU. On February 3, 2022, GasLog, through its subsidiary GAS-fifteen Ltd., issued a Final Notice to Proceed to Keppel Shipyard Ltd. for the conversion of the vessel into an FSRU in connection with the FID taken by Gastrade. In February 2023, *Alexandroupoli* registered under the Greek flag and entered into the shipyard for FSRU conversion, which is expected to be completed by the fourth quarter of 2023.

In September 2019, GasLog announced that a wholly owned subsidiary of GasLog had signed a 10-year time charter with Sinolam for the provision of a LNG FSU to a gas-fired power project being developed on Panama. On January 23, 2023, GasLog received a notice of termination of the above charter from Sinolam.

On October 26, 2021, GasLog Partners’ subsidiary, GAS-three Ltd and GasLog’s subsidiary, GAS-ten Ltd. completed the sale and leaseback of the *GasLog Shanghai* and the *GasLog Salem* respectively with CDBL. The vessels were sold and leased back under bareboat charters with CDBL for a period of five years with no repurchase option or obligation.

On March 28, 2022, GasLog’s subsidiary, GAS-six Ltd., completed the sale and leaseback of the *GasLog Skagen* with CDBL. The vessel was sold and leased back under a bareboat charter with CDBL for a period of five years with no repurchase option or obligation.

On September 14, 2022, GasLog Partners’ subsidiary, GAS-twenty Ltd., completed the sale of the *Methane Shirley Elisabeth* to an unrelated third party.

On October 31, 2022, GasLog Partners’ subsidiary, GAS-twenty one Ltd., completed the sale and leaseback of the *Methane Heather Sally* with an unrelated party. The vessel was sold and leased back under a bareboat charter until the middle of 2025, with no repurchase option or obligation.

On January 17, 2023, GasLog’s subsidiary, GasLog Hellas-2 Special Maritime Enterprise, the vessel-owning entity of the *GasLog Athens*, signed a memorandum of agreement with respect to the sale of its vessel to an unrelated third party, with the transaction expected to be completed upon redelivery of the vessel from its current charterer.

On January 24, 2023, GasLog delivered an unsolicited non-binding proposal to the Partnership’s board of directors to acquire all of the outstanding Common Units not already beneficially owned by GasLog. In connection with the proposed transaction, each Common Unit would receive overall value of \$7.70 per Common Unit in cash, consisting in part of a special distribution by the Partnership of \$2.33 per Common Unit in cash to be distributed to the Partnership unitholders immediately prior to the closing of the proposed transaction and the remainder to be paid by GasLog as merger consideration at the closing of the proposed transaction. There can be no assurance that any discussions that may occur between GasLog and the Partnership with respect to the proposed transaction will result in the entry into a definitive agreement concerning a transaction or, if such a definitive agreement is reached, will result in the consummation of a transaction provided for in such definitive agreement.

GasLog Partners' subsidiary, GAS-seventeen Ltd., owner of *Methane Jane Elizabeth*, is currently in advanced stages of negotiations with Venice for the provision of an FSRU to be deployed at Outer Harbor in Adelaide, South Australia. Subject to final agreement of the charter terms and the satisfaction of customary conditions precedent including the project taking FID, the *Methane Jane Elizabeth* will undergo modifications and conversion to an FSRU and is expected to be delivered to Venice no later than the fourth quarter of 2025 for a ten-year time charter.

In March 2023, the board of directors of GasLog Partners and GasLog approved management's recommendation to proceed with the sale and leaseback of the *GasLog Sydney*, a 155,000 cbm TFDE LNG carrier built in 2013 and the *GasLog Saratoga*, a 155,000 cbm TFDE LNG carrier built in 2014, each with CDBL for a period of five years under bareboat charters with no purchase option or obligation, but including a profit share mechanism. The completion of the sale and leasebacks is subject to the signing of final documentation with CDBL.

## Our Fleet

### Owned Fleet

The following table presents information about our wholly owned vessels and their associated time charters as of February 24, 2023:

	Vessel Name	Year Built	cbm	Charterer	Propulsion	Charter Expiration	Optional Period
1	<i>Alexandroupoli</i> <sup>(1)</sup>	2010	153,600	N/A	TFDE	N/A	N/A
2	<i>GasLog Singapore</i> <sup>(2)</sup>	2010	155,000	Singapore LNG Corporation	TFDE	April 2023	—
3	<i>GasLog Athens</i> <sup>(3)</sup>	2006	145,000	DESFA	Steam	June 2023	2023 <sup>(3)</sup>
4	<i>GasLog Savannah</i>	2010	155,000	Multinational Oil and Gas Company <sup>(4)</sup>	TFDE	July 2024	2025 <sup>(4)</sup>
5	<i>GasLog Saratoga</i>	2014	155,000	Mitsui	TFDE	September 2024	—
6	<i>GasLog Genoa</i>	2018	174,000	Shell	X-DF	March 2027	2030-2033 <sup>(5)</sup>
7	<i>GasLog Windsor</i>	2020	180,000	Centrica	X-DF	April 2027	2029-2033 <sup>(6)</sup>
8	<i>GasLog Westminster</i>	2020	180,000	Centrica	X-DF	July 2027	2029-2033 <sup>(6)</sup>
9	<i>GasLog Georgetown</i>	2020	174,000	Cheniere	X-DF	November 2027	2030-2034 <sup>(7)</sup>
10	<i>GasLog Galveston</i>	2021	174,000	Cheniere	X-DF	January 2028	2031-2035 <sup>(7)</sup>
11	<i>GasLog Wellington</i>	2021	180,000	Cheniere	X-DF	June 2028	2031-2035 <sup>(7)</sup>
12	<i>GasLog Winchester</i>	2021	180,000	Cheniere	X-DF	August 2028	2031-2035 <sup>(7)</sup>
13	<i>GasLog Gladstone</i>	2019	174,000	Shell	X-DF	January 2029	2032-2035 <sup>(5)</sup>
14	<i>GasLog Warsaw</i>	2019	180,000	Endesa	X-DF	May 2029	2035-2041 <sup>(8)</sup>
15	<i>GasLog Wales</i>	2020	180,000	Jera	X-DF	March 2032	2035-2038 <sup>(9)</sup>

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The following table presents information about GasLog Partners' fleet and their associated time charters as of February 24, 2023:

	Vessel Name	Year Built	cbm	Charterer	Propulsion	Charter Expiration	Optional Period
1	<i>GasLog Sydney</i>	2013	155,000	Naturgy	TFDE	April 2023	—
2	<i>GasLog Geneva</i>	2016	174,000	Shell	TFDE	September 2023	2028-2031 <sup>(5)</sup>
3	<i>Methane Rita Andrea</i>	2006	145,000	Energy Major	Steam	October 2023	—
4	<i>Methane Alison Victoria</i>	2007	145,000	CNTIC VPower	Steam	October 2023	2024-2025 <sup>(10)</sup>
5	<i>GasLog Gibraltar</i>	2016	174,000	Shell	TFDE	October 2023	2028-2031 <sup>(5)</sup>
6	<i>Solaris</i>	2014	155,000	Energy Major	TFDE	October 2023	—
7	<i>GasLog Santiago</i>	2013	155,000	Trafigura	TFDE	December 2023	2028 <sup>(11)</sup>
8	<i>GasLog Seattle</i>	2013	155,000	Major Trading House Energy Trading Company <sup>(12)</sup>	TFDE	March 2023 March 2024	— —
9	<i>Methane Jane Elizabeth</i>	2006	145,000	Cheniere	Steam	March 2024	2025 <sup>(7)</sup>
10	<i>GasLog Greece</i>	2016	174,000	Shell	TFDE	March 2026	2031 <sup>(5)</sup>
11	<i>GasLog Glasgow</i>	2016	174,000	Shell	TFDE	June 2026	2031 <sup>(5)</sup>
12	<i>Methane Becki Anne</i>	2010	170,000	Shell	TFDE	March 2029 <sup>(13)</sup>	—

### **Bareboat Vessels**

The following table presents information about our bareboat fleet and their associated time charters as of February 24, 2023:

	Vessel Name	Year Built	cbm	Charterer	Propulsion	Charter Expiration	Optional Period
1	<i>GasLog Skagen</i> <sup>(14)</sup>	2013	155,000	Tokyo LNG	TFDE	September 2024	—
2	<i>GasLog Hong Kong</i> <sup>(14)</sup>	2018	174,000	TotalEnergies	X-DF	December 2025	2028 <sup>(15)</sup>
3	<i>GasLog Salem</i> <sup>(14)</sup>	2015	155,000	Gunvor	TFDE	March 2026	—
4	<i>Methane Julia Louise</i> <sup>(14)</sup>	2010	170,000	Shell	TFDE	March 2026	2029-2031 <sup>(5)</sup>
5	<i>GasLog Houston</i> <sup>(14)</sup>	2018	174,000	Shell	X-DF	May 2028	2031-2034 <sup>(5)</sup>

The following table presents information about GasLog Partners' bareboat fleet and their associated time charters as of February 24, 2023:

	Vessel Name	Year Built	cbm	Charterer	Propulsion	Charter Expiration	Optional Period
1	<i>GasLog Shanghai</i> <sup>(14)</sup>	2013	155,000	Woodside	TFDE	February 2025	2026 <sup>(16)</sup>
2	<i>Methane Heather Sally</i> <sup>(14)</sup>	2007	145,000	SEA Charterer	Steam	July 2025	—

(1) The vessel *GasLog Chelsea* was renamed to *Alexandroupoli* in February 2023. The vessel is currently undergoing conversion into an FSRU.

(2) The vessel is chartered to Singapore LNG Corporation.

(3) The vessel *Methane Lydon Volney* was renamed to *GasLog Athens* in October 2022. The vessel is chartered to DESFA for a period of one year. DESFA has the right to extend the charter by six additional months provided that DESFA gives us advance notice of declaration. Upon redelivery from DESFA, the vessel will be sold to an unrelated third party.

(4) The vessel is chartered to a multinational oil and gas company. The charterer has the right to extend the charter by one additional period of one year, provided that the charterer gives us advance notice of the declaration.

(5) Shell has the right to extend the charters of (a) the *GasLog Genoa*, the *GasLog Houston* and the *GasLog Gladstone* by two additional periods of three years, (b) the *GasLog Geneva* and the *GasLog Gibraltar* by two additional periods of five and three years, respectively, (c) the *Methane Julia Louise* for a period of either three or five years and (d) the *GasLog Greece* and the *GasLog Glasgow* for a period of five years, provided that Shell gives us advance notice of the declarations. The periods shown reflect the expiration of the minimum optional periods and the maximum optional periods.

(6) Centrica has the right to extend the charters by three additional periods of two years, provided that Centrica gives us advance notice of declaration. The periods shown reflect the expiration of the minimum optional periods and the maximum optional periods.



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- (7) Cheniere has the right to extend the charters of (a) the *GasLog Georgetown*, the *GasLog Galveston*, the *GasLog Wellington* and the *GasLog Winchester* by three consecutive periods of three years, two years and two years, respectively and (b) the *Methane Jane Elizabeth* by an additional period of one year, provided that Cheniere gives us advance notice of the declarations. The periods shown reflect the expiration of the minimum optional periods and the maximum optional periods.
- (8) Endesa has the right to extend the charter of the *GasLog Warsaw* by two additional periods of six years, provided that Endesa gives us advance notice of declaration. The period shown reflects the expiration of the minimum optional period and the maximum optional period.
- (9) Jera has the right to extend the charter by two additional periods of three years, provided that Jera gives us advance notice of declaration. The period shown reflects the expiration of the minimum optional period and the maximum optional period.
- (10) The charterer may extend the term of the related charter by two additional periods of one year, provided that the charterer gives us advance notice of declaration. The period shown reflects the expiration of the minimum optional period and the maximum optional period.
- (11) Trafíqura may extend the term of this time charter for a period ranging from one to five years, provided that the charterer gives us advance notice of declaration.
- (12) The vessel is expected to commence its time charter with a Swiss-headquartered energy trading company following expiration of its current charter with a major trading house.
- (13) The charterer extended the term of the related charter from March 2024 to March 2029 exercising the five-year extension option.
- (14) Gas-six Ltd., GAS-ten Ltd. and GAS-three Ltd. have sold the *GasLog Skagen*, the *GasLog Salem* and the *GasLog Shanghai*, respectively, to CDBL and leased them back for a period of five years, with no repurchase option or obligation. GAS-twenty one Ltd. has sold the *Methane Heather Sally* to an unrelated party and leased back under a bareboat charter until the middle of 2025 with no repurchase option or obligation. GAS-twenty five Ltd., GAS-twenty six Ltd. and GAS-twenty four Ltd. have sold the *GasLog Hong Kong* to Sea 190 Leasing, the *Methane Julia Louise* to Lepta Shipping and the *GasLog Houston* to Hai Kuo Shipping, respectively, and leased them back for a period of up to twelve, 17 and eight years, respectively. GAS-twenty five Ltd. and GAS-twenty six Ltd. have the option and GAS-twenty four Ltd. has the option and the obligation to re-purchase the vessels on pre-agreed terms.
- (15) TotalEnergies has the right to extend the charter for a period of three years, provided that TotalEnergies provides us with advance notice of declaration.
- (16) The charterer has the right to extend the charter by an additional period of one year, provided that the charterer gives us advance notice of declaration.

## **Newbuilds**

	Vessel Name	Expected Delivery <sup>(1)</sup>	cbm	Charterer	Propulsion	Estimated Charter Expiration <sup>(2)</sup>
1	Hull No. 2532	Q3 2024	174,000	Multinational Oil and Gas Company	MEGI	2031
2	Hull No. 2533	Q3 2024	174,000	Mitsui	MEGI	2033
3	Hull No. 2534	Q3 2025	174,000	Woodside	MEGI	2035
4	Hull No. 2535	Q4 2025	174,000	Woodside	MEGI	2035

(1) Expected delivery quarters are presented.

(2) Charter expiration to be determined based upon actual date of delivery.

## **Key Fleet Characteristics**

The key characteristics of our current owned and bareboat fleet include the following:

- each ship is sized at between approximately 145,000 cbm and 180,000 cbm capacity, which places our ships in the medium- to large-size class of LNG carriers; we believe this size range maximizes their efficiency and operational flexibility, as these ships are compatible with most existing LNG terminals around the world;
- each ship is double-hulled, which is standard in the LNG industry;
- each ship has a membrane containment system incorporating current industry construction standards, including guidelines and recommendations from Gaztransport and Technigaz (the designer of the membrane system) as well as updated standards from our classification society;



- each of our delivered ships is equipped with a modern Steam turbine or has TFDE or X-DF engine propulsion technology;
- Bermuda is the flag state of each ship with the exception of the *GasLog Warsaw* and the *GasLog Athens* which each have a Greek flag;
- each of our delivered ships has received, and each of our newbuildings is expected to receive, an ENVIRO+ notation from our classification society, which denotes compliance with its published guidelines concerning the most stringent criteria for environmental protection related to design characteristics, management and support systems, sea discharges and air emissions; and
- as of December 31, 2022 our owned and bareboat fleet has an average age of 8.2 years, making it one of the youngest in the industry, compared to an average age of 10.62 years for the global trading LNG carrier fleet including LNG carriers of all sizes as of December 31, 2022.

In addition to our owned and bareboat fleet, we have a 25.0% ownership interest in Egypt LNG, an entity whose principal asset is the *Methane Nile Eagle*. The *Methane Nile Eagle* is a 145,000 cbm LNG carrier that was built in 2007. It is currently chartered to MSL under a 20-year time charter, which is subject to extension for up to 10 years at the charterer's option.

### **Managed Fleet**

Through GasLog LNG Services, we provide technical ship management services for one LNG carrier owned by a third party in addition to management of the 34 LNG carriers currently operating in our owned and bareboat fleet. We supervised the construction of each LNG carrier in our managed fleet, and each ship has operated under our technical management since its delivery from the shipyard.

The following table provides information about our managed, third party owned ship (not including the bareboat vessels):

	Vessel Name	Year Built	cbm	Propulsion	GasLog Ownership	Ship Owner	Charter Expiration
1	<i>Methane Nile Eagle</i> <sup>(1)</sup>	2007	145,000	Steam	25.0 %	Egypt LNG <sup>(1)</sup>	2027

<sup>(1)</sup> The *Methane Nile Eagle* is owned by Egypt LNG in which we indirectly hold a 25.0% equity interest. Shell Integrated Gas Thailand PTE. Ltd., a subsidiary of Shell, and Eagle Gas Shipping Co. E.S.A., an entity affiliated with the government of Egypt, have 25.0% and 50.0% equity interests, respectively, in Egypt LNG.

### **Ship Time Charters**

We provide the services of our ships under time charters. A time charter is a contract for the use of the ship for a specified term at a daily hire rate. Under a time charter, the ship owner provides crewing and other services related to the ship's operation, the cost of which is covered by the hire rate, and the customer is responsible for substantially all of the ship voyage costs (including bunker fuel, port charges, canal fees and LNG boil-off).

Our time charters provide for redelivery of the ship to us at the expiration of the term, which may be extended upon the charterer's exercise of its extension options, or upon earlier termination of the charter (as described below) plus or minus a specified number of days which is a standard flexibility offered to the charterer to facilitate the final voyage of the charter. Our charter contracts do not provide the charterers with options to purchase our ships during or upon expiration of the charter term.

The following discussion describes the material terms of the time charters for our owned and bareboat ships.

#### **Initial Term, Extensions and Redelivery**

*Long-term Market (defined as charter parties with initial duration of more than three years)*

The initial term charter for the *Methane Becki Anne* to MSL began upon its acquisition by GasLog in 2015 and will terminate in 2029 following the declaration of the five-year option charter period by MSL. There are no further other options remaining.

The initial term of the time charter for the *Methane Julia Louise* began upon delivery to GasLog and will terminate in 2026. MSL has the option to extend the long-term bareboat charter of the *Methane Julia Louise* which is now owned by Lepta Shipping and leased back to GasLog, for an additional period of either three or five years beyond the initial charter expiration date.

The initial term of the time charter for the *GasLog Greece*, the *GasLog Glasgow*, the *GasLog Geneva* and the *GasLog Gibraltar* began upon delivery of the ships and will terminate in 2026, 2026, 2023 and 2023, respectively. For the *GasLog Greece* and the *GasLog Glasgow*, MSL has options to extend the terms of the charters for five years and for the *GasLog Geneva* and the *GasLog Gibraltar*, MSL has the option to extend the terms of the charters by two additional periods of five and three years, respectively. Each charter requires that the charterer provide the owner with advance notice of its exercise of any extension option.

The *GasLog Houston* was delivered from the shipyard in January 2018 and delivered into her time charter with MSL in January 2019. The initial charter term for the ship will terminate in 2028. MSL has options to extend the terms of the charter of the *GasLog Houston* which is now owned by Hai Kuo Shipping and leased back to GasLog, for two consecutive periods of three years each, all at specified hire rates.

Our time charter to MSL for the *GasLog Genoa* and the *GasLog Gladstone* began when the ships were delivered from the shipyard in March 2018 and March 2019, respectively. The initial charter terms for the ships will terminate in 2027 and 2029, respectively. MSL has options to extend terms of the charters for two consecutive periods of three years each, all at specified hire rates.

Our time charter to Total for the *GasLog Hong Kong* began when the ship was delivered from the shipyard in March 2018. The initial charter term will terminate in 2025. Total has the option to extend the term of the charter of the *GasLog Hong Kong* which is now owned by Sea 190 Leasing and leased back to GasLog, by a three-year period at the charterer's option at a specified hire rate.

Our time charters to Centrica for the *GasLog Windsor* and the *GasLog Westminster* began when the ships were delivered from the shipyard in 2020. The initial charter terms will terminate in 2027. Centrica has the option to extend the term of the charters by three consecutive periods of two years each at the charterer's option.

Our time charter to Jera for the *GasLog Wales* began upon delivery of the vessel in 2020. The initial charter terms will terminate in 2032. Jera has the option to extend the term of the charter by two consecutive periods of three years.

Our time charter to Cheniere for the *GasLog Georgetown* began when the ship was delivered from the shipyard in 2020 and the initial charter terms will terminate in 2027. The time charters for the *GasLog Galveston*, the *GasLog Wellington* and the *GasLog Winchester* began upon delivery of the vessels from the shipyard in 2021 and the initial charter terms will terminate in 2028. Cheniere has the option to extend the term of each of the charters by three consecutive periods of three years, two years and two years, respectively.

Our time charter to Endesa for the *GasLog Warsaw* began in May 2021. The initial charter term will terminate in 2029. Endesa has the option to extend the term of the charter by two six-year periods beyond the initial charter expiration date.

Our time charter to a multinational oil and gas company for the Hull No. 2532 will begin upon delivery of the vessel from the shipyard in 2024 and the initial charter terms will terminate in 2031. The charterer has the option to extend the term of the charter by a period of three years.

Our time charter to Mitsui for the Hull No. 2533 will begin upon delivery of the vessel from the shipyard in 2024 and the initial charter terms will terminate in 2033. Mitsui has the option to extend the term of the charter by two consecutive periods of two years.

Our time charters to Woodside for the Hull Nos. 2534 and 2535 will begin upon delivery of the vessels from the shipyard in 2025 and the initial charter terms will terminate in 2035. The charterer has the option to extend the term of the charter by two consecutive periods of three years and two years.

*Short-term Spot Market (defined as charter parties with initial duration of less than three years)*

Our time charter to Trafigura for the *GasLog Santiago* began in August 2018 and will terminate in December 2023 following Trafigura's exercise of the second optional period of one further year. Trafigura retains the option to further extend the term of the time charter for five years at a specified rate.

Our time charter to Gunvor for the *GasLog Salem* began in June 2019. There is a variable rate of hire within an agreed range during the charter period which will cease and switch to a specified rate in April 2023 until the charter is terminated in March 2026 following an agreement to extend the charter by three years. The vessel is now owned by a wholly owned subsidiary of CDBL and leased back to GasLog.

Our time charter to Woodside for the *GasLog Shanghai* began in February 2023 and will terminate after two years. Woodside has the option to extend the term of the charter by a period of one year, provided that the charterer gives advance notice. The vessel is owned by a wholly owned subsidiary of CDBL and leased back to GasLog Partners.

Our time charter to CNTIC VPower for the *Methane Alison Victoria* began in October 2020 and the charter will terminate in October 2023. CNTIC VPower has the option to extend the term of the charter by two additional periods of one year, provided that the charterer gives advance notice.

The initial time charter for the *Methane Jane Elizabeth* to Cheniere began in December 2020 and the charter will terminate in March 2024 following the charterer's exercise of the first option period for one year. Cheniere has the option to extend the term of the charter by an additional option period of one year at a specified rate.

The *Solaris*, following a series of successful spot fixtures after the vessel's redelivery from the initial long-term charter with Shell in May 2022, commenced a one-year charter with an Energy Major which will terminate in October 2023.

The *Methane Heather Sally* commenced a three-year charter with a SEA charterer in August 2022 which will terminate in July 2025.

The *Methane Rita Andrea* commenced a one-year time charter with an Energy Major which will terminate in October 2023.

The *GasLog Athens* commenced a one-year time charter with DESFA in June 2022 which will terminate in June 2023. DESFA has the option to extend the term of the charter by 180 days.

The *GasLog Savannah* commenced a time charter with a multinational oil and gas company in September 2022 which will terminate in July 2024. The charterer has the option to extend the term of the charter by one year.

The *GasLog Singapore* commenced a one-year time charter with Singapore LNG Corporation in March 2022 which will terminate in April 2023.

The *GasLog Skagen* commenced a two-year time charter with Tokyo LNG in September 2022 which will terminate in September 2024.

The *GasLog Sydney* commenced an 11-month time charter with Naturgy in May 2022 which will terminate in April 2023.

The *GasLog Seattle* commenced a multi-month charter with a major trading house which will terminate in March 2023. The *GasLog Seattle* will then commence a back-to-back charter with the above for a one-year time charter with a Swiss-headquartered energy trading company which will terminate in March 2024.

The *GasLog Saratoga* commenced a three-year charter with Mitsui in September 2021 and will be terminated in September 2024.

### ***Hire Rate Provisions***

“Hire rate” refers to the basic payment from the customer for use of the ship. Under all of our time charters, the hire rate is payable to us monthly in advance in U.S. dollars. Depending on the time charter contract, there are three methods by which the daily hire rate for our owned ships is determined:

- Under the first method, the hire rate includes two components: a capital cost component and an operating cost component. The capital cost component relates to the total cost of the ship’s construction and is a fixed daily amount that is structured to provide a return on our invested capital. Some of the charters provide for the capital cost component to increase by a specified amount during any option period. The operating cost component is a fixed daily amount that may increase annually at a fixed or floating (index linked percentage). Although the daily amount of the operating cost component is fixed (and potentially subject to a specified annual increase), it is intended to correspond to the costs of operating the ship and related expenses.
- Under the second method, the hire rate includes only one component that is a fixed daily amount that will either remain the same, increase or decrease by a specified amount during any option period as compared to the firm period.
- Under the third method, the hire rate is based on a base hire rate adjustment mechanism for each voyage and is calculated by taking the average rates of the BLNG1 (Gladstone to Tokyo), BLNG2 (Sabine Pass to UK Continent RV) and BLNG3 (Sabine to Tokyo) routes as published by Baltic Exchange under Baltic Exchange Liquefied Natural Gas Index. If M is the month in which the vessel tenders the Notice of Readiness at a load port, averages of the previous month M-1 shall be used. The hire rate for each voyage is subject to maximum ceiling and minimum floor rates.

The hire rates for each of our ships may be reduced if the ship does not perform to certain of its specifications or if we breach our obligations under the charter.

### ***Off-Hire***

When a ship is “off-hire”—or not available for service—a time charterer generally is not required to pay the hire rate, and we remain responsible for all costs, including the cost of any LNG cargo lost as boil-off during such off-hire periods. The vast majority of our time charters provide an annual allowance period for us to schedule preventative maintenance work on the ships. For the vessels operating in the short-term spot market we take advantage of any idle period to enable us to perform the required maintenance. Our ships are being maintained to the highest standards in accordance with the maker’s maintenance schedule. A ship generally will be deemed off-hire under our time charters if there is a specified time outside of the annual allowance period when the ship is not available for the charterer’s use due to, among other things, operational deficiencies (including the failure to maintain a certain guaranteed speed), dry-docking for repairs, maintenance or inspection, equipment breakdowns, deficiency of personnel or neglect of duty by the ship’s officers or crew, deviation from course, or delays due to accidents, quarantines, ship detentions or similar problems. We have obtained loss of hire insurance to protect us against loss of income as a result of a ship being off-hire. See “—Risk of Loss, Insurance and Risk Management—Loss of Hire Insurance”.

All ships are dry-docked at least once every five years for a special survey as required by the ship’s classification society. Our ships are considered to be on a scheduled off-hire under our time charters during such periods.

### ***Termination and Cancellation***

Under our existing time charters, each party has certain termination rights which include, among other things, the automatic termination of a charter upon loss of the relevant ship. Either party may elect to terminate a charter upon the occurrence of specified defaults or upon the outbreak of war or hostilities involving two or more major nations, such as the United States or the People’s Republic of China, if such war or hostilities materially and adversely affect the trading of the ship for a specified period of time which can vary from charter to charter. In addition, our charterers have the option to terminate a charter if the relevant ship is off-hire for any reason other than scheduled dry-dockings. The number of off-hire days which trigger this option varies dependent on the terms of the individual charter parties.

In addition to its termination rights, Shell has the right to convert the time charter with respect to the relevant ship into a bareboat charter upon the occurrence of specified defaults or in the event that Shell's quality assurance review is not successfully completed upon delivery of the ship.

All of the time charters applicable to our newbuildings permit the charterer to cancel the charter in the event of a prolonged delay in the delivery of the ship from the shipyard, and in certain circumstances obligate us to pay liquidated damages to the charterer in the event of a less significant delivery delay. However, the cancellation and liquidated damages provisions in our charters are structured to parallel with the provisions of our contracts with the shipyard, giving us the right to receive liquidated damages from the shipyard or cancel the shipbuilding contract in the same circumstances that would trigger the charterer's right to cancel the charter contract or receive liquidated damages because of delivery delays.

### ***The Bareboat Charters***

On February 24, 2016, GasLog's subsidiary, GAS-twenty six Ltd., completed the sale and leaseback of the *Methane Julia Louise* with Lepta Shipping. Lepta Shipping has the right to on-sell and leaseback the vessel. The vessel was sold to Lepta Shipping for a total consideration approximately equivalent to its book value at the time of the sale. GAS-twenty six Ltd. has leased back the vessel under a bareboat charter from Lepta Shipping for a period of up to 20 years. GAS-twenty six Ltd. has the option to re-purchase the vessel on pre-agreed terms no earlier than the end of year ten and no later than the end of year 17 of the bareboat charter. The vessel remains on its 11 year charter with MSL.

On October 21, 2020, GasLog's subsidiary, GAS-twenty five Ltd., completed the sale and leaseback of the *GasLog Hong Kong* with Sea 190 Leasing. The vessel was sold to Sea 190 Leasing. GAS-twenty five Ltd. has leased back the vessel under a bareboat charter from Sea 190 Leasing for a period of up to twelve years. GAS-twenty five Ltd. has the option to re-purchase the vessel on pre-agreed terms no earlier than the end of year one and no later than the end of year 12 of the bareboat charter. The vessel remains on its charter with Total.

On January 22, 2021, GasLog's subsidiary, GAS-twenty four Ltd., completed the sale and leaseback of the *GasLog Houston* with Hai Kuo Shipping. The vessel was sold to Hai Kuo Shipping. GAS-twenty four Ltd. has leased back the vessel under a bareboat charter from Hai Kuo Shipping for a period of up to eight years. GAS-twenty four Ltd. has the obligation to re-purchase the vessel at the end of the charter period. GAS-twenty four Ltd. has also the option to re-purchase the vessel on pre-agreed terms no earlier than the first interest period and no later than the end of year eight of the bareboat charter. The vessel remains on its charter with Shell.

On October 26, 2021, GasLog Partners' subsidiary GAS-three Ltd and GasLog's subsidiary GAS-ten Ltd. completed the sale and leaseback of the *GasLog Shanghai* and the *GasLog Salem* respectively with CDBL. The vessels were sold and leased back under bareboat charters with CDBL for a period of five years with no repurchase option or obligation. The vessels remain on their charters with Gunvor.

On March 28, 2022, GasLog's subsidiary, GAS-six Ltd. completed the sale and leaseback of the *GasLog Skagen* with CDBL. The vessel was sold and leased back under a bareboat charter with CDBL for a period of five years with no repurchase option or obligation. After the expiration of its charter with Chevron in September 2022, the vessel was chartered to Tokyo LNG for a period of two years.

On October 31, 2022, GasLog Partners' subsidiary, GAS-twenty one Ltd., completed the sale and leaseback of the *Methane Heather Sally* with an unrelated party. The vessel was sold and leased back under a bareboat charter until the middle of 2025, with no repurchase option or obligation. The vessel remains on its charter with a SEA charterer.

### **Shipbuilding Contracts**

As of December 31, 2022, our active shipbuilding contracts with DSME in respect of four newbuildings have an aggregate contract price of approximately \$824.4 million. As of December 31, 2022, the aggregate outstanding balance was \$700.6 million. All of our obligations under the shipbuilding contracts are payable in U.S. dollars.

As of December 31, 2022, our remaining payment obligations under the shipbuilding contracts were as follows:

	As of December 31, 2022 <sup>(1)</sup> (in thousands of U.S. dollars)
Amounts due in less than one year	123,855
Amounts due in one to three years	576,727
<b>Total</b>	<b>700,582</b>

(1) Installments of \$41.0 million have already been paid in 2023 to date.

The shipbuilding contracts provide for the four newbuildings to be delivered and ready for immediate operation on various dates in 2024 and 2025. Each shipbuilding contract requires DSME to pay us liquidated damages in the event of certain delays in the delivery of the relevant ship due to DSME's default unless such delays are attributable to a force majeure event or caused by any other permissible reason under the shipbuilding contract and, in the event of a prolonged delay, we would have the right to cancel the contract and receive a refund of any installment payments previously made on the ship.

In the event that we fail to meet our payment obligations under a shipbuilding contract, we would be in default under the applicable contract and would be obligated to pay interest under the contract. If such a default by us were to continue for more than five business days, the delivery date of the applicable ship would be delayed by one day for each day that we remain in default and, if a default by us were to continue for more than ten business days (save for a default relevant to the winding up of the owner or guarantor for which the delay period should not be more than 21 days), DSME would have the option of cancelling the applicable shipbuilding contract and retaining any installment payments previously funded by us under the contract.

### Ship Management Services and Construction Supervision

Management of our owned and bareboat fleet, which includes plan approval for new ship orders, supervision of ship construction and planning and supervision of dry-dockings, as well as technical operations, crewing, training, maintenance, regulatory and classification compliance and HSSE management and reporting, is provided in-house by our wholly owned subsidiary, GasLog LNG Services, an entity incorporated in Bermuda with an office in Piraeus, Greece. In addition to management of our owned and bareboat fleet, through GasLog LNG Services we provide technical ship management services for the *Methane Nile Eagle*, a ship in which we have a 25.0% ownership interest. During the year ended December 31, 2022, ship management services provided to external customers accounted for approximately 0.1% of our consolidated revenues.

#### Construction Supervision

We supervise and manage the construction of our newbuildings through GasLog LNG Services. During the newbuildings process we have employees on-site in South Korea whose responsibilities include inspecting the ships under construction for non-conformities, attending trials of the ship and its machinery and equipment, consulting with the shipyard in the event of any modifications to the ship's specifications, reviewing the shipyard's choice of suppliers and sub-contractors and keeping our management informed of the progress of the construction. Through GasLog LNG Services, we also supervised the construction of three LNG carriers in Shell's owned fleet and the *Methane Nile Eagle*, all of which were constructed at Samsung Heavy Industries Co., Ltd.

#### Technical and Operational Management

Pursuant to ship management agreements, through GasLog LNG Services we manage the day-to-day aspects of ship operations for our owned and bareboat fleet and for the *Methane Nile Eagle* owned by Egypt LNG. The services provided include crewing, training, employing armed guards for transport in certain high-risk areas, insurance, maintenance and repair, procurement of supplies and equipment, regulatory and classification compliance and HSSE management and reporting, as well as dry-docking under certain charters. We utilize certain third-party sub-contractors and suppliers in carrying out our technical management responsibilities.

In the case of the *Methane Nile Eagle*, the crewing and other operational costs are fully passed-through to the ship owner, and the customer pays us a management fee per month for our technical management services. In connection with our ship management services provided to the *Methane Nile Eagle*, we have entered into a consultant service agreement pursuant to which we provide specialized services relating to the management of the LNG carrier. These services include the development and installation of a ship's ship management system, which includes installing onboard hardware and software systems and providing related training to the ship's personnel. The terms of the *Methane Nile Eagle* ship management agreement and related contracts permit the customer to terminate our services for any reason upon a short period of advance notice and both parties have termination rights upon the occurrence of specified defaults. In the event of the loss of a ship, or the owner's sale of a ship to a third party, the ship management agreement in respect of the ship would terminate automatically.

## Competition

We operate in markets that are highly competitive and based primarily on supply and demand. Generally, competition for LNG time charters is based primarily on charter party terms including price, ship availability, size, age, technical specifications and condition, LNG shipping experience, quality and efficiency of ship operations, including level of emissions, shipping industry relationships and reputation for customer service, and technical ability and reputation for operation of highly specialized ships. In addition, through seven of our vessels (six TFDE and one Steam vessel) and through nine of the GasLog Partners vessels (four Steam and five TFDE), we operate in the spot charter market that covers charters of less than five years.

Although we believe that we are one of a small number of large independent owners who focus primarily on modern, technically advanced LNG carriers, a growing number of other independent shipping companies also own and operate, and in some cases manage, LNG carriers and have new ships under construction. Several of these other ship owners and managers have decided to enter, or to expand their presence in, the LNG market with newbuilding vessels over the last year, and potentially others may also attempt to participate in the LNG market in the future. A number of these newbuildings are uncommitted and may also compete in the spot/short-term charter market on delivery. We believe that our strategy of focusing primarily on charter contracts with initial terms of seven to ten years, as well as the scale of our technical ship management operations, differentiates us to some extent from other independent owners.

In addition to independent owners, some of the major oil and gas producers own LNG carriers and, in the recent past, have contracted for the construction of new LNG carriers. Certain national oil and gas and shipping companies also have large fleets of LNG carriers that have expanded and may continue to expand. Some of these companies, as well as other market participants such as trading companies who have LNG shipping capacity contracted on multi-year charters, may compete with independent owners by using their fleets to carry LNG for third parties.

## Seagoing and Shore-Based Employees

During 2022, we had an average of 152 full-time employees based in our offices in Piraeus, London and Singapore. In addition to our shore-based employees, we also employed (directly and through manning agents) approximately 2,204 seafaring staff serving on our owned and managed ships. As we grow, GasLog and its affiliates may expect to recruit a number of additional seafarers qualified to staff and operate our newbuildings, as well as a small number of shore-based personnel.

LNG marine transportation is a specialized area requiring technically skilled officers and personnel with specialized training. Attracting and retaining motivated, well-qualified seagoing and shore-based personnel is a top priority, and we offer our people competitive compensation packages and training and development opportunities. Through our ESG strategy, we are constantly aiming to improve the diversity, equity and inclusion of our workforce and management team, granting access and engagement to a wide pool of talent. In addition, we provide intensive onboard training for our officers and crews to instill a culture focused on the highest operational and safety standards. As a result, we have historically enjoyed high retention rates. In 2022, our retention rate was 96.1% for senior seagoing officers, 95.9% for other seagoing officers and 95.4% for shore staff.

Although we have historically experienced high employee retention rates, the demand for technically skilled officers and crews to serve on LNG carriers and FSRU vessels, and for shore-based employees with experience of operating and managing LNG vessels, has been increasing as the global fleet of LNG vessels continues to grow. This increased demand has and may continue to put inflationary cost pressure on ensuring qualified and well-trained crew are available to GasLog. However, we expect that the impact of cost increases and increased competition would be mitigated to some extent by adjustments to the GasLog salary and benefit structure and by certain provisions in some of our time charters, including automatic periodic adjustment and cost review provisions.



## **Classification, Inspection and Maintenance**

Every large, commercial seagoing ship must be “classed” by a classification society. The classification society certifies that the ship is “in class”, signifying that the ship has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the ship’s country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned. The classification society also undertakes on request other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case and/or to the regulations of the country concerned.

To ensure each ship is maintained in accordance with classification society standards and for maintenance of the class certificate, regular and extraordinary surveys of hull and machinery, including the electrical plant, and any special equipment classes are required to be performed periodically. Surveys are based on a five-year cycle that consists of annual surveys, intermediate surveys that are typically completed between the second and third years of every five-year cycle, and comprehensive special surveys (also known as class renewal surveys) that are completed at each fifth anniversary of the ship’s delivery.

All areas subject to surveys as defined by the classification society, are required to be surveyed at least once per five-year class cycle, unless shorter intervals between surveys are mandated. All ships are also required to be dry-docked at least once during every five-year class cycle for inspection of their underwater parts and for repairs related to inspections. If any defects are found, the classification surveyor will issue a “recommendation” which must be rectified by the ship owner within prescribed time limits. We intend to dry-dock our ships at five-year intervals that coincide with the completion of the ship’s special survey. According to class, vessels 15 years of age or over will be subject to special consideration and approval by Class ABS based on the vessel’s survey status before being permitted to have an Intermediate underwater inspection in Lieu of dry-docking (UWILD) instead of out of water dry-docking survey. Basis our maintenance standards and the condition of the vessels we expect we will be able to retain the five-year cycle of dry-docking and maintain this assumption for budgeting and operations planning.

Most insurance underwriters make it a condition for insurance coverage that a ship be certified as “in class” by a classification society that is a member of the International Association of Classification Societies. All but three of our delivered ships are certified by the American Bureau of Shipping, or “ABS”; the other delivered ships are certified by the Det Norske Veritas. Each ship has been awarded International Safety Management (“ISM”) certification and is currently “in class”. Under our shipbuilding contracts, all of our contracted newbuildings must be certified prior to delivery to us.

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The following table lists the years in which we expect to carry out the next or initial dry-dockings and special surveys for our owned fleet and the bareboat vessels as of February 24, 2023:

Ship Name	Dry-docking and Special Survey
<i>GasLog Shanghai</i>	2023
<i>GasLog Hong Kong</i>	2023
<i>GasLog Genoa</i>	2023
<i>GasLog Skagen</i>	2023
<i>GasLog Seattle</i>	2023
<i>GasLog Santiago</i>	2023
<i>GasLog Sydney</i>	2023
<i>GasLog Gladstone</i>	2024
<i>GasLog Warsaw</i>	2024
<i>Solaris</i>	2024
<i>GasLog Saratoga</i>	2024
<i>Methane Jane Elizabeth</i>	2025
<i>GasLog Windsor</i>	2025
<i>GasLog Westminster</i>	2025
<i>GasLog Wales</i>	2025
<i>GasLog Georgetown</i>	2025
<i>Methane Alison Victoria</i>	2025
<i>Methane Heather Sally</i>	2025
<i>Methane Becki Anne</i>	2025
<i>Methane Julia Louise</i>	2025
<i>GasLog Savannah</i>	2025
<i>GasLog Salem</i>	2025
<i>GasLog Singapore</i>	2025
<i>GasLog Galveston</i>	2026
<i>GasLog Wellington</i>	2026
<i>GasLog Winchester</i>	2026
<i>Methane Rita Andrea</i>	2026
<i>GasLog Greece</i>	2026
<i>GasLog Glasgow</i>	2026
<i>GasLog Geneva</i>	2026
<i>GasLog Gibraltar</i>	2026
<i>GasLog Houston</i>	2028
<i>H2532</i>	2029
<i>H2533</i>	2029
<i>H2534</i>	2030
<i>H2535</i>	2030

### **Risk of Loss, Insurance and Risk Management**

The operation of any ship has inherent risks. These risks include mechanical failure, personal injury, collision, property loss or damage, ship or cargo loss or damage and business interruption due to a number of reasons, including mechanical failure, a cyber event, political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including explosion, spills and other environmental mishaps, and the liabilities arising from owning and operating ships in international trade.

We maintain hull and machinery insurance on all our owned and bareboat ships against marine and war risks at a Total Loss limit amount determined by the most recent brokers' valuation and our mortgage's insurance covenants, as deemed to be prudent. In addition, we maintain loss of hire insurance against loss of income as a result of a ship being off-hire or otherwise suffering a loss of operational time for events falling under our hull and machinery insurance. We maintain protection and indemnity insurance on all our owned and bareboat ships up to the maximum insurable limit available at any given time by the International Group of P&I Clubs. We also maintain ship manager insurance in respect of our managed vessel and cyber insurance coverage for all our owned and bareboat ships. While we believe that our insurance coverage will be adequate, not all risks can be insured, and there can be no guarantee that we will always be able to obtain adequate insurance coverage at reasonable rates or at all, or that any specific claim we may make under our insurance coverage will be paid.

#### ***Hull & Machinery Marine Risks Insurance and Hull & Machinery War Risks Insurance***

We maintain hull and machinery marine risks insurance and hull and machinery war risks insurance on our owned and bareboat ships, which cover loss of or damage to a ship due to marine perils such as collisions, fire or lightning, and loss of or damage to a ship due to war perils such as acts of war, terrorism or piracy. Each of our ships is insured under these policies for a total amount that exceeds what we believe to be its fair market value. We also maintain hull disbursements and increased value insurance policies covering each of our owned ships, which provide additional coverage in the event of the total or constructive loss of a ship. Our marine risks insurance policies contain deductible amounts for which we will be responsible, but there are no deductible amounts under our war risks policies or our total loss policies.

#### ***Loss of Hire Insurance/Delay Insurance***

We maintain loss of hire insurance to protect us against loss of income as a result of a ship being off-hire or otherwise suffering a loss of operational time for events falling under the terms of our hull and machinery insurance or hull and machinery/war risks insurance. Under our loss of hire policy, our insurer will pay us the hire rate agreed in respect of each ship for each day, in excess of a certain number of deductible days, for the time that the ship is out of service as a result of damage, up to a maximum of 90 days. The number of deductible days for the ships in our fleet is 14 days per ship. In addition to the loss of hire insurance, we also have in place delay insurance which, like loss of hire, covers all of our owned and bareboat vessels for time lost due to events falling under the terms of our hull and machinery insurance, plus additional protection and indemnity related incidents. The cover has a deductible of seven days with a maximum of seven days (which takes it up to the loss of hire deductible of 14 days) for H&M losses, two days with a maximum of 12 days for ship-related perils and with a maximum of five days for shoreside perils. The hire rate is aligned with the loss of hire insurance daily sum insured. As of July 1 2021, the delay insurers inserted a Communicable Disease Exclusion clause to exclude losses arising out of pandemics (i.e. COVID-19).

Additionally, we buy war loss of hire and kidnap and ransom insurance when our ships are ordered to sail through the Indian Ocean and Gulf of Aden to insure against potential losses relating to the hijacking of a ship and its crew by pirates.

#### ***Protection and Indemnity Insurance***

Protection and indemnity insurance is typically provided by a protection and indemnity association, or "P&I association", and covers third-party liability, crew liability and other related expenses resulting from illness, injury to or death of crew, passengers and other third parties, loss of or damage to cargo, third-party claims arising from collisions with other ships (to the extent not recovered by the hull and machinery policies), damage to other third-party property, pollution arising from oil or other substances and salvage, towing and other related costs, including wreck removal.

Our protection and indemnity insurance covering our owned and bareboat ships is provided by P&I associations that are members of the International Group of Protection and Indemnity Clubs, or "International Group". The 13 P&I associations that comprise the International Group insure approximately 90% of the world's commercial tonnage and have entered into a pooling agreement to reinsure each association's liabilities. Insurance provided by a P&I association is a form of mutual indemnity insurance.

Our protection and indemnity insurance is currently subject to limits of \$3.0 billion per ship per event in respect of liability to passengers and seamen, \$2.0 billion per ship per event in respect of liability to passengers and \$1.0 billion per ship per event in respect of liability for oil pollution.

For claims falling in excess of the above figures, the General Excess of Loss Reinsurance Programme of the International Group purchase a 'collective overspill reinsurance' to provide protection in respect of claims exceeding the upper cover limit.

As a member of a P&I association, we will be subject to calls, payable to the P&I association based on the International Group's claim records as well as the claim records of all other members of the P&I association of which we are a member.

### ***Cyber Insurance***

We have insurance coverage for cyber related vessel hull and machinery risks. The policy covers physical damage to any of our vessels up to \$50.0 million per vessel with a fleet aggregate limit of \$150.0 million for each of the GasLog and GasLog Partners fleets.

We have also purchased an additional cyber product which compliments the existing vessel hull and machinery cyber cover for losses in excess of \$0.1 million and up to \$10.0 million. It provides coverage irrespective of cause (malicious act, terror or negligence) for the core enterprise risks including:

- Cyber Defense Costs and Remediation costs (including public relation costs as remediation costs)
- Costs for repair/replacement of Loss or Damage to IT Assets
- Data Restoration costs
- Personal Data Loss costs
- Loss of Revenue (does not need to be caused by a Physical damage event)
- Cyber Crime - Illegal/unlawful demands (ransom)
- Cyber Crime - E-theft financial Loss (instructions for transfer of money, credit, securities etc.)

### **Safety Performance**

We provide intensive onboard training for our officers and crews to instill a culture of the highest operational and safety standards. During 2022, GasLog's fleet experienced two restricted work cases and three first aid cases.

### **Permits and Authorizations**

We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses, financial assurances and certificates with respect to our ships. The kinds of permits, licenses, financial assurances and certificates required will depend upon several factors, including the waters in which the ship operates, the nationality of the ship's crew and the age of the ship. We have obtained all permits, licenses, financial assurances and certificates currently required to operate our ships. Additional laws and regulations, environmental or otherwise, may be adopted which could limit our ability to do business or increase our cost of doing business.

### **Environmental and Other Regulation**

The carriage, handling, storage and regasification of LNG are subject to extensive laws and regulations relating to the protection of the environment, health and safety and other matters. These laws and regulations include international conventions and national, state and local laws and regulations in the countries where our ships now or in the future will operate, or where our ships are registered. Compliance with these laws and regulations may entail significant expenses and may impact the resale value or useful lives of our ships. Our ships may be subject to both scheduled and unscheduled inspections by a variety of governmental, quasi-governmental and private organizations, including the local port authorities, national authorities, harbor masters or equivalent, classification societies, flag state administrations (countries of registry) and charterers. Failure to maintain permits, licenses, certificates or other authorizations required by some of these entities could require us to incur substantial costs or result in the temporary suspension of the operation of one or more of our ships or lead to the invalidation of our insurance coverage reduction.

We believe that our ships operate in material compliance with applicable environmental laws and regulations and that our ships in operation have all material permits, licenses, certificates or other authorizations necessary for the conduct of our operations. In fact, each of our ships have an ENVIRO, an ENVIRO+ or a CLEAN notation from our classification societies, which denote compliance with their published guidelines concerning stringent criteria for environmental protection related to design characteristics, management and support systems, sea discharges and air emissions. Because environmental laws and regulations are frequently changed and may impose increasingly strict requirements, however, it is difficult to accurately predict the ultimate cost of complying with these requirements or the impact of these requirements on the resale value or useful lives of our ships. Moreover, additional legislation or regulation applicable to the operation of our ships that may be implemented in the future could negatively affect our profitability.

### ***International Maritime Regulations***

The IMO, the United Nations agency for maritime safety and the prevention of pollution by ships, has adopted several international conventions that regulate the international shipping industry, including the International Convention for the Safety of Life at Sea (“SOLAS”), the International Convention on Civil Liability for Oil Pollution Damage, the International Convention on Civil Liability for Bunker Oil Pollution Damage, the International Convention on Standards of Training, Certification and Watchkeeping for Seafarers (“STCW”) and the International Convention for the Prevention of Pollution From Ships (“MARPOL”). Ships that transport gas, including LNG carriers, are also subject to regulations under amendments to SOLAS, including the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention, or the “ISM Code”. The ISM Code requires, among other things, that the party with operational control of a ship develop an extensive safety management system, including the adoption of a policy for safety and environmental protection setting forth instructions and procedures for operating its ships safely and also describing procedures for responding to emergencies. We rely on GasLog LNG Services for the development and maintenance of a safety management system for our ships that meets these requirements. The GasLog fleet is also subject to the International Code for Construction and Equipment of Ships Carrying Liquefied Gases in Bulk (the “IGC Code”), which prescribes design and construction standards for ships involved in the transport of gas. Compliance with the IGC Code must be evidenced by a Certificate of Fitness for the Carriage of Liquefied Gases of Bulk which is issued per vessel. Non-compliance with the IGC Code or other applicable IMO regulations may subject a ship owner or a bareboat charterer to increased liability, may lead to decreases in available insurance coverage for affected ships and may result in the denial of access to, or detention in, some ports.

SOLAS is an international maritime law which sets minimum safety standards in the construction, equipment and operation of merchant ships. The convention requires signatory flag states to ensure that ships flagged by them comply with at least these standards. The current version of SOLAS is the 1974 version, known as SOLAS 1974, which came into force on May 25, 1980. As of January 2022, SOLAS 1974 had 167 contracting states, which flag about 99.9% of merchant ships around the world in terms of gross tonnage. SOLAS in its successive forms is generally regarded as the most important of all international maritime laws concerning the safety of merchant ships.

STCW was adopted on July 7, 1978 and entered into force on April 28, 1984. The main purpose of the Convention is to promote safety of life and property at sea and the protection of the marine environment by establishing in common agreement on international standards of training, certification and watchkeeping for seafarers. The Manila amendments to the STCW Convention and Code were adopted on June 25, 2010, marking a major revision of the STCW Convention and Code. The 2010 amendments entered into force on January 1, 2012 under the tacit acceptance procedure and were aimed at bringing the Convention and Code up to date with developments since they were initially adopted and to enable them to address issues that were anticipated to emerge in the foreseeable future.

The MARPOL Convention establishes environmental standards relating to oil leakage or spilling, garbage management, sewage, air emissions, handling and disposal of noxious liquids and the handling of harmful substances in packaged form. In September 1997, the IMO adopted Annex VI to MARPOL to address air pollution from ships. Annex VI came into force on May 19, 2005. It sets limits on sulfur oxide and nitrogen oxide emissions from ship exhausts and prohibits deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. Annex VI also includes a global cap on the sulfur content of fuel oil and allows for special areas to be established with more stringent controls on sulfur emissions. Annex VI has been ratified by many, but not all, IMO member states. In October 2008, the Marine Environment Protection Committee ("MEPC") of the IMO approved amendments to Annex VI regarding particulate matter, nitrogen oxide and sulfur oxide emissions standards. These amendments became effective in July 2010. These requirements establish a series of progressive standards to further limit the sulfur content in fuel oil, (which phased in between 2012 and 2020), as well as new tiers of nitrogen oxide emission standards for new marine diesel engines, depending on their date of installation. As of January 1, 2020, ships must either use low sulfur fuel oil (potentially including undertaking necessary fuel tank modification) to comply with a global sulfur cap of 0.5 percent m/m or be fitted with exhaust gas scrubbers. Additionally, more stringent emission standards could apply in coastal areas designated as Emission Control Areas ("ECAs"). For example, IMO "Tier III" emission standards for nitrous oxide apply in North American and U.S. Caribbean Sea ECAs to all marine diesel engines installed on a ship constructed on or after January 1, 2016. The European Union Directive 2005/EC/33, which became effective on January 1, 2010, parallels Annex VI and requires ships to use reduced sulfur content fuel for their main and auxiliary engines. Our owned ships currently in operation comply with the relevant legislation and have the relevant certificates including certificates evidencing compliance with Annex VI of the MARPOL Convention.

Although the United States is not a party, many countries have ratified the International Convention on Civil Liability for Oil Pollution Damage, 1969, as amended ("CLC"). Under this convention a ship's registered owner is strictly liable for pollution damage caused in the territorial waters of a contracting state by discharge of persistent oil, subject under certain circumstances to certain defenses and limitations. Ships carrying more than 2,000 gross tons of oil, and trading to states that are parties to this convention, must maintain evidence of insurance in an amount covering the liability of the owner. In jurisdictions where the CLC has not been adopted, various legislative schemes or common law impose liability either on the basis of fault or in a manner similar to the CLC. P&I Clubs in the International Group issue the required Bunker Convention (defined below) "Blue Cards" to provide evidence of insurance meeting the liability requirements. Where applicable, all of our vessels have received "Blue Cards" from their P&I Club and are in possession of a CLC State issued certificate attesting that the required insurance coverage is in force.

The IMO has also adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage (the "Bunker Convention"), which imposes liability on ship owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel and requires registered owners of ships over 1,000 gross tons to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime. We maintain insurance in respect of our owned ships that satisfies these requirements.

Non-compliance with the ISM Code or other IMO regulations may subject a shipowner or bareboat charterer to increased liability, may lead to decreases in available insurance coverage for affected ships and may result in the denial of access to, or detention in, some ports, including ports in the United States and Europe.

The Maritime Labour Convention ("MLC") 2006 was adopted by the International Labour Conference at its 94th (Maritime) Session in 2006, which established minimum working and living conditions for seafarers. The convention entered into force August 20, 2013, whilst amendments were approved by the International Labour Conference at its 103rd Session in 2014. The convention establishes a single, coherent instrument embodying all up to date standards of existing international maritime labour conventions and recommendations, as well as the fundamental principles to be found in other international labour conventions.

## ***United States***

### ***Oil Pollution Act and CERCLA***

Our operations are subject to the Oil Pollution Act (“OPA”), which established an extensive regulatory and liability regime for environmental protection and cleanup of oil spills, and the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), which imposes liability on owners and operators of ships for cleanup and natural resource damages from the release of hazardous substances (other than oil). Under OPA, ship owners, operators and bareboat charterers are responsible parties who are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from oil spills from their ships. Effective March 23, 2023, OPA will increase the limit of liability of responsible parties with respect to ships over 3,000 gross tons to the greater of \$2,500 per gross ton or \$21.5 million per double hull ship and continue to permit individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries. Some states have enacted legislation providing for unlimited liability for discharge of pollutants within their waters. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$5.0 million for ships over 300 gross tons carrying a hazardous substance as cargo and the greater of \$300 per gross ton or \$0.5 million for any other ship over 300 gross tons.

These limits of liability do not apply under certain circumstances, however, such as where the incident is caused by violation of applicable U.S. federal safety, construction or operating regulations, or by the responsible party’s gross negligence or willful misconduct. In addition, a marine incident that results in significant damage to the environment could result in amendments to these limitations or other regulatory changes in the future. We maintain the maximum pollution liability coverage amount of \$1.0 billion per incident for our owned ships. We also believe that we will be in substantial compliance with OPA, CERCLA and all applicable state regulations in the ports where our ships will call.

OPA also requires owners and operators of ships over 300 gross tons to establish and maintain with the National Pollution Fund Center of the U.S. Coast Guard evidence of financial responsibility sufficient to meet the limit of their potential strict liability under the act. Such financial responsibility can be demonstrated by providing a guarantee from an appropriate guarantor, who can release the required guarantee to the National Pollution Fund Center against payment of the requested premium. We have purchased such a guarantee in order to provide evidence of financial responsibility and have received the mandatory certificates of financial responsibility from the U.S. Coast Guard in respect of all of our delivered ships and we intend to obtain such certificates in the future for each of our vessels, if they are required to have them.

### ***Clean Water Act***

The U.S. Clean Water Act of 1972 (“CWA”) prohibits the discharge of oil, hazardous substances and ballast water in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA. Furthermore, most U.S. states that border a navigable waterway have enacted environmental pollution laws that impose strict liability on a person for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance. These laws may be more stringent than U.S. Federal law.



The United States Environmental Protection Agency (“EPA”) has enacted rules requiring ballast water discharges and other discharges incidental to the normal operation of certain ships within United States waters to be authorized under the Ship General Permit for Discharges Incidental to the Normal Operation of Ships, (“VGP”). To be covered by the VGP, owners of certain ships must submit a Notice of Intent (“NOI”) at least 30 days before the ship operates in United States waters. Compliance with the VGP could require the installation of equipment on our ships to treat ballast water before it is discharged or the implementation of other disposal arrangements, and/or otherwise restrict our ships from entering United States waters. In March 2013, the EPA published a new VGP that included numeric effluent limits for ballast water expressed as the maximum concentration of living organisms in ballast water. The VGP also imposes a variety of changes for non ballast water discharges including more stringent Best Management Practices for discharges of oil to sea interfaces in an effort to reduce the toxicity of oil leaked into U.S. waters. The 2013 VGP was issued with an effective period of December 19, 2013 to December 18, 2018. The Vessel Incidental Discharge Act (“VIDA”), enacted on December 4, 2018, requires the EPA and Coast Guard to develop new performance standards and enforcement regulations and extends the 2013 VGP provisions until new regulations are final and enforceable. We have submitted NOIs for our fleet and intend to submit NOIs for our ships in the future, where required, and do not believe that the costs associated with obtaining and complying with the VGP will have a material impact on our operations.

#### *Clean Air Act*

The U.S. Clean Air Act of 1970, as amended by the Clean Air Act Amendments of 1977 and 1990 (“CAA”), requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our ships may be subject to vapor control and recovery requirements for certain cargoes when loading, unloading, ballasting, cleaning and conducting other operations in regulated port areas and emission standards for so called “Category 3” marine diesel engines operating in U.S. waters. The marine diesel engine emission standards are currently limited to new engines beginning with the 2004 model year. On April 30, 2010, the EPA adopted final emission standards for Category 3 marine diesel engines equivalent to those adopted in the amendments to Annex VI to MARPOL. However, our TFDE LNG carriers have the ability to burn natural gas as fuel to power the ship, which can significantly reduce relevant emissions compared with steam powered ships.

The CAA also requires states to adopt State Implementation Plans (“SIPs”), which are designed to attain national health based air quality standards in primarily major metropolitan and/or industrial areas. Several SIPs regulate emissions resulting from ship loading and unloading operations by requiring the installation of vapor control equipment. The MEPC has designated as an ECA the area extending 200 miles from the territorial sea baseline adjacent to the Atlantic/Gulf and Pacific coasts and the eight main Hawaiian Islands and the Baltic Sea, North Sea and Caribbean Sea, under the Annex VI amendments. Fuel used by vessels operating in the ECA cannot exceed 0.1% (mass by mass) sulfur. As of January 1, 2016, NO<sub>x</sub> after treatment requirements also apply. Our vessels can store and burn low sulfur fuel oil or alternatively burn natural gas which contains no sulfur. Additionally, burning natural gas will ensure compliance with IMO Tier III NO<sub>x</sub> emission limitations without the need for after treatment. Charterers must supply compliant fuel for the vessels before ordering vessels to trade in areas where restrictions apply. As a result, we do not expect such restrictions to have a materially adverse impact on our operations or costs.

#### ***Other Environmental Initiatives***

U.S. Coast Guard regulations adopted under the U.S. National Invasive Species Act (“NISA”) impose mandatory ballast water management practices for all ships equipped with ballast water tanks entering U.S. waters, which could require the installation of equipment on our ships to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures, and/or otherwise restrict our ships from entering U.S. waters. In June 2012, the U.S. Coast Guard rule establishing standards for the allowable concentration of living organisms in ballast water discharged in U.S. waters and requiring the phase in of Coast Guard approved ballast water management systems (“BWMS”), became effective. The rule requires installation of Coast Guard approved BWMS by new vessels constructed on or after December 1, 2013 and existing vessels as of their first dry docking after January 1, 2016. Several states have adopted legislation and regulations relating to the permitting and management of ballast water discharges.

At the international level, the IMO adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments in February 2004 ("BWM Convention"). The BWM Convention's implementing regulations call for a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits. The threshold ratification requirements for the convention to enter into force were met in 2016, and the convention became effective on September 8, 2017. All our newly delivered ships from 2016 onwards have compliant equipment installed. We have selected one manufacturer to supply the required equipment to be installed at the first dry dock of all remaining ships. The programme and required funds have been included in our future planning to ensure the fleet remains compliant at all times.

Our vessels may also become subject to the International Convention on Liability and Compensation for Damage in Connection with the Carriage of Hazardous and Noxious Substances by Sea, adopted in 1996 as amended by the Protocol to the HNS Convention, adopted in April 2010 ("HNS Convention"), if it enters into force. The HNS Convention creates a regime of liability and compensation for damage from hazardous and noxious substances ("HNS"), including a two tier system of compensation composed of compulsory insurance taken out by shipowners and an HNS Fund which comes into play when the insurance is insufficient to satisfy a claim or does not cover the incident. To date, the HNS Convention has not been ratified by a sufficient number of countries to enter into force.

#### *Greenhouse Gas Regulations*

The MEPC of IMO adopted two new sets of mandatory requirements to address greenhouse gas emissions from ships at its July 2011 meeting. The Energy Efficiency Design Index requires a minimum energy efficiency level per capacity mile and is applicable to new vessels, and the Ship Energy Efficiency Management Plan is applicable to currently operating vessels. The requirements, which entered into force in January 2013, were fully implemented by GasLog as of December 31, 2012. The IMO is also considering the development of a market-based mechanism for greenhouse gas emissions from ships, but it is difficult to predict the likelihood that such a standard might be adopted or its potential impact on our operations at this time.

In June 2021, at MEPC 76, MEPC finalized and adopted amendments to the International Convention for the Prevention of Pollution from Ships ("MARPOL") Annex VI that will require ships to reduce their GHG emissions. These amendments combine technical and operational approaches to improve the energy efficiency of ships and provide important building blocks for future GHG reduction measures. These amendments entered into force on November 1, 2022 and the requirements for EEXI and CII certification came into effect on January 1, 2023. The EEXI, which indicates the energy efficiency of a ship compared to a baseline, will be implemented for existing ships as technical measures to reduce CO2 emissions. The CII will be calculated annually and implemented as an operational carbon intensity measure to benchmark and improve efficiency. The regulations and framework will be rereviewed by MARPOL by January 1, 2026. The European Union has indicated in the past that it intends to propose an expansion of the existing European Union emissions trading scheme to include emissions of greenhouse gases from marine ships. The EU MRV Regulation (Monitoring, Reporting, Verification), entered into force on July 1, 2015, requires large vessels entering European Union ports to monitor, report and verify their carbon dioxide emissions as of January 1, 2018. In the United States, the EPA has adopted regulations under the CAA to limit greenhouse gas emissions from certain mobile sources, although these requirements do not currently apply to greenhouse gas emissions from ships. In addition, pursuant to the Paris Agreement, the IMO has established a framework for reducing global greenhouse gas emissions from shipping by at least 40% by 2030 and pursuing efforts towards 70% by 2050, compared to 2008 with the goal of holding the increase in global average temperature to well below 2 degrees Celsius and pursuing efforts to limit the increase to 1.5 degrees Celsius. Although the Paris Agreement does not specifically require controls on shipping or other industries, it is possible that countries or groups of countries will seek to impose such controls in the future. Any passage of climate control legislation or other regulatory initiatives by the IMO, the European Union, the United States or other countries where we operate, or any treaty adopted or amended at the international level that restricts emissions of greenhouse gases, could require us to make significant expenditures that we cannot predict with certainty at this time.

We believe that LNG carriers, which have the inherent ability to burn natural gas to power the ship, and in particular LNG carriers like certain of our vessels that utilize fuel-efficient diesel electric and low pressure two-stroke propulsion, can be considered among the cleanest of large ships in terms of emissions and very adaptable to the usage of newly developed lower and/or zero emission fuels.

## ***Ship Security Regulations***

A number of initiatives have been introduced in recent years intended to enhance ship security. On November 25, 2002, the Maritime Transportation Security Act of 2002, (“MTSA”), was signed into law. To implement certain portions of the MTSA, the U.S. Coast Guard issued regulations in July 2003 requiring the implementation of certain security requirements aboard ships operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. This new chapter came into effect in July 2004 and imposes various detailed security obligations on ships and port authorities, most of which are contained in the newly created International Ship and Port Facilities Security Code, or “ISPS Code”. Among the various requirements are:

- on-board installation of automatic information systems to enhance ship-to-ship and ship-to-shore communications;
- on-board installation of ship security alert systems;
- the development of ship security plans; and
- compliance with flag state security certification requirements.

The U.S. Coast Guard regulations, intended to align with international maritime security standards, exempt non-U.S. ships from MTSA ship security measures, provided such ships have on board a valid “International Ship Security Certificate” that attests to the ship’s compliance with SOLAS security requirements and the ISPS Code. We have implemented the various security measures required by the IMO, SOLAS and the ISPS Code and have approved ISPS certificates and plans certified by the applicable flag state on board all our ships.

## **C. Organizational Structure**

GasLog is a holding company incorporated in Bermuda. As of February 24, 2023, it has 57 subsidiaries which are incorporated in the British Virgin Islands, Bermuda, the Marshall Islands, the United States, Singapore, Cyprus, Greece, Panama, Malta and England and Wales. Of our subsidiaries, 38 either own or leaseback vessels in our fleet or are parties to contracts to obtain newbuild vessels. Of our subsidiaries, 40 are wholly owned by us and 17 are 33.2% owned by us. A list of our subsidiaries is set forth in Exhibit 8.1 to this annual report.

## **D. Property, Plant and Equipment**

Other than our ships, we do not own any material property. Our vessels are subject to priority mortgages, which secure our obligations under our various credit facilities. For information on our vessels, see “Item 4. Information on the Company—B. Business Overview—Our Fleet”. For further details regarding our credit facilities, refer to “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Credit Facilities”.

We occupy office space at 69 Akti Miaouli, Piraeus, GR 18537, Greece, which we lease through our subsidiary, GasLog LNG Services, from an entity controlled by Ceres Shipping; the lease agreement is disclosed and filed with the Greek authorities, and has been entered into at market rates. We also occupy office space at (i) 99 Kings Road, London SW3 4PA, United Kingdom, which we lease through our subsidiary, GasLog Services UK Ltd.; and (ii) ~24-02B Asia Square Tower 2, Singapore, which we lease through our subsidiary, GasLog Asia PTE. Ltd.

For more information about the contractual arrangements for our office space in Piraeus, see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions”.

## **ITEM 4.A. UNRESOLVED STAFF COMMENTS**

Not applicable.

## ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

*The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and the notes to those statements included elsewhere in this annual report. This discussion includes forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth under “Item 3. Key Information—D. Risk Factors” and elsewhere in this annual report, our actual results may differ materially from those anticipated in these forward-looking statements. Please see the section “Forward-Looking Statements” at the beginning of this annual report.*

We are an international owner, operator and manager of LNG carriers. As of February 24, 2023, our wholly owned fleet consists of 19 LNG carriers, including 14 vessels in operation, four LNG carriers on order at DSME and one LNG carrier undergoing conversion into an FSRU. GasLog is also the general and controlling partner in GasLog Partners, which owns 12 LNG carriers and has leased back, under a bareboat charter (i) for a period of up to five years one vessel sold to CDBL in October 2021 and (ii) until the middle of 2025 one Steam vessel sold to another unrelated party in October 2022. In addition, GasLog has leased back under a bareboat charter (i) for a period of up to 20 years one vessel sold to Lepta Shipping in February 2016; (ii) for a period of up to 12 years one vessel sold to Sea 190 Leasing in October 2020; (iii) for a period of up to eight years one vessel sold to Hai Kuo Shipping in January 2021; (iv) for a period of up to five years one vessel sold to CDBL in October 2021 and (v) for a period of up to five years one vessel sold to CDBL in March 2022. We currently manage and operate 35 LNG carriers including 14 of our wholly owned vessels in operation, 12 vessels contributed or sold to the Partnership, the seven bareboat vessels (including GasLog Partners’ bareboat vessels), one LNG carrier undergoing conversion into an FSRU and one additional LNG carrier in which we have a 25.0% interest. We are also supervising the construction of our four newbuildings. As of February 24, 2023, 18 of our owned and bareboat vessels (including five of the 14 vessels of the GasLog Partners owned and bareboat fleet) currently operate or will operate under long-term time charters (defined as those with initial duration of more than three years), and 15 of our vessels (including nine of the GasLog Partners owned and bareboat fleet) currently trade in the short-term spot market (defined as contracts with initial duration of less than three years). As of December 31, 2022, our contracts are expected to provide total contracted revenue of \$3.7 billion during their initial terms, which expire between 2023 and 2035.

The additional LNG carrier in which we also have a 25.0% interest is the *Methane Nile Eagle*, a 2007-built LNG carrier owned by Egypt LNG and technically managed by us. It is currently operating under a 20-year time charter to a subsidiary of Shell. The information about our owned fleet presented in this report does not include our ownership interest in the *Methane Nile Eagle*.

We generate revenues by chartering our ships to customers on multi-year time charters and short-term charters and by providing technical ship management services, including crewing, training, maintenance, regulatory and classification compliance and HSSE management and reporting through our wholly owned subsidiary GasLog LNG Services. The Group’s chief operating decision maker, being the Chief Executive Officer, reviews the Group’s operating results on a consolidated basis as one operating segment.

### **Industry Overview and Trends**

#### **Energy Prices**

As referenced in “Item 3. Key Information—Risk Factors”, oil prices, as measured by the spot price of Brent crude oil continued to increase throughout 2022 peaking at above \$120 per barrel on two occasions during the middle of the year but then declined once more to close the year flat at about \$80 per barrel. Oil prices were affected by the uncertainty surrounding COVID-19 recovery which would be supportive of additional demand but demand remained constrained due to recession fears and China’s continuing zero COVID-19 policy. Oil prices were also impacted by the Russia-Ukraine conflict and the oil price cap which could significantly disrupt crude oil and oil product markets. In addition, the Organization of Petroleum Exporting Countries (“OPEC”) supported current prices by limiting production through production quotas.

This combination of factors has led to volatile oil prices in 2022, influenced primarily by exogenous factors that are likely to continue impacting the oil market in 2023. The year ended with Brent at about \$80 per barrel (December 21, 2022), only marginally higher than 12 months ago at about \$79.8 per barrel (December 31, 2021) despite rising to a peak of nearly \$128 per barrel during 2022.

Global natural gas prices set new record high levels in many parts of the world during 2022. Specifically, natural gas prices in the import regions of Europe, as measured by the Title Transfer Facility (“TTF”), peaked at approximately \$160 per million British Thermal Units (“MMBtu”) in August and averaged approximately \$41 per MMBtu during the year while in Asia, the Japan Korea Marker (“JKM”) set a new record of approximately \$70 per MMBtu in August and averaged approximately \$34 per MMBtu in 2022. Meanwhile, gas prices in the United States, as measured by the Henry Hub (“HH”) benchmark, also set a new record in response to increased demand for United States LNG by Europe rising to about \$9.5 per MMBtu in August with an average of \$6.5 per MMBtu in 2022.

The conflict between Russia and Ukraine, the gradual reduction of pipeline flows to Europe reaching a disruption of more than 90% of pipeline flows and sabotage of the Nordstream pipelines combined with European inventories at the end of the winter season (March 31, 2022) 10% below average levels resulted in a rush to purchase LNG in order to refill inventories before the winter. Success in refilling inventories to above 95% before the start of the winter season for 2022-2023, as well as continued mild weather in Northern Europe has resulted in LNG prices falling from the peak to just above \$33 per MMBtu. The response in Asia was more muted as energy producers switched to coal in response to high gas prices while China’s covid restrictions were still in force throughout 2022 thus reducing energy demand and allowing excess gas to flow to Europe. The outlook for 2023 will depend mostly on the impact of weather on both Europe and Asia as this will directly impact the size of flows to Europe and its ability/need to refill inventories.

While the majority of LNG volumes are sold under long-term contracts with prices linked to the price of crude oil, we believe that the difference in delivered gas prices between import markets in Asia and the Atlantic Basin and export costs from the U.S. is a significant driver of spot LNG trade, as the differential incentivizes natural gas marketers and buyers to ship LNG over longer distances. This dynamic held true and is expected to be re-established in the long term but in 2022 has been superseded by the continued interest of charterers to secure long term charters for existing vessels. This trend began in 2021 but defined the 2022 chartering market due to charterers’ preference to be long shipping in order to not be exposed to a volatile market and to ensure sufficient tonnage to service their own volumes as well as any profitable opportunities that may arise.

### ***LNG Supply***

Supply for 2022 is forecast to be 403.5 million tonnes (“mt”), an increase of 17.5 mt or approximately 4.5% over 2021, according to Wood Mackenzie. The U.S. led supply growth in 2022, up by approximately 6.5 mt or 9.3% year-over-year thanks to high export utilization, the startup of the Calcasieu Pass project and despite the Freeport outage since June 2022 due to a fire.

Meanwhile some exporters such as Nigeria, Algeria, Angola and the UAE have faced declines of export levels and Wood Mackenzie estimates approximately 17.5 mt of lost LNG output due to planned or unplanned maintenance globally. Norway reversed the negative trend as it continues to recover from the fire that impacted its exports registering a 2.7 mt up from 0 flows in 2021. Wood Mackenzie also estimates 15.5 mt of LNG supply growth in 2023 or 3.8% year-over-year.

During 2022, 28.0 mt of new LNG liquefaction projects reached FID, according to Wood Mackenzie with at least another 100.0 mt expected to take FID before the end of 2024. Should any further projects take FID, incremental LNG shipping capacity is likely to be required to transport the LNG produced by these projects. Nonetheless, there can be no assurance that any of these projects will take FID or, if one or more FIDs are taken, that incremental shipping will be contracted or that GasLog will be successful in securing renewed or new charters at attractive rates and durations to meet such LNG shipping requirements.

### ***LNG Demand***

For the full year 2022, LNG demand was 393.4 mt compared to approximately 372.1 mt for the full year 2021, an increase of 6%, according to Wood Mackenzie. Demand growth in 2022 was led by Europe where demand grew approximately 44.3 mt or 56.8% due to pipeline disruptions. Due to the limited supply of LNG and the increased demand, the increased flows to Europe were balanced by reduced flows to Asia Pacific amounting to about 16.7 mt or 6.1% year-over-year. Wood Mackenzie forecasts global LNG demand growth of 8.7 mt or 2% year-over-year in 2023.

### ***LNG Shipping Rates and Chartering Activity***

In the LNG shipping spot market, TFDE headline rates, as reported by Clarkson Research Services Limited (“Clarksons”), averaged \$130,158 per day in 2022, a 46% increase year-on-year. This was mostly influenced by the early seasonal peak with rates crossing the \$200,000 per day in late September 2022 and crossing the \$400,000 per day mark soon after in the middle of October 2022. This was motivated by the race for charterers to charter in independent vessels leaving none available in the spot market but also their reticence to release tonnage from their portfolios, preferring inefficiency to risking the security of their own cargos. This combined with speculative storage targeting the contango in Europe and congestion at import terminals due to increased LNG flows led to a significant lack of available vessels, which supercharged rates. Once LNG inventories in Europe were full, the continued Freeport outage as well as outages in Nigeria and Asia resulted in additional vessels being open in the market leading to a rapid decline.

The highlight of the 2022 market, however, was the term market for both existing TFDEs and existing Steam vessels, averaging respectively about \$131,000 per day for TFDEs and \$63,200 per day for Steam vessels for period of one year as reported by Clarksons. As indicated earlier this was motivated by the geopolitical events, surge in demand for LNG but also uncertainty. Only independent vessels were able to capitalize on this market given that they were the only ones able to give the duration and delivery/redelivery flexibility that sublets are unable to provide due to internal schedules. As a result, demand for these vessels surged with many vessels being fixed for periods longer than one year reaching up to three or more years in some cases at strong rates, leading to no available independent vessels in the spot market fairly early in the winter season. In order to circumvent this issue many charterers began seeking coverage for 2023 as early as November with vessels being forward fixed between the first and third quarter of 2023. This is likely to exacerbate the scarcity of independent vessels and could see a continuation of the existing trend in 2023.

Delays to the start-up, or unexpected downtime, of LNG supply projects or significant further orders of new LNG carriers may weaken the supply/demand balance for LNG shipping. Reduced demand for LNG or LNG shipping, or any reduction or limitation in LNG production capacity, or significant increases in LNG shipping capacity, could have a material adverse effect on our ability to secure future time charters at attractive rates and durations for new ships we may order or acquire, or upon expiration or early termination of our current charter arrangements, which could harm our business, financial condition, results of operations and cash flows, including cash available for distributions to unitholders, as well as our ability to meet certain of our debt covenants. A sustained decline in charter rates could also adversely affect the market value of our ships, on which certain of the ratios and financial covenants with which we are required to comply are based.

### ***Global LNG Fleet***

According to Poten, as of January 31, 2023, the global fleet of dedicated LNG carriers (>100,000 cbm) consisted of 606 vessels with another 288 LNG carriers on order, of which only 22 vessels (or 7.6%) do not have multi-year charters. Poten estimates that a total of 34 LNG carriers are due to be delivered in 2023. In 2022, a record 174 orders for LNG carriers were placed, as estimated by Poten. We believe that the growing global demand for natural gas, especially in Asia, increasing supply from the U.S. and other regions, and other LNG market trends, including increased trading of LNG, should support the existing order backlog for vessels and should also drive a need for additional LNG carrier newbuildings. Finally, the scrapping of older and less efficient vessels, the conversion of existing vessels to FSRUs or FSUs and/or employing LNG carriers for short-term storage purposes in order to exploit arbitrage opportunities could reduce the availability of LNG carriers on the water today. However, various factors, including changes in prices of and demand for LNG, can materially affect the competitive dynamics that currently exist and there can be no assurance that this need for additional carriers will materialize or that GasLog will be successful in securing renewed or new charters at attractive rates and durations to meet such LNG shipping requirements.

The statements in this “Industry Overview and Trends” section are forward-looking statements based on management’s current expectations and certain material assumptions and, accordingly, involve risks and uncertainties that could cause actual results, performance and outcomes to differ materially from those expressed herein. See “Item 3. Key Information—D. Risk Factors” of this annual report.



## **A. Operating Results**

### **Factors Affecting Our Results of Operations**

We believe the principal factors that will affect our future results of operations include:

- the supply and demand for LNG shipping services and the number of vessels available in the short-term or spot LNG carrier charter market;
- the number of LNG carriers in our owned and managed fleets;
- the timely delivery of our ships under construction;
- our ability to obtain acceptable financing in respect of our capital and refinancing commitments;
- our ability to maintain good working relationships with our existing customers and our ability to increase the number of our customers through the development of new working relationships;
- the performance of our charterers;
- the supply-demand relationship for LNG shipping services, including the impact of greater competition in the LNG shipping market;
- our ability to employ the ships we own and the bareboat vessels, that currently do not have charters at economically attractive rates;
- the effective and efficient technical and operational management of our ships;
- our ability to maintain the recruitment and retention of appropriately qualified seafarers and shore staff;
- our ability to obtain and maintain regulatory approvals and to satisfy technical, health, safety and compliance standards that meet our customers' requirements; and
- economic, regulatory, political and governmental conditions that affect the LNG market and LNG shipping industries, which include geopolitical factors such as the imposition of trade tariffs and changes in the number of new LNG importing countries and regions, as well as structural LNG market changes impacting LNG supply and demand.

In addition to the general factors discussed above, we believe certain specific factors have impacted, or will impact, our results of operations. These factors include:

- the hire rate earned by our owned ships, including any of our ships that may trade in the short-term or spot market if we are unable to secure new term charters;
- unscheduled off-hire days;
- the fees we receive for technical ship management services;
- the level of our ship operating expenses, including the costs of crewing, insurance and maintenance;
- our level of debt, the related interest expense and the timing of required payments of principal;
- mark-to-market changes in derivative financial instruments and foreign currency fluctuations; and



- the level of our general and administrative expenses, including salaries and costs of consultants.

See “Item 3. Key Information—D. Risk Factors” for a discussion of certain risks inherent in our business.

## **Principal Components of Revenues and Expenses**

### ***Revenues***

Our revenues are driven primarily by the number of LNG carriers in our owned fleet, the amount of daily charter hire that they earn under time charters and the number of operating days during which they generate revenues. These factors, in turn, are affected by our decisions relating to ship acquisitions and disposals, the amount of time that our ships spend in dry-dock undergoing repairs, maintenance and upgrade work, the age, condition and technical specifications of our ships as well as the relative levels of supply and demand in the LNG carrier charter market. Under the terms of some of our time charter arrangements, the operating cost component of the daily hire rate is intended to correspond to the costs of operating the ship. Accordingly, we will receive additional revenue under certain of our time charters through an annual escalation of the operating cost component of the daily hire rate and, in the event of more material increases in a ship’s operating costs, we may be entitled to receive additional revenues under those charters. Under some of the other time charter arrangements, most of our operating costs are passed-through to the charterer in the form of an adjustment to the operating cost component of the daily hire rate. We believe these adjustment provisions provide substantial protection against significant operating cost increases. See “Item 4. Information on the Company—B. Business Overview—Ship Time Charters—Hire Rate Provisions” for a more detailed discussion of the hire rate provisions of our charter contracts.

The revenues of GasLog LNG Services, our wholly owned subsidiary, are driven primarily by the number of ships operating under our technical management and the amount of the fees we earn for each of these ships as well as the amount of fees that we may earn for plan approval and construction supervision of newbuilding LNG carriers. In addition to revenues from external customers, GasLog LNG Services receives revenues for technical management, plan approval and construction supervision services provided to our owned fleet, which are eliminated on consolidation.

Revenue from vessel management and vessel construction project supervision contracts is recognized when earned and when it is probable that future economic benefits will flow to the Group and such a benefit can be measured reliably.

### ***Voyage Expenses and Commissions***

Under our time charter arrangements, charterers bear substantially all voyage expenses, including bunker fuel, port charges and canal tolls, but not commissions. Commissions are recognized as expenses on a pro rata basis over the duration of the period of the time charter. Bunkers’ consumption recognized under Voyage expenses and Commissions mainly represents bunkers consumed during vessels’ unemployment and off-hire periods. Voyage expenses are expensed as incurred, excluding commissions, which are recognized on a pro-rata basis over the duration of the period of the time charter.

### ***Vessel Operating and Supervision Costs***

We are generally responsible for ship operating expenses, which include costs for crewing, insurance, repairs, modifications and maintenance, including dry-docking, lubricants, spare parts and consumable stores and other miscellaneous expenses, as well as the associated cost of providing these items and services. However, as described above, the hire rate provisions of our time charters are intended to reflect the operating costs borne by us. Vessel operating and Supervision Costs are recognized as expenses when incurred.

In addition, we pay fees to GasLog LNG Services in connection with our own newbuildings on order for plan approval and construction supervision services provided by GasLog LNG Services and to cover third-party expenses incurred by GasLog LNG Services in respect of the newbuildings. These fees, other than any intercompany profit, are capitalized as part of the asset value of our ships. The fees paid for technical ship management services, which are considered vessel operating and supervision costs of our owned fleet (and corresponding revenues of GasLog LNG Services), are eliminated on consolidation.

Vessel operating and supervision costs of GasLog LNG Services include staff costs, such as salaries, social security and training for the technical management team and project specialists, and project-related expenses.

## ***Depreciation***

The majority of our consolidated depreciation expenses relate to the cost of our ships. We depreciate the cost of our ships on the basis of two components: a vessel component and a dry-docking component. The vessel component is depreciated on a straight-line basis over the expected useful life of each ship, based on the cost of the ship less its estimated residual value. We estimate the useful lives of our ships to be 35 years from the date of delivery from the shipyard. Secondhand vessels are depreciated from the date of their acquisition through their remaining estimated useful life. Management estimates residual value of its vessels to be equal to the product of its lightweight tonnage ("LWT"), and an estimated scrap rate per LWT, which represents our estimate of the market value of the ship if it was already at the end of its useful life. We review scrap rates on an annual basis, and may revise the rates in response to changing market conditions.

We must periodically dry-dock each of our ships for inspection, repairs and maintenance and any modifications to comply with industry certification or governmental requirements. All our ships are required to be dry-docked for these inspections at least once every five years. At the time of delivery of a ship, we estimate the dry-docking component of the cost of the ship, which represents the estimated cost of the ship's first dry-docking based on our historical experience with similar types of ships. The dry-docking component of the ship's cost is depreciated over five years, in case of new ships, and until the next dry-docking for secondhand ships, which is performed within five years from the vessel's last dry-docking unless we determine to dry-dock the ships at an earlier date. In the event a ship is dry-docked at an earlier date, the unamortized dry-docking component is written off immediately. The LNG vessels are also required to undergo an underwater survey in lieu of dry-docking ("intermediate survey") in order to meet certain classification requirements. The intermediate survey component is estimated after the first intermediate survey takes place which is between the first and the second dry-docking and is amortized over the period until the next dry-docking which is estimated to be two and a half years.

## ***General and Administrative Expenses***

General and administrative expenses consist principally of personnel costs for administrative and support staff, board of directors fees, expense recognized in connection with share-based compensation, rent, utilities, travel expenses, legal expenses, information and computing equipment and services, other professional services and consultants, training for crew familiarization and other advisor costs. In addition, general and administrative expenses include restructuring costs comprising of termination benefits, accelerated amortization for stock plan and restructuring obligations, pursuant to management's decision to relocate more of its employees including several members of senior management to the Piraeus, Greece office and to close the Stamford, Connecticut office. Finally, general and administrative expenses include Transactions costs.

## ***Impairment Loss***

All owned and bareboat vessels are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of a vessel exceeds its recoverable amount, an impairment loss is recognized in the consolidated statement of profit or loss. The recoverable amount is the higher of a vessel's fair value less cost of disposal and "value in use". The fair value less cost of disposal is the amount obtainable from the sale of a vessel in an arm's length transaction less the costs of disposal, while "value in use" is the expected value of all expectations about possible estimated future cash flows, discounted to their present value. Recoverable amounts are estimated for individual vessels. Each vessel is considered to be a single cash-generating unit. The fair value less cost of disposal of the vessels is estimated from market-based evidence by appraisal that is normally undertaken by professionally qualified brokers.

## ***Loss on Disposal of Non-Current Assets***

Loss on disposal is determined by comparing proceeds from disposal with the carrying amount of a vessel and is included in our consolidated statements of profit or loss.

### ***Financial Costs***

We incur interest expense on the outstanding indebtedness under our existing credit facilities, bonds and our swap arrangements that qualify for treatment as cash flow hedges for financial reporting purposes, which we include in our financial costs. Financial costs also include amortization of other loan issuance costs incurred in connection with establishing our credit facilities. We will incur additional interest expense and other borrowing costs in the future on our outstanding borrowings and under the undrawn or future borrowings and commitments. Financial costs also include Transaction Costs and foreign exchange differences from cash and bonds, while all other foreign exchange differences are classified in General and Administrative Expenses. For a description of our credit facilities, including our loan agreements and sale and leaseback agreements, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.

Interest expense and the amortization of loan issuance costs that relate directly to a specific loan to finance an LNG carrier under construction and are incurred during the construction period are capitalized as part of the cost of the ship. Otherwise, interest expense and amortization of loan issuance costs are expensed as incurred.

### ***Financial Income***

Financial income consists of interest income, which will depend on the level of our cash deposits, investments and prevailing interest rates. Interest income is recognized on an accrual basis.

### ***(Loss)/Gain on Derivatives***

(Loss)/gain on derivatives consist of the ineffective portion of changes in the fair value of the derivatives that meet hedge accounting criteria, realized gain/loss on derivative financial instruments held for trading, the movement in the fair value of the derivative financial instruments that have not been designated as hedges and the amortization of the cumulative unrealized loss for the derivative contracts in respect of which hedge accounting was discontinued.

### ***Share of Profit of Associates***

The share of profit of associates consists of our share of profits from (a) our 25.0% ownership interest in Egypt LNG, a Bermuda exempted company whose principal asset is the LNG carrier *Methane Nile Eagle* and (b) our 20.0% ownership in Gastrade, a Greek private limited company licensed to develop an independent natural gas system offshore Alexandroupolis in Northern Greece utilizing an FSRU along with other infrastructure.

## Results of Operations

### Year Ended December 31, 2021 Compared to Year Ended December 31, 2022

	Year ended December 31,		
	2021	2022	Change
<b>Amounts are in thousands of U.S. Dollars</b>			
Revenues	\$ 809,577	\$ 915,625	\$ 106,048
Voyage expenses and commissions	(19,430)	(14,260)	5,170
Vessel operating and supervision costs	(166,432)	(170,591)	(4,159)
Depreciation	(202,953)	(228,639)	(25,686)
General and administrative expenses	(43,313)	(35,007)	8,306
Loss on disposal of non-current assets	(1,100)	(406)	694
Impairment loss	(153,669)	(68,287)	85,382
<b>Profit from operations</b>	<b>222,680</b>	<b>398,435</b>	<b>175,755</b>
Financial costs	(166,955)	(184,675)	(17,720)
Financial income	142	4,118	3,976
Gain on derivatives	22,680	74,807	52,127
Share of profit of associates	1,969	4,562	2,593
<b>Total other expenses, net</b>	<b>(142,164)</b>	<b>(101,188)</b>	<b>40,976</b>
<b>Profit for the year</b>	<b>80,516</b>	<b>297,247</b>	<b>216,731</b>
Non-controlling interests	12,853	89,797	76,944
<b>Profit attributable to owners of the Group</b>	<b>\$ 67,663</b>	<b>\$ 207,450</b>	<b>\$ 139,787</b>

During the year ended December 31, 2021, we had an average of 33.9 ships operating in our owned and bareboat fleet (including the Partnership's owned and bareboat fleet), having 12,133 available days and an average of 33.9 ships operating under our technical management (including 32.9 of our owned and bareboat ships). During the year ended December 31, 2022, we had an average of 35.4 ships operating in our owned and bareboat fleet (including the Partnership's owned and bareboat fleet), having 12,629 available days and an average of 35.4 ships operating under our technical management (including 34.4 of our owned and bareboat ships).

**Revenues:** Revenues increased by 13.1%, or \$106.0 million, from \$809.6 million during the year ended December 31, 2021 to \$915.6 million during the year ended December 31, 2022. The increase of \$106.0 million is mainly attributable to a net increase in revenues from our vessels operating in the spot and short-term markets in the year ended December 31, 2022, in line with the continued strength of the LNG shipping spot and short-term markets and the full year operation of the *GasLog Galveston*, the *GasLog Wellington* and the *GasLog Winchester*. As a result, the average daily hire rate increased from \$68,212 for the year ended December 31, 2021 to \$73,470 for the year ended December 31, 2022.

**Voyage Expenses and Commissions:** Voyage expenses and commissions decreased by 26.3%, or \$5.1 million, from \$19.4 million during the year ended December 31, 2021 to \$14.3 million during the year ended December 31, 2022. The decrease of \$5.1 million is mainly attributable to the tax accrual reversal of the previous year and to the decrease in bunker consumption costs due to the increased utilization of our spot fleet in the year ended December 31, 2022, as compared to the year ended December 31, 2021, partially offset by an increase in broker commissions, in line with the increase in revenues.

**Vessel Operating and Supervision Costs:** Vessel operating and supervision costs increased by 2.5%, or \$4.2 million, from \$166.4 million during the year ended December 31, 2021 to \$170.6 million during the year ended December 31, 2022. The increase in vessel operating and supervision costs is attributable to the increase in ownership days due to the aforementioned full year operation of the *GasLog* wholly owned vessels and the in-house management of the *Solaris* (after its redelivery into our managed fleet on April 6, 2022), partially offset by the decrease in daily operating costs from \$13,864 per ownership day (as defined below excluding the *Solaris* managed by Shell) for the year ended December 31, 2021 to \$13,569 per ownership day (as defined below excluding the *Solaris* managed by Shell) for the year ended December 31, 2022. Ownership days represent total calendar days for our owned and bareboat fleet. Daily operating costs per vessel decreased mainly due to the decreased scheduled technical and maintenance costs, partially offset by the increase in crew costs and a more favorable Euro ("EUR")/U. S. Dollar ("USD") exchange rate in the year ended December 31, 2022 as compared to the year ended December 31, 2021.

**Depreciation:** Depreciation increased by 12.6%, or \$25.6 million, from \$203.0 million during the year ended December 31, 2021 to \$228.6 million during the year ended December 31, 2022. The increase in depreciation resulted mainly from the increase in the average number of vessels in our fleet in the year ended December 31, 2022, compared to the prior year and the increase from the depreciation of the right-of-use assets, which were partially offset by the impairment charges recognized in the prior year and during the year ended December 31, 2022.

**General and Administrative Expenses:** General and administrative expenses decreased by 19.2%, or \$8.3 million, from \$43.3 million during the year ended December 31, 2021 to \$35.0 million during the year ended December 31, 2022. The decrease in absolute terms is mainly attributable to the reduced legal costs mainly affected by the Transaction, decreased costs of directors' and officers' insurance and a net decrease in amortization of share-based compensation, which were partially offset by increased employee costs and the increase in foreign exchange losses. General and administrative expenses include the effect of the restructuring costs of \$0.8 million and \$5.0 million for the year ended December 31, 2021 and 2022, respectively and the effect of the costs related to the Transaction of \$13.7 million and \$0.8 million for the year ended December 31, 2021 and 2022, respectively. Daily general and administrative expenses decreased from \$3,501 per vessel ownership day for the year ended December 31, 2021 to \$2,764 per vessel ownership day for the year ended December 31, 2022, which includes restructuring costs of \$66 and \$396 per vessel ownership day in 2021 and 2022, respectively and costs related to the Transaction of \$1,105 and \$67 per vessel ownership day in 2021 and 2022, respectively.

**Impairment Loss:** Impairment loss was \$153.7 million for the year ended December 31, 2021 and \$68.3 million for the year ended December 31, 2022. The aggregate impairment loss which was recognized as of December 31, 2021, was analyzed as follows: a) \$125.8 million with respect to five Steam vessels owned by the Partnership and one Steam vessel owned by GasLog, built in 2006 and 2007, after concluding that events and circumstances triggered the existence of potential impairment of Steam vessels on that date and is the result of the reduced expectations of the rates at which we could expect to secure term employment for the remaining economic lives of those vessels, and significant uncertainties regarding future demand for such vessels in light of the continued addition of modern, larger and more fuel efficient LNG carriers to the global fleet, b) \$16.9 million with respect to *GasLog Salem* for the remeasurement at the lower of its carrying amount and fair value less costs to sell pursuant to the vessel's sale and leaseback transaction concluded in October 2021 and c) \$11.0 million for the Group's FSRU conversion costs recognized under "Vessels under construction", with respect to incurred costs from which no future economic benefits are expected. The aggregate impairment loss, which was recognized as of December 31, 2022, was analyzed as follows: i) \$19.4 million with respect to the *Alexandroupoli*, pursuant to the signing of the agreement with Gastrade in February 2022 for the sale of the vessel after its conversion to an FSRU and its remeasurement at the lower of its carrying amount and its fair value less costs to sell, ii) \$9.5 million with respect to the *GasLog Skagen* for the remeasurement at the lower of its carrying amount and its fair value less costs to sell pursuant to the vessel's sale and leaseback transaction concluded in March 2022, iii) \$28.0 million was recognized pursuant to the reclassification of two Steam vessels owned by the Partnership as held for sale and remeasurement of their carrying amounts as of June 30, 2022 and iv) \$ 11.4 million with respect to two Steam vessels owned by the Partnership and one Steam vessel owned by GasLog, built in 2006 and 2007, since events and circumstances triggered the potential impairment of such Steam vessels on that date as a result of continuous decline in the fair values of Steam vessels, driven by reduced market expectations of the long-term rates for these older technology vessels, combined with potential costs of compliance with environmental regulations applicable from 2023 onwards.

**Financial Costs:** Financial costs increased by 10.6%, or \$17.7 million, from \$167.0 million during the year ended December 31, 2021 to \$184.7 million during the year ended December 31, 2022. The increase in financial costs is mainly attributable to a net increase of \$36.0 million in interest expense on loans, bonds and cash flow hedges due to the higher interest rates during the year ended December 31, 2022 compared to the same period in 2021, partially offset by a decrease of \$17.3 million in other financial costs, net related mainly to the \$15.7 million financing fees associated with the amendment of the credit facilities as a result of the Transaction. Specifically, during the year ended December 31, 2021, we had an average of \$3,830.0 million of outstanding indebtedness, with a weighted average interest rate of 3.0%, while during the year ended December 31, 2022, we had an average of \$3,491.8 million of outstanding indebtedness, with a weighted average interest rate of 4.3%. These weighted average interest rates include interest expense on loans and cash flow hedges and interest expense on bonds and CCSs.

**Gain on Derivatives:** Gain on derivatives increased by \$52.1 million, from a gain of \$22.7 million for the year ended December 31, 2021 to a gain of \$74.8 million for the year ended December 31, 2022. The increase is mainly attributable to an increase of \$33.0 million in gain from marked-to-market valuation of our derivative financial instruments carried at fair value through profit or loss, which reflected a gain of \$59.4 million for the year ended December 31, 2021, as compared to a gain of \$92.4 million for the year ended December 31, 2022, and a decrease of \$23.5 million in realized loss from interest rate swaps held for trading, partially offset by an increase of \$4.8 million in realized loss on forward foreign exchange contracts held for trading for the year ended December 31, 2022, compared to the year ended December 31, 2021.

**Profit for the Year:** Profit for the year increased by \$216.7 million, from a profit of \$80.5 million for the year ended December 31, 2021 to a profit of \$297.2 million for the year ended December 31, 2022 as a result of the aforementioned factors.

**Profit Attributable to Owners of the Group:** Profit Attributable to Owners of the Group increased by \$139.8 million, from a profit of \$67.7 million for the year ended December 31, 2021 to a profit of \$207.5 million for the year ended December 31, 2022. The increase in profit attributable to the owners of GasLog resulted mainly from the respective movements in profit mentioned above, partially offset by the increase in profit attributable to the non-controlling interests (non-controlling unitholders of GasLog Partners) following the increase in the Partnership's profit.

### **Year Ended December 31, 2020 Compared to Year Ended December 31, 2021**

For a discussion of our results for the year ended December 31, 2020 compared to the year ended December 31, 2021, please see “Item 5. Operating and Financial Review and Prospects – A. Operating Results – Year Ended December 31, 2020 Compared to Year Ended December 31, 2021” contained in our annual report on Form 20-F for the year ended December 31, 2021, filed with the SEC on March 9, 2022.

#### **Customers**

For the year ended December 31, 2022, we received 31.3% of our revenues from Shell, 32.4% of our revenues from LNG majors/traders, 22.7% of our revenues from various other charterers, 13.5% of our revenues from U.S. exporters and 0.1% of our revenues from Egypt LNG. For the year ended December 31, 2021, we received 38.0% of our revenues from Shell, 36.2% of our revenues from major LNG producers, 25.6% of our revenues from various charterers in the spot/short-term market, and 0.1% of our revenues from Egypt LNG.

#### **Seasonality**

While our owned and bareboat ships are mainly employed under multi-year, fixed-rate charter arrangements, seasonal trends do impact the revenues earned during the year by our vessels trading in the spot and short-term market and under variable rate charters. In recent years, there has been a significant increase in the seasonality of LNG shipping spot rates with relative strength during the months of September through January and relative weakness during the months of March through May.

Additionally, our business is not subject to seasonal borrowing requirements.

#### **B. Liquidity and Capital Resources**

As of December 31, 2022, GasLog has financed its capital requirements with contributions from its pre-IPO shareholders, proceeds from our IPO and the GasLog Partners' IPO, proceeds from follow-on common and preference equity offerings by GasLog and GasLog Partners, follow-on debt offerings and the private placements, operating cash flows and long-term financings including bank loans, and bond offerings. Our primary liquidity needs are to fund our vessel operating costs and general and administrative expenses, to finance the purchase and construction of our newbuildings and conversions, to purchase secondhand vessels, to service our existing debt and to pay dividends. In monitoring our working capital needs, we project our charter hire income and vessels' maintenance and running expenses, as well as debt service obligations, and seek to maintain adequate cash reserves in order to address revenue shortfalls or budget overruns, if any.

We anticipate that our primary sources of funds over the next twelve months will be available cash, cash from operations, existing and new borrowings and future sale and leaseback transactions. We believe that these sources of funds will be sufficient to meet our liquidity needs, although there can be no assurance that we will be able to obtain future debt and equity financing on terms acceptable to us.

Our funding and treasury activities are intended to meet our operating and financing requirements while balancing investment returns in order to maintain appropriate liquidity. Cash and cash equivalents are held primarily in U.S. dollars.

As of December 31, 2022, we had \$368.3 million of cash and cash equivalents. An additional amount of \$36.0 million of time deposits with an original duration greater than three months was classified under short-term cash deposits. The funds in the ship management client accounts were held on behalf of customers of GasLog LNG Services in order to cover obligations of third party vessels under management.

Under our existing multi-year charters as of December 31, 2022, we had contracted revenues of \$817.7 million for 2023 and approximately \$2,916.0 million thereafter. Although these contracted revenues are based on contracted charter rates, we are dependent on the ability and willingness of our charterers, to meet their obligations under these charters.

As of December 31, 2022, we had an aggregate of \$3.3 billion of indebtedness outstanding under our credit facilities and bond agreements, of which \$295.0 million was repayable within one year. Current bank borrowings include an amount of \$79.8 million with respect to the associated debt of the *Alexandroupoli*, which GasLog agreed to sell following its conversion to an FSRU. The debt was prepaid in 2023 when the vessel entered the shipyard for conversion using the proceeds of \$92.8 million received from Gastrade in connection with the sale. The sale is expected to be completed by the fourth quarter of 2023. Furthermore, as of December 31, 2022, we also had an aggregate of \$336.4 million of lease liabilities mainly related to the sale and leaseback of the *Methane Julia Louise*, the *GasLog Shanghai*, the *GasLog Salem*, the *GasLog Skagen* and the *Methane Heather Sally* of which \$48.5 million was payable within one year.

GasLog has hedged 30.7% of its expected floating interest rate exposure on its outstanding debt (excluding the lease liabilities and the 2029 Notes) as of December 31, 2022.

The total contract price for our four newbuildings on order as of December 31, 2022 is approximately \$824.4 million. The balance is payable under each shipbuilding contract in installments upon the attainment of certain specified milestones, with the largest portion of the purchase price for each ship coming due upon its delivery. We are scheduled to take delivery of the newbuildings on various dates in 2024 and 2025. As of December 31, 2022, the total remaining balance of the contract prices for the four newbuildings was \$700.6 million, of which \$123.9 million is due within 12 months, which will be funded by the four sale and leaseback agreements entered into on July 6, 2022 with CMBFL.

On May 16, 2017, GasLog Partners commenced its ATM Programme under which the Partnership may, from time to time, raise equity through the issuance and sale of new common units having an aggregate offering price of up to \$100.0 million in accordance with the terms of an equity distribution agreement (the "Equity Distribution Agreement") entered into on the same date. Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC agreed to act as sales agents. On November 3, 2017, the Partnership entered into the Amended and Restated Equity Distribution Agreement to increase the size of the ATM Programme to \$144.0 million and to include UBS Securities LLC as a sales agent. On February 26, 2019, the Partnership entered into a Third Amended and Restated Equity Distribution Agreement to further increase the size of the ATM Programme from \$144.0 million to \$250.0 million.

During the year ended December 31, 2022, GasLog Partners did not issue any common units under the ATM Programme. From establishment of the ATM Programme through December 31, 2021, GasLog Partners issued and received payment for 8,486,705 common units at a weighted average price of \$15.75 per common unit for total gross proceeds of \$133.6 million and total net proceeds of \$132.4 million.



On January 29, 2019, the board of directors of GasLog Partners authorized a unit repurchase programme of up to \$25.0 million covering the period from January 31, 2019 to December 31, 2021. Under the terms of the repurchase programme, GasLog Partners may repurchase common units from time to time, at its discretion, on the open market or in privately negotiated transactions. On February 5, 2020, the board of directors of GasLog Partners authorized a renewal of the unit repurchase programme taking the total authority outstanding under the programme to \$25.0 million, to be utilized from February 10, 2020 to December 31, 2021. Since the authorization of the unit repurchase programme and through December 31, 2021, GasLog Partners has repurchased and cancelled a total of 1,363,062 of the Partnership's common units at a weighted average price of \$17.50 per common unit for a total amount of \$23.9 million, including commissions. The board of directors of GasLog Partners did not renew the common unit repurchase programme following its expiration on December 31, 2021.

On January 22, 2021, GasLog's subsidiary, GAS-twenty four Ltd., completed the sale and leaseback of the *GasLog Houston* with Hai Kuo Shipping. The vessel was sold to Hai Kuo Shipping. GAS-twenty four has leased back the vessel under a bareboat charter from Hai Kuo Shipping for a period of up to eight years. GAS-twenty four Ltd. has the obligation to re-purchase the vessel at the end of the charter period. GAS-twenty four Ltd. has also the option to re-purchase the vessel on pre-agreed terms no earlier than the first interest period and no later than the end of year eight of the bareboat charter. The vessel remains on its charter with Shell.

In March 2021, the Partnership established a preference unit repurchase programme (the "Repurchase Programme"), which authorized the repurchase of preference units through March 31, 2023. In the year ended December 31, 2022, GasLog Partners repurchased and cancelled an aggregate of 665,016 Series A Preference Units, 639,189 Series B Preference Units and 669,406 Series C Preference Units at a weighted average price of \$24.64, \$25.11 and \$24.96 per preference unit for Series A, Series B and Series C, respectively. The aggregate amount repaid during the year for repurchases of preference units was \$49.2 million, including commissions. Since inception of the Repurchase Programme through December 31, 2022, GasLog Partners repurchased and cancelled 665,016 Series A Preference Units, 1,103,618 Series B Preference Units and 938,955 Series C Preference Units at a weighted average price of \$24.64, \$25.01 and \$25.03 per preference unit for Series A, Series B and Series C, respectively, for an aggregate amount of \$67.6 million, including commissions.

In June 2021, GasLog entered into novation agreement with ABN and HSBC. Subsequently, an interest rate swap originally held with HSBC and due to mature in 2025, has now been transferred to ABN. The notional amount of the trade is \$33.3 million.

On September 24, 2021, GasLog entered into a Note Purchase Agreement (the "Note Purchase Agreement") with certain affiliates of The Carlyle Group and EIG (such affiliates, the "Purchasers") and Wilmington Trust (London) Limited, as administrative agent, for an amount of up to \$325.0 million of the 2029 Notes. The 2029 Notes were drawn in March 2022 in the amount of \$315.0 million and the proceeds were used to refinance the U.S. dollar denominated 8.875% senior unsecured notes due in 2022 and issued in March 2017 and May 2019 (the "8.875% Senior Notes"). The Note Purchase Agreement allows for the issuance of additional 2029 Notes in an amount up to \$100.0 million for the purpose of refinancing existing obligations or pursuing new growth opportunities.

On October 26, 2021, GasLog Partners' and GasLog's subsidiaries, GAS-three Ltd. and GAS-ten Ltd. completed the sale and leaseback of the *GasLog Shanghai* and the *GasLog Salem*, respectively, with a wholly owned subsidiary of CDBL. The vessels were sold to CDBL for a cash consideration of \$248.0 million and leased back under bareboat charters from CDBL for a period of five years with no repurchase option or obligation. These sale and leasebacks meet the definition of a lease under IFRS 16 *Leases*. The existing loan facilities advances of the specified vessels were terminated releasing \$42.8 million of incremental net liquidity (net sale proceeds less debt prepayment) to the Group.

On March 28, 2022, GasLog's subsidiary, GAS-six Ltd. completed the sale and leaseback of the *GasLog Skagen*, with a wholly owned subsidiary of CDBL. The vessel was sold to CDBL for a gross cash consideration of \$126.0 million and leased back under a bareboat charter from CDBL for a period of five years with no repurchase option or obligation. The sale and leaseback meets the definition of a lease under IFRS 16 *Leases*. The existing loan facility advance of the specified vessel was terminated, releasing approximately \$21.5 million of incremental liquidity (net sale proceeds less debt prepayment) to the Group.

On July 6, 2022, each of GAS-thirty eight Ltd., GAS-thirty nine Ltd., GAS-forty Ltd. and GAS-forty one Ltd. entered into sale and leaseback agreements (the “4xNB SLB Facility”) with CMBFL that provide for the financing of each LNG carrier on order at DSME. The Group will sell the aforementioned newbuildings for a total amount of up to \$762.6 million, raising 92.5% of the newbuilding contract price in form of pre- and post- delivery financing and will lease the newbuildings back for a period of ten years (under a 20-year profile) from each delivery date. GasLog has the option to repurchase the vessels no earlier than the third anniversary of each delivery date and as a result under IFRS 15 *Revenue from Contracts with Customers*, the transaction does not qualify as a sale and leaseback. The Company recognizes the respective advance shipyard installment payments on its balance sheet under Vessels under construction and accounted for the amount received under the sale-and-leaseback transaction as a financial liability. The interest on the outstanding capital is calculated on a daily compounded SOFR plus a margin.

On October 31, 2022, GasLog Partners’ subsidiary, GAS-twenty one Ltd. completed the sale and leaseback of the *Methane Heather Sally*. The vessel was sold to an unrelated third party for a gross cash consideration of \$50.0 million. GasLog leased back the vessel under a bareboat charter until the middle of 2025 with no repurchase option or obligation. The sale and leaseback meets the definition of a lease under IFRS 16 *Leases*. The existing loan facility advance of the specified vessel was terminated, releasing approximately \$17.0 million of incremental liquidity (net sale proceeds less debt prepayment) to the Group.

As our fleet expands, we will evaluate changes to the quarterly dividend consistent with our cash flow and liquidity position. Our policy is to pay dividends in amounts that will allow us to retain sufficient liquidity to fund our obligations as well as to execute our business plan going forward. Our board of directors will determine the timing and amount of all dividend payments, based on various factors, including our earnings, financial condition, cash requirements and availability, restrictions in our credit facilities and the provisions of Bermuda law. Accordingly, we cannot guarantee that we will be able to pay quarterly dividends. See “Item 3. Key Information—D. Risk Factors” and “Item 8. Financial Information—A. Consolidated Financial Statements and Other Financial Information—Preference Shares Dividend Policy” for a discussion of risks related to our ability to pay dividends.

### Working Capital Position

As of December 31, 2022, our current assets totaled \$468.4 million, while current liabilities totaled \$533.1 million, resulting in a negative working capital position of \$64.7 million. Current liabilities include (a) \$71.2 million of unearned revenue in relation to hires received in advance of December 31, 2022 (which represents a non-cash liability that will be recognized as revenue in January as the services are rendered) and (b) \$79.8 million with respect to the associated debt of the *Alexandroupoli*.

Management monitors the Company’s liquidity position throughout the year to ensure that it has access to sufficient funds to meet its forecast cash requirements, including newbuilding and debt service commitments, and to monitor compliance with the financial covenants within its loan and bond facilities. We anticipate that our primary sources of funds over the next twelve months will be available cash, cash from operations, existing and new borrowings and future sale and leaseback transactions. We believe that these anticipated sources of funds will be sufficient to meet our liquidity needs and to comply with our financial covenants for at least twelve months from the date of this report and therefore it is appropriate to prepare the financial statements on a going concern basis.

### Cash Flows

#### Year ended December 31, 2021 compared to the year ended December 31, 2022

The following table summarizes our net cash flows from operating, investing and financing activities for the years indicated:

	Year ended December 31,		
	2021	2022	Change
<b>Amounts in thousands of U.S. dollars</b>			
Net cash provided by operating activities	\$ 592,107	\$ 698,912	106,805
Net cash (used in)/provided by investing activities	(262,050)	107,373	369,423
Net cash used in financing activities	(414,744)	(720,690)	(305,946)

*Net Cash Provided By Operating Activities*

Net cash provided by operating activities increased by \$106.8 million, from \$592.1 million during the year ended December 31, 2021 to \$698.9 million during the year ended December 31, 2022. The increase of \$106.8 million is mainly attributable to an increase in revenues of \$106.0 million, a decrease in general and administrative expenses of \$8.3 million and a decrease in voyage expenses and commissions of \$5.2 million, partially offset by an increase in realized loss on forward foreign exchange contracts of \$4.8 million and an increase in vessel operating and supervision costs of \$4.2 million.

*Net Cash (Used In)/Provided By Investing Activities*

Net cash used in investing activities decreased by \$369.5 million, from net cash used in investing activities of \$262.1 million during the year ended December 31, 2021 to net cash provided by investing activities of \$107.4 million during the year ended December 31, 2022. The decrease is mainly attributable to a decrease of \$313.2 million in net cash used in payments for the construction costs of newbuildings and other fixed assets, the \$108.6 million proceeds from FSRU conversion, the \$52.5 million proceeds from the sale of *Methane Shirley Elisabeth* and an increase of \$3.4 million in cash from interest income, partially offset by the \$70.0 million decrease in proceeds of from the sale and leaseback transactions, net of commissions of the *GasLog Skagen* and the *Methane Heather Sally* during 2022 compared to the *GasLog Shanghai* and the *GasLog Salem* transactions during 2021 and a net decrease of \$36.0 million in cash from short-term investments in the year ended December 31, 2022, compared to the same period of 2021, and a decrease of \$1.7 million in dividends received from associate.

*Net Cash Used In Financing Activities*

Net cash used in financing activities increased by \$306.0 million, from net cash used in financing activities of \$414.7 million during the year ended December 31, 2021 to net cash used in financing activities of \$720.7 million during the year ended December 31, 2022. The increase is mainly attributable to an increase of \$137.4 million in bank loan and bond repayments, a decrease of \$97.2 million in proceeds from loans and bonds, an increase of \$30.9 million in cash used for repurchases of preference units, an increase of \$27.4 million in payments for finance lease liability, a net movement of \$21.5 million in cash collaterals for swaps, an increase of \$13.8 million in dividend payments and a decrease of \$10.0 million in proceeds from GasLog Partner's equity raisings, partially offset by a decrease of \$15.7 million in loan/bond modification costs related to the Transaction, a decrease of \$8.3 million in cash paid for interest and a net decrease of \$7.9 million in net payments of loan issuance costs.

## Borrowing Activities

### Credit Facilities

The following summarizes certain terms of the ten outstanding facilities as of December 31, 2022:

Facility Name:		
October 2015 Facility	<b>Lender(s)</b>	Citibank, N.A., London Branch, Nordea Bank AB, London Branch, The Export-Import Bank of Korea, Bank of America, National Association, BNP Paribas, Sea Bridge Finance Limited, Credit Suisse AG, HSBC Bank plc, ING Bank N.V., London Branch, KEB HANA Bank, London Branch, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Société Générale and The Korea Development Bank
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-eleven Ltd. ( <i>GasLog Greece</i> ), GAS-twelve Ltd. ( <i>GasLog Glasgow</i> ), GAS-thirteen Ltd. ( <i>GasLog Geneva</i> ), GAS-fourteen Ltd. ( <i>GasLog Gibraltar</i> ), GAS-twenty two Ltd. ( <i>GasLog Genoa</i> ) and GAS-twenty three Ltd. ( <i>GasLog Gladstone</i> )
	<b>Outstanding Principal Amount</b>	\$598.3 million
	<b>Available Undrawn Amount</b>	N/A
	<b>Interest Rate</b>	LIBOR + applicable margin
	<b>Maturity</b>	2028, 2030 and 2031 <sup>(1)</sup>
2019 GasLog Partners Facility	<b>Payment of Principals Installments Schedule</b>	GAS-eleven Ltd.: 6 consecutive semi-annual installments of \$5.8 million, a balloon payment due in 2026 of \$36.3 million and thereafter 4 consecutive semi-annual installments of \$4.2 million until March 2028.  GAS-twelve Ltd.: 6 consecutive semi-annual installments of \$5.8 million, a balloon payment due in 2026 of \$36.3 million and thereafter 4 consecutive semi-annual installments of \$4.2 million until June 2028.  GAS-thirteen Ltd.: 7 consecutive semi-annual installments of \$5.7 million, a balloon payment due in 2026 of \$35.8 million and thereafter 4 consecutive semi-annual installments of \$4.2 million until September 2028.  GAS-fourteen Ltd.: 7 consecutive semi-annual installments of \$5.7 million, a balloon payment due in 2026 of \$35.8 million and thereafter 4 consecutive semi-annual installments of \$4.2 million until October 2028.  GAS-twenty two Ltd.: 10 consecutive semi-annual installments of \$5.9 million, a balloon payment due in 2028 of \$37.0 million and thereafter 4 consecutive semi-annual installments of \$4.3 million until March 2030.  GAS twenty three Ltd.: 12 consecutive semi annual installments of \$5.9 million, a balloon payment due in 2029 of \$37.0 million and thereafter 4 consecutive semi annual installments of \$4.3 million until March 2031.
	<b>Lender(s)</b>	Credit Suisse AG, Nordea Bank Abp, filial I Norge ("Nordea"), Iyo Bank Ltd., Singapore Branch and Development Bank of Japan, Inc.
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-four Ltd. ( <i>GasLog Santiago</i> ), GAS-five Ltd. ( <i>GasLog Sydney</i> ), GAS-sixteen Ltd. ( <i>Methane Rita Andrea</i> ) and GAS-seventeen Ltd. ( <i>Methane Jane Elizabeth</i> )
	<b>Outstanding Principal Amount</b>	\$250.3 million
	<b>Available Undrawn Amount</b>	Nil
	<b>Interest Rate</b>	LIBOR + applicable margin
GasLog Warsaw Facility	<b>Maturity</b>	2024
	<b>Payment of Principals Installments Schedule</b>	5 consecutive quarterly reductions of \$5.8 million and a balloon amount of \$221.3 million, together with the final quarterly reduction.
	<b>Lender(s)</b>	ABN AMRO BANK N.V. and Oversea-Chinese Banking Corporation Limited
	<b>Subsidiary Party (Collateral Ship)</b>	GasLog Hellas-1 Special Maritime Enterprise ( <i>GasLog Warsaw</i> )
	<b>Outstanding Principal Amount</b>	\$108.5 million
	<b>Available Undrawn Amount</b>	N/A
7xNB Facility	<b>Interest Rate</b>	LIBOR + applicable margin
	<b>Maturity</b>	2026
	<b>Payment of Principals Installments Schedule</b>	15 consecutive quarterly repayments of \$1.6 million and a balloon amount of \$84.2 million together with the final quarterly reduction.
	<b>Lender(s)</b>	Citibank, N.A., London Branch, DNB (UK) Ltd., Skandinaviska Enskilda Banken AB (publ), The Export-Import Bank of Korea, Bank of America, National Association, BNP Paribas, Seoul Branch, Commonwealth Bank of Australia, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Société Générale, Standard Chartered Bank, The Korea Development Bank and KB Kookmin Bank
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-twenty eight Ltd. ( <i>GasLog Windsor</i> ), GAS-thirty Ltd. ( <i>GasLog Westminster</i> ), GAS-thirty one Ltd. ( <i>GasLog Wales</i> ), GAS-thirty two Ltd. ( <i>GasLog Georgetown</i> ), GAS-thirty three Ltd. ( <i>GasLog Galveston</i> ), GAS-thirty four Ltd. ( <i>GasLog Wellington</i> ) and GAS-thirty five Ltd. ( <i>GasLog Winchester</i> )
	<b>Outstanding Principal Amount</b>	\$939.2 million
	<b>Available Undrawn Amount</b>	N/A
	<b>Interest Rate</b>	LIBOR + applicable margin
	<b>Maturity</b>	2032 and 2033 <sup>(1)</sup>

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	<b>Payment of Principals Installments Schedule</b>	<p>GAS-twenty eight Ltd.: 8 consecutive semi-annual installments of \$4.3 million, a balloon payment due in 2027 of \$54.2 million and thereafter 10 consecutive semi-annual installments of \$4.3 million until March 2032.</p> <p>GAS-thirty Ltd.: 9 consecutive semi-annual installments of \$4.2 million, a balloon payment due in 2027 of \$53.1 million and thereafter 10 consecutive semi-annual installments of \$4.2 million until July 2032.</p> <p>GAS-thirty one Ltd.: 8 consecutive semi-annual installments of \$4.2 million, a balloon payment due in 2027 of \$53.1 million and thereafter 10 consecutive semi-annual installments of \$4.2 million until May 2032.</p> <p>GAS-thirty two Ltd.: 9 consecutive semi-annual installments of \$4.1 million, a balloon payment due in 2027 of \$52.6 million and thereafter 10 consecutive semi-annual installments of \$4.1 million until November 2032.</p> <p>GAS-thirty three Ltd.: 9 consecutive semi-annual installments of \$4.1 million, a balloon payment due in 2027 of \$52.6 million and thereafter 10 consecutive semi-annual installments of \$4.1 million until December 2032.</p> <p>GAS-thirty four Ltd.: 10 consecutive semi-annual installments of \$4.3 million, a balloon payment due in 2028 of \$54.4 million and thereafter 10 consecutive semi-annual installments of \$4.3 million until June 2033.</p> <p>GAS-thirty five Ltd.: 11 consecutive semi-annual installments of \$4.3 million beginning in February 2022, a balloon payment due in 2028 of \$54.4 million and thereafter 10 consecutive semi-annual installments of \$4.3 million until August 2033.</p>
GasLog Partners \$260.3M Facility	<b>Lender(s)</b>	BNP Paribas, Credit Suisse AG, Alpha Bank S.A. and Development Bank of Japan, Inc
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-seven Ltd. ( <i>GasLog Seattle</i> ), GAS-eight Ltd. ( <i>Solaris</i> )
	<b>Outstanding Principal Amount</b>	\$193.8 million
	<b>Available Undrawn Amount</b>	N/A
	<b>Interest Rate</b>	LIBOR + applicable margin
	<b>Maturity</b>	2025
	<b>Payment of Principals Installments Schedule</b>	6 equal semi-annual installments of \$6.2 million, with a final balloon amount of \$156.7 million payable concurrently with the last installment in July 2025.
GasLog Partners \$193.7M Facility	<b>Lender(s)</b>	DNB Bank ASA and ING Bank N.V.
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-nineteen Ltd. ( <i>Methane Alison Victoria</i> ), GAS-twenty seven Ltd. ( <i>Methane Becki Anne</i> )
	<b>Outstanding Principal Amount</b>	\$126.4 million
	<b>Available Undrawn Amount</b>	N/A
	<b>Interest Rate</b>	SOFR + applicable margin
	<b>Maturity</b>	2025
	<b>Payment of Principals Installments Schedule</b>	6 equal semi-annual installments of \$6.2 million, with a final balloon amount of \$88.9 million payable concurrently with the last installment in July 2025.
GasLog \$576.9M Facility	<b>Lender(s)</b>	ABN AMRO Bank N.V., Citigroup Global Markets Limited, Nordea, HSBC Bank plc, Credit Agricole Corporate and Investment Bank and Unicredit Bank AG
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-one Ltd ( <i>GasLog Savannah</i> ), GAS-two Ltd. ( <i>GasLog Singapore</i> ), GAS-nine Ltd. ( <i>GasLog Saratoga</i> ) and GasLog Hellas-2 Special Maritime Enterprise ( <i>GasLog Athens</i> )
	<b>Outstanding Principal Amount</b>	\$296.2 million
	<b>Available Undrawn Amount</b>	Nil
	<b>Interest Rate</b>	SOFR + applicable margin
	<b>Maturity</b>	2025
	<b>Payment of Principals Installments Schedule</b>	Term Loan Facility of \$245.9 million will amortize over 10 equal quarterly installments of \$6.0 million, with a final balloon amount of \$185.3 million payable concurrently with the last installment in June 2025. Revolving loan facility of \$50.3 million also matures in June 2025.
GasLog Chelsea \$96.8M Facility	<b>Lender(s)</b>	National Bank of Greece S.A.
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-fifteen Ltd. ( <i>Alexandroupoli</i> )
	<b>Outstanding Principal Amount</b>	\$79.8 million
	<b>Available Undrawn Amount</b>	N/A
	<b>Interest Rate</b>	LIBOR + applicable margin
	<b>Maturity</b>	2023
	<b>Payment of Principals Installments Schedule</b>	1 quarterly installment of \$1.9 million, with a final balloon amount of \$77.9 million repaid in February 2023 (upon vessel entering the shipyard for conversion)
GasLog Hong Kong SLB	<b>Lender(s)</b>	Sea 190 Leasing
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-twenty five Ltd. ( <i>GasLog Hong Kong</i> )
	<b>Outstanding Principal Amount</b>	\$142.0 million
	<b>Available Undrawn Amount</b>	N/A
	<b>Interest Rate</b>	LIBOR + applicable margin
	<b>Maturity</b>	2032
	<b>Payment of Principals Installments Schedule</b>	12 equal quarterly installments of \$2.7 million, 27 equal quarterly installments of \$1.4 million beginning in January 2026, with a final balloon amount \$71.4 million concurrently with the last installment in October 2032.
GasLog Houston SLB	<b>Lender(s)</b>	Hai Kuo Shipping
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-twenty four Ltd. ( <i>GasLog Houston</i> )
	<b>Outstanding Principal Amount</b>	\$151.4 million
	<b>Available Undrawn Amount</b>	N/A
	<b>Interest Rate</b>	LIBOR + applicable margin
	<b>Maturity</b>	2032
	<b>Payment of Principals Installments Schedule</b>	24 quarterly installments of \$2.1 million each and a final balloon payment of \$101.6 million payable concurrently with the last quarterly installment in January 2029
GasLog 4xNB SLB Facility	<b>Lender(s)</b>	CMBFL
	<b>Subsidiary Party (Collateral Ship)</b>	GAS-thirty eight Ltd., GAS-thirty nine Ltd., GAS-forty Ltd. GAS-forty one Ltd.
	<b>Outstanding Principal Amount</b>	\$62.0 million
	<b>Available Undrawn Amount</b>	\$700.6 million
	<b>Interest Rate</b>	SOFR + applicable margin
	<b>Maturity</b>	2034 and 2035 <sup>(2)</sup>

	<p><b>Payment of Principals Installments Schedule</b></p> <p>No installments prior to delivery.</p> <p>GAS-thirty eight Ltd.: 40 consecutive quarterly installments of \$0.32 million each and a final balloon payment of \$12.8 million payable concurrently with the last quarterly installment in July 2034.</p> <p>GAS-thirty nine Ltd.: 40 consecutive quarterly installments of \$0.32 million each and a final balloon payment of \$13.1 million payable concurrently with the last quarterly installment in September 2034.</p> <p>GAS-forty Ltd.: 40 consecutive quarterly installments of \$0.06 million each and a final balloon payment of \$2.6 million payable concurrently with the last quarterly installment in August 2035.</p> <p>GAS-forty one Ltd.: 40 consecutive quarterly installments of \$0.06 million each and a final balloon payment of \$2.6 million payable concurrently with the last quarterly installment in October 2035.</p>
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(1) Maturity dates are scheduled 12 years from the drawdown date of each individual vessel loan based on the vessel's actual delivery date.

(2) Maturity dates are scheduled ten years from the drawdown date of each individual vessel loan based on the vessel's actual or scheduled delivery date.

## Security

Our credit facilities are secured as follows:

- first priority mortgages over the ships owned by the respective borrowers except in the case of the sale and leaseback transactions;
- guarantees from us and our subsidiary GasLog Carriers in the case of the GasLog Warsaw Facility, the 7xNB Facility, the GasLog \$576.9M Facility and the GasLog Chelsea \$96.8M Facility; charter guarantees from us in relation to the GasLog Hong Kong SLB, the GasLog Houston SLB and the 4xNB SLB Facility; in the case of the 2019 GasLog Partners Facility, the GasLog Partners \$260.3M Facility and the GasLog Partners \$193.7M Facility guarantees from GasLog Partners and GasLog Partners Holdings LLC; in the case of the October 2015 Facility, guarantees from us and GasLog Carriers for an amount up to the value of the commitments of the vessels owned by GasLog Carriers and guarantees from the Partnership and GasLog Partners Holdings LLC for an amount up to the value of the commitments of the vessels owned by GasLog Partners Holdings LLC;
- for certain of our facilities, a pledge or a negative pledge of the share capital of the respective borrower; and
- for certain of our facilities, a first assignment of all earnings and insurances related to the ship owned by the respective borrower.

Our business is not subject to seasonal borrowing requirements.

## Covenants and Events of Default

### General

Our credit facilities impose certain operating and financial restrictions on us. These restrictions generally limit our subsidiaries' ability to, among other things:

- incur additional indebtedness, create liens or provide guarantees;
- provide any form of credit or financial assistance to, or enter into any non-arms' length transactions with, us or any of our affiliates;
- sell or otherwise dispose of assets, including our ships;
- engage in merger transactions;
- terminate any charter;
- amend our shipbuilding contracts;

- change the manager of our ships;
- undergo a change in ownership; or
- acquire assets, make investments or enter into any joint venture arrangements outside of the ordinary course of business.

Our credit facilities (with the exception of the 2019 GasLog Partners Facility; GasLog Partners \$260.3M Facility; the GasLog Partners \$193.7M Facility and for the debt of the vessels owned by GasLog Partners under the October 2015 Facility) also impose specified financial covenants that apply to us and our subsidiaries on a consolidated basis. These financial covenants include the following:

- our net working capital (excluding the current portion of long-term debt) must be not less than \$0;
- our total indebtedness divided by our total assets must not exceed 75.0%;
- the aggregate amount of cash and cash equivalents and short-term investments must be at least \$75.0 million;
- the ratio of EBITDA over our debt service obligations (including interest and debt repayments) on a trailing twelve months' basis must be not less than 110.0%. The ratio shall be regarded as having been complied with even if the ratio falls below the stipulated 110.0% when cash and cash equivalent and short-term investments are at least \$110.0 million;
- being permitted to pay dividends subject to no event of default having occurred or occurring as a consequence of the payment of such dividends; and
- our market value adjusted net worth must at all times be not less than \$350.0 million.

In the case where the Partnership is a guarantor to our Credit Facilities, such facilities also impose specified financial covenants that apply to the Partnership and its subsidiaries on a consolidated basis. These financial covenants include the following:

- the aggregate amount of cash and cash equivalents, short-term investments and available undrawn facilities with remaining maturities of at least six months (excluding loans from affiliates) must be at least \$45.0 million;
- total indebtedness divided by total assets must be less than 65.0%; and
- the Partnership is permitted to declare or pay any distributions, subject to no event of default having occurred or occurring as a consequence of the payment of such distributions.

Our credit facilities also impose certain restrictions relating to us and our other subsidiaries, including restrictions that limit our ability to make any substantial change in the nature of our business or to engage in transactions that would constitute a change of control, as defined in the relevant credit facility, without repaying all of our indebtedness in full, or to allow our largest shareholders to reduce their shareholding in us below specified thresholds.

Certain of our credit facilities also contain vessel employment conditions, pursuant to which we could be required in the event of a charter termination or in certain other circumstances to deposit cash in an account held with the applicable lender until we have obtained a new time charter on terms acceptable to such lender, or under certain of our credit facilities repay the outstanding loan amount.



Our credit facilities contain customary events of default, including non-payment of principal or interest, breach of covenants or material inaccuracy of representations, default under other material indebtedness and bankruptcy. In addition, our credit facilities contain covenants requiring us and certain of our subsidiaries to maintain the aggregate of (i) the market value, on a charter exclusive basis, of the mortgaged vessel or vessels and (ii) the market value of any additional security provided to the lenders, at a total value not less than 120.0% of the then outstanding amount under the applicable facility (in the case of each individual vessel in the October 2015 Facility and 7xNB Facility, 115.0% for the first two years after each drawdown and 120.0% at any time thereafter, 100% in the case of the GasLog Hong Kong SLB, 100% until December 31<sup>st</sup> 2022 inclusive and 110% at any time thereafter in the case of the GasLog Houston SLB and in the case of the GasLog Partners \$193.7M Facility, 130.0%). If we fail to comply with these covenants and are not able to obtain covenant waivers or modifications, our lenders could require us to make prepayments or provide additional collateral sufficient to bring us into compliance with such covenants, and if we fail to do so our lenders could accelerate our indebtedness.

Compliance with the financial covenants is required on a semi-annual basis and we were in compliance with the respective financial covenants as of December 31, 2022.

#### *October 2015 Facility*

On October 16, 2015, GAS-eleven Ltd., GAS-twelve Ltd., GAS-thirteen Ltd., GAS-fourteen Ltd., GAS-twenty two Ltd., GAS-twenty three Ltd., GAS-twenty four Ltd. and GAS-twenty five Ltd. entered into a debt financing agreement with 14 international banks for \$1.3 billion to partially finance the delivery of the eight newbuildings expected to be delivered in 2016, 2018 and 2019. The financing is backed by KEXIM and K-Sure, who are either directly lending or providing cover for over 60% of the facility.

The loan agreement provides for four tranches of \$412.5 million, \$201.1 million, \$206.1 million and \$491.7 million. The facility is also sub-divided into eight loans, one loan per newbuilding vessel, to be provided for each of the vessels on a pro rata basis under each of the four tranches. Each drawing under the first three tranches shall be repaid in 24 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to a 12-year profile. Each drawing under the fourth tranche shall be repaid in 20 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to a 20-year profile, with a balloon payment together with the final installment. On March 22, 2016 and June 24, 2016, \$163.0 million was drawn down on each date with respect to the deliveries of the *GasLog Greece* and the *GasLog Glasgow*, on September 26, 2016 and October 25, 2016, \$160.7 million was drawn down on each date with respect to the deliveries of the *GasLog Geneva* and the *GasLog Gibraltar*; on January 2, 2018 and March 14, 2018, \$166.2 million was drawn on each date with respect to the deliveries of the *GasLog Houston* and the *GasLog Hong Kong*, while on March 23, 2018 and March 11, 2019, \$165.8 million was drawn down on each date with respect to the deliveries of the *GasLog Genoa* and the *GasLog Gladstone*. Amounts drawn bear interest at LIBOR plus a margin.

On October 21, 2020, the outstanding indebtedness of GAS-twenty five Ltd., in the amount of \$136.8 million was prepaid pursuant to the GasLog Hong Kong SLB.

On January 22, 2021, the outstanding indebtedness of GAS-twenty four Ltd., in the amount of \$130.9 million was prepaid pursuant to the GasLog Houston SLB.

The October 2015 Facility is subject to our and the Partnership's financial covenants and to our customary restrictions and events of default.

#### *2019 GasLog Partners Facility*

On February 20, 2019, GAS-three Ltd., GAS-four Ltd., GAS-five Ltd., GAS-sixteen Ltd., GAS-seventeen Ltd., GasLog Partners and GasLog Partners Holdings LLC entered into the 2019 GasLog Partners Facility with Credit Suisse AG, Nordea and Iyo Bank, Ltd. Singapore Branch, each an original lender and Nordea acting as security agent and trustee for and on behalf of the other finance parties mentioned above for the purpose of refinancing in full the existing Partnership Facility. Subsequently, on the same date, the Development Bank of Japan, Inc. entered the facility as lender via transfer certificate. The vessels originally covered by the 2019 GasLog Partners Facility are the *GasLog Shanghai*, the *GasLog Santiago*, the *GasLog Sydney*, the *Methane Rita Andrea* and the *Methane Jane Elizabeth*.

The agreement provides for an amortizing revolving credit facility which can be repaid and redrawn at any time, subject to the outstanding amount immediately after any drawdown not exceeding (i) 75% of the aggregate of the market values of all vessels under the agreement, or (ii) the total facility amount. The total facility amount reduces in 20 equal quarterly amounts of \$7.4 million, with a final balloon amount of \$302.9 million reducing concurrently with the last quarterly reduction in February 2024. The credit facility bears interest at LIBOR plus a margin. On March 6, 2019, the Partnership drew down \$360.0 million under the 2019 GasLog Partners Facility and an additional \$75.0 million on April 1, 2019.

On October 26, 2021 GAS-three Ltd., was released from its liabilities under the 2019 GasLog Partners Facility following the sale and leaseback of the *GasLog Shanghai* to CDBL and the prepayment of \$97.1 million.

The 2019 GasLog Partners Facility is subject to the Partnership's financial covenants and to our customary restrictions and events of default.

#### *GasLog Warsaw Facility*

On June 25, 2019, GasLog Hellas-1 Special Maritime Enterprise entered into the GasLog Warsaw Facility, a loan agreement with ABN AMRO BANK N.V. and Oversea-Chinese Banking Corporation Limited, for the financing of the *GasLog Warsaw*, which was delivered on July 31, 2019. The agreement provides for a single tranche of \$129.5 million that was drawn on July 25, 2019 and is repayable in 28 equal quarterly installments of \$1.6 million each and a final balloon payment of \$84.2 million payable concurrently with the last quarterly installment in June 2026. The loan bears interest at LIBOR plus a margin.

The GasLog Warsaw Facility is subject to our financial covenants and to our customary restrictions and events of default.

#### *7xNB Facility*

On December 12, 2019, GAS-twenty eight Ltd., GAS-thirty Ltd., GAS-thirty one Ltd., GAS-thirty two Ltd., GAS-thirty three Ltd., GAS-thirty four Ltd. and GAS-thirty five Ltd. entered into a loan agreement with 13 international banks, with Citibank N.A. London Branch and DNB Bank ASA, London Branch acting as agents on behalf of the other finance parties. The financing is backed by KEXIM and K-Sure, who are either directly lending or providing cover for over 60% of the facility. The agreement of up to \$1,052.8 million partially finances the delivery of seven newbuilds scheduled to be delivered in 2020 and 2021. The loan agreement provides for four tranches of \$176.5 million, \$174.8 million, \$356.7 million and \$344.8 million. The facility is also sub-divided into seven loans, one loan per newbuilding vessel, to be provided for each of the vessels on a pro rata basis under each of the four tranches. Each drawing under the first and the third tranche is repaid in 24 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to a 12-year profile. Each drawing under the second tranche is repaid in 14 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to an average 7-year profile. Each drawing under the fourth tranche is repaid in a single bullet seven years after the actual delivery of the relevant vessel. The facility bears interest at LIBOR plus a margin. On March 26, 2020, on May 7, 2020, on July 9, 2020, on November 12, 2020 and on December 29, 2020, \$152.5 million, \$149.4 million, \$149.2 million, \$147.8 million and \$147.8 million was drawn down with respect with the deliveries of the *GasLog Windsor*, the *GasLog Wales*, the *GasLog Westminster*, the *GasLog Georgetown* and the *GasLog Galveston*, respectively and on June 11, 2021 and on August 20, 2021, \$152.9 million and \$152.9 million, was drawn down with respect to the deliveries of the *GasLog Wellington* and the *GasLog Winchester*, respectively.

The 7xNB Facility is subject to our financial covenants and to our customary restrictions and events of default.

#### *GasLog Partners \$260.3M Facility*

On July 16, 2020, GasLog Partners entered into a credit agreement of \$260.3 million with BNP Paribas, Credit Suisse AG and Alpha Bank S.A., each an original lender, with BNP Paribas acting as security agent and trustee for and on behalf of the other finance parties mentioned above. The purpose of the facility was the refinancing of the outstanding indebtedness of GAS-twenty Ltd., GAS-seven Ltd. and GAS-eight Ltd. including the payment of loan fees under this facility. The vessels covered by the 2020 GasLog Partners \$260.3M Facility are the *Methane Shirley Elisabeth*, the *GasLog Seattle* and the *Solaris*.

The relevant amount of \$260.3 million was drawn on July 21, 2020, out of which \$258.5 million was used to refinance the outstanding indebtedness of GAS-twenty Ltd., GAS-seven Ltd. and GAS-eight Ltd. The facility amortizes over ten equal semi-annual installments of \$8.6 million beginning in January 2021, with a final balloon amount of \$174.4 million payable concurrently with the last installment in July 2025. The credit facility bears interest at LIBOR plus a margin.

On October 15, 2020, the Development Bank of Japan Inc. (“DBJ”) acceded as a new lender in the facility via transfer certificate. BNP Paribas and Credit Suisse each transferred \$25.0 million of their commitment to DBJ following the consent of the Borrowers. Alpha Bank S.A. retained the participation amount it was allocated as an original lender.

On September 14, 2022, GAS-twenty Ltd., was released from its liabilities following the sale of the *Methane Shirley Elisabeth* and the prepayment of \$32.2 million.

The GasLog Partners \$260.3M Facility is subject to GasLog Partners’ financial covenants and customary restrictions and events of default.

#### *GasLog Partners \$193.7M Facility*

On July 16, 2020, GasLog Partners entered into a credit agreement of \$193.7 million with DNB Bank ASA, London Branch, and ING Bank N.V., London Branch, each an original lender, with DNB Bank ASA, London Branch acting as security agent and trustee for and on behalf of the other finance party mentioned above. The purpose of the facility was the refinancing of the outstanding indebtedness of GAS-nineteen Ltd., GAS-twenty one Ltd. and GAS-twenty seven Ltd. and for general corporate purposes. The vessels covered by the GasLog Partners \$193.7M Facility were *Methane Alison Victoria*, the *Methane Heather Sally* and the *Methane Becki Anne*.

The relevant amount of \$193.7 million was drawn down on July 21, 2020, out of which \$174.9 million was used to refinance the outstanding indebtedness of GAS-nineteen Ltd., GAS-twenty one Ltd. and GAS-twenty seven Ltd. The facility amortizes over ten equal semi-annual installments of \$8.6 million beginning in January 2021, with a final balloon amount of \$107.7 million payable concurrently with the last installment in July 2025.

In July 2022, pursuant to a “margin reset clause” included in the credit agreement for the GasLog Partners \$193.7M Facility, which required the lenders and GAS-nineteen Ltd., GAS-twenty one Ltd., and GAS-twenty seven Ltd. to renegotiate the facility’s margin, it was agreed that the margin would remain unchanged and the facility would transition from the six-month LIBOR to the three-month CME Term SOFR Reference Rate as administered by CBA, effective July 21, 2022.

On October 31, 2022 GAS-twenty one Ltd., was released from its liabilities following the sale and leaseback of the *Methane Heather Sally* to an unrelated party and the prepayment of \$32.9 million.

The GasLog Partners \$193.7M Facility is subject to GasLog Partners’ financial covenants and customary restrictions and events of default.

#### *GasLog \$576.9M Facility*

On July 16, 2020, GasLog entered into the GasLog \$576.9M Facility with ABN AMRO Bank N.V., Citigroup Global Markets Limited and Nordea acted as global coordinators and bookrunners, while HSBC Bank plc acted as mandated lead arrangers; Credit Agricole Corporate and Investment Bank acted as lead arranger and Unicredit Bank AG and National Bank of Australia Limited acted as arrangers, each of those being an original lender. ABN AMRO Bank N.V. was appointed by the other finance parties in this syndicate as security agent and trustee. The purpose of the facility was to refinance the outstanding indebtedness of GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-nine Ltd., GAS-ten Ltd., and GAS-eighteen Ltd., the respective entities owning the *GasLog Savannah*, the *GasLog Singapore*, the *GasLog Skagen*, the *GasLog Saratoga*, the *GasLog Salem* and the *Methane Lydon Volney*.

An amount of \$576.9 million was drawn on July 21, 2020, out of which \$557.0 million was used to refinance the outstanding indebtedness of GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-nine Ltd., GAS-ten Ltd., and GAS-eighteen Ltd. The agreement provided for a Term Loan Facility of \$494.5 million which would be amortized over 18 equal quarterly installments of \$9.3 million beginning in April 2021, (following an initial repayment in January 2021 of \$18.7 million) with a final balloon amount of \$307.5 million payable concurrently with the last installment in June 2025, and a Revolving Loan Facility of \$82.4 million which matures in June 2025.

On October 14, 2021, GAS-ten Ltd., was released from its liabilities following the sale and leaseback of the *GasLog Salem* to CDBL and the prepayment of \$103.2 million.

On March 28, 2022, GAS-six Ltd., was released from its liabilities following the sale and leaseback of the *GasLog Skagen* to CDBL and the prepayment of \$102.0 million.

In October 2022, the *Methane Lydon Volney* changed from the flag of Bermuda to the flag of Greece, was renamed to *GasLog Athens* and was sold from GAS-eighteen Ltd. to the subsidiary GasLog Hellas-2 Special Maritime Enterprise. In addition, a supplemental agreement was entered into, which among other things, provided for the addition of GasLog Hellas-2 Special Maritime Enterprise as a new borrower, the change of flag and name of the *Methane Lydon Volney* and the transition of the rate of interest on the facility to a risk-free rate. It was agreed that the margin remain unchanged, and the facility transitioned from the LIBOR to the daily non-cumulative compounded SOFR rate as administered by Federal Reserve Bank of New York, effective October 6, 2022.

The GasLog \$576.9M Facility is subject to our financial covenants and to our customary restrictions and events of default.

#### *GasLog Chelsea \$96.8M Facility*

On July 30, 2020, GasLog entered into a credit agreement with NBG (acting as the sole original lender) for the refinancing of GAS-fifteen Ltd., the entity owning the *Alexandroupoli* (the “GasLog Chelsea \$96.8M Facility”). The facility comprises of \$96.8 million which was drawn on July 31, 2020, out of which \$92.2 million was used to refinance the outstanding indebtedness of the *Alexandroupoli*. The facility amortizes over 19 equal quarterly installments of \$1.9 million beginning in October 2020, with a final balloon amount of \$59.0 million payable concurrently with the last installment in July 2025. The credit facility bears interest at LIBOR plus a margin.

The GasLog Chelsea \$96.8M Facility is subject to our financial covenants and to our customary restrictions and events of default.

On February 7, 2023, the debt was prepaid when the vessel entered the shipyard for conversion using the proceeds of \$92.8 million received from Gastrade in connection with the sale of the vessel.

#### *GasLog Hong Kong SLB*

On October 21, 2020, GasLog’s subsidiary GAS-twenty five Ltd., entered into a sale and leaseback transaction with Sea 190 Leasing in order to refinance the outstanding indebtedness of the *GasLog Hong Kong*. The transaction comprises of \$163.4 million which was raised on October 21, 2020, out of which \$136.8 million was used to refinance the outstanding indebtedness of the *GasLog Hong Kong*. GAS-twenty five Ltd., has chartered back the vessel on a bareboat basis for up to twelve years and has re-purchase options on pre-agreed terms no earlier than the end of year one and no later than the end of year twelve of the bareboat charter. The facility amortizes over 20 equal quarterly installments of \$2.7 million beginning in January 2021, 27 equal quarterly installments of \$1.4 million beginning in January 2026, with a final balloon amount of \$71.4 million payable concurrently with the last installment in October 2032.

The bareboat charter is subject to our financial covenants and to our customary restrictions and events of default.

### *GasLog Houston SLB*

On January 22, 2021, GasLog's subsidiary, GAS-twenty four Ltd., entered into a sale and leaseback transaction with Hai Kuo Shipping in order to refinance the outstanding indebtedness of the *GasLog Houston*. The transaction comprises of \$166.0 million which was raised on January 22, 2021, out of which \$130.9 million was used to refinance the outstanding indebtedness of the *GasLog Houston*. GAS-twenty four Ltd. has chartered back the vessel on a bareboat basis for up to eight years and has obligation to re-purchase the vessels at the end of the bareboat charter. GAS-twenty four Ltd. has also re-purchase options on pre-agreed terms no earlier than the first interest period and no later than the end of year eight of the bareboat charter. The facility amortizes over 31 equal quarterly installments of \$2.1 million beginning in April 2021, with a final balloon amount of \$101.6 million payable concurrently with the last installment in January 2029.

The bareboat charter is subject to our financial covenants and to our customary restrictions and events of default.

### *GasLog 4xNB SLB Facility*

On July 6, 2022, GAS-thirty eight Ltd., GAS-thirty nine Ltd., GAS-forty Ltd. GAS-forty one Ltd (each a "Seller/Charterer") entered into sale and leaseback transactions with each of Sea 311 Leasing Co. Limited, Sea 312 Leasing Co. Limited, Sea 313 Leasing Co. Limited and Sea 314 Leasing Co. Limited (each a/an "Buyer/Owner"). The agreements of up to an aggregate of \$762.6 million of sale and leaseback facilities partially finance the delivery of four newbuilds scheduled to be delivered in 2024 and 2025. During the construction of the vessels, the Buyers/Owners will provide an amount equal to 32.5% of the contract price per vessel to partially finance the pre-delivery installments payable by the Sellers/Charterers pursuant to the relevant shipbuilding contract. Drawing of the respective amounts requires no amortization or repayment during vessel construction and the facility bears interest at SOFR plus a margin. Upon delivery of the vessels, the Buyers/Owners will provide an amount that finances up to 92.5% of the shipbuilding contract or the fair market value of each vessel on delivery. Post-delivery the facility bears interest at SOFR plus a margin and amortizes based on a 20-year profile from delivery over a 10-year period.

The GasLog 4xNB SLB Facility is subject to our financial covenants and to our customary restrictions and events of default.

### **Bonds**

On November 27, 2019, GasLog completed the issuance of NOK 900 million (equivalent to \$98.6 million) of NOK 2024 Bonds in the Norwegian bond market. The NOK 2024 Bonds will mature in November 2024 and bear interest at Norwegian Interbank Offered Rate ("NIBOR") plus margin. Interest payments shall be made in arrears on a quarterly basis. We may redeem the aforementioned bond in whole or in part as from May 2024 at 101% of par plus accrued interests on the redeemed amount.

Under the terms of the NOK 2024 Bonds we are required to comply with the financial covenants listed below:

- net working capital (excluding the current portion of long-term debt) must not be less than \$0;
- total indebtedness divided by total assets must not exceed 75.0%;
- the aggregate amount of cash and cash equivalents and short-term investments must be at least \$75.0 million;
- the ratio of EBITDA over our debt service obligations (including interest and debt repayments) on a trailing twelve months' basis must be not less than 110.0%. The ratio shall be regarded as having been complied with even if the ratio falls below the stipulated 110.0% when cash and cash equivalents and short-term investments are at least \$110.0 million; and
- the Group's market value adjusted net worth must at all times be not less than \$350.0 million.

In addition, the terms of the NOK 2024 Bonds include a dividend restriction according to which we may not make Distributions that in aggregate exceed during any calendar year \$1.10/share. Notwithstanding the foregoing, GasLog may make any amount of Distributions, so long as the Group's cash and cash equivalents and short-term investments exceed \$150.0 million, provided that GasLog can demonstrate, by delivering a compliance certificate to the bond trustee, that no event of default is continuing or would result from such Distributions.

Compliance with covenants under the NOK 2024 Bonds is required at all times and we were in compliance with the respective financial covenants as of December 31, 2022.

On September 24, 2021, GasLog entered into the Note Purchase Agreement with the Purchasers and Wilmington Trust (London) Limited, as administrative agent, for an amount of up to \$325.0 million of the 2029 Notes. The Note Purchase Agreement allows for the issuance of additional notes in an amount up to \$100.0 million for the purpose of refinancing existing obligations or pursuing new growth opportunities.

On March 21, 2022, GasLog proceeded with the issuance of \$315.0 million of the 2029 Notes in connection with the Note Purchase Agreement and completed the refinancing of the Company's 8.875% Senior Notes.

The 2029 Notes were issued at 99.25% of face value and bear a fixed interest rate of 7.75%. The Purchasers received an upfront fee of 0.75% on signing and shall receive a ticking fee of 1.5% from signing until drawing. Under certain conditions, the Company may elect to pay interest in kind up to three times, with the interest rate increasing to 9.75% for the applicable quarter.

The 2029 Notes can be redeemed in whole or in part at any time subject to a pre-determined premium until year 4 and at par thereafter. If the Company's historical or projected EBITDA to debt service ratio falls below a certain threshold during years 6 and 7, a percentage of the Company's excess cash flow will be applied towards prepayment of the 2029 Notes. The Note Purchase Agreement requires that the Company comply with financial covenants that are identical to GasLog's financial covenants as described in Note 13 of our audited consolidated financial statements included elsewhere in this annual report. Upon funding, the Purchasers will obtain a charge on the shares of GasLog Carriers Ltd ("GLC") held by the Company and a pledge on a designated bank account of GLC.

In addition, the Note Purchase Agreement includes restrictions on distributions consistent with the Company's NOK denominated bond, according to which the Company may not make distributions that in aggregate exceed \$1.10/share during any calendar year. Notwithstanding the foregoing, GasLog may make any amounts of distributions so long as the Company's cash and cash equivalents (on a consolidated basis) exceed \$150.0 million. Finally, the Note Purchase Agreement also contains certain restrictions on indebtedness, liens, guarantees, asset sales and distributions, among others. Among other exceptions, new indebtedness is permitted when the Company meets pre-determined thresholds on a pro-forma basis for its "Charter Coverage Ratio" (the ratio of the present value of qualified contracted revenues to the aggregate indebtedness of the Company on any date).

In February 2023, the transition documentation to transition the 2019 GasLog Partners Facility to a SOFR rate was signed. We are in discussions with the agents and lenders to transition the October 2015 Facility, the 7xNB Facility, the GasLog Warsaw Facility and the GasLog Partners \$260.3M Facility to a SOFR rate, and we currently expect to enter into definitive documentation to transition each in March 2023. Transition of each of the GasLog Hong Kong SLB and the GasLog Houston SLB and the interest rate swaps to a SOFR rate is currently expected to follow by April 2023.

## **Quantitative and Qualitative Disclosures About Market Risk**

For information about our exposure to market risks, see "Item 11. Quantitative and Qualitative Disclosures About Market Risk".

## **Capital Expenditures**

We make capital expenditures from time to time in connection with the expansion, operation and maintenance of our owned fleet. In 2010 we took delivery of two LNG carriers, in 2013 we took delivery of six LNG carriers and acquired a secondhand vessel, in 2014 we took delivery of two LNG carriers and acquired six secondhand vessels, in 2015 we acquired two secondhand vessels and took delivery of one LNG carrier, in 2016 we took delivery of four LNG carriers, in 2018 we took delivery of three LNG carriers, in 2019 we took delivery of two LNG carriers, in 2020 we took delivery of four LNG carriers and in 2021 we took delivery of three LNG carriers. During the years ended December 31, 2022, 2021 and 2020, we funded \$0.2 billion, \$0.5 billion and \$0.7 billion, respectively, of acquisition, construction and delivery costs, including installment payments on newbuildings, with funds borrowed under credit facilities, bonds and sale and leaseback transactions, capital contributions from our pre-IPO shareholders, proceeds from our IPO and the GasLog Partners' IPO, proceeds from follow-on equity offerings and private placements and proceeds from the sale of vessels to GasLog Partners.



As of December 31, 2022, our commitments for capital expenditures related primarily to four contracted LNG carriers on order were approximately \$700.6 million. Amounts are payable under each shipbuilding contract in installments upon the attainment of certain specified milestones in each ship's construction, with the largest portion of the purchase price for each ship coming due upon its delivery. These commitments will be funded from borrowings under the 4xNB SLB Facility, available cash and cash from operations.

To the extent that we are unable to fund the amounts committed from our cash available, we will need to find alternative financing. If we are unable to find alternative financing, we will not be capable of funding all of our commitments for capital expenditures relating to our contracted newbuildings and secondhand vessels, which could adversely impact our ability to pay dividends to our shareholders and materially adversely affect our results of operations and financial condition.

### **C. Research and Development, Patents and Licenses, etc.**

From time to time we incur expenditures relating to inspections for acquiring new vessels. Such expenditures are insignificant and are expensed as they are incurred.

### **D. Trend Information**

See "Item 5. Operating and Financial Review and Prospects—Overview—Industry Overview and Trends".

### **E. Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses recognized in the consolidated financial statements. GasLog's management evaluates whether estimates should be made on an ongoing basis, utilizing historical experience, consultation with experts and other methods management considers reasonable in the particular circumstances. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the assets or liabilities in the future. Critical accounting policies are those that reflect significant judgments of uncertainties and potentially result in materially different results under different assumptions and conditions. For a description of our critical accounting judgments and key sources of estimation uncertainty in applying our accounting policies, see Note 2 to our consolidated financial statements included elsewhere in this annual report.

#### ***Impairment of Vessels***

We evaluate the carrying amounts of our vessels to determine whether there is any indication that they have suffered an impairment loss by considering both internal and external sources of information. If any such indication exists, their recoverable amounts are estimated in order to determine the extent of the impairment loss, if any.

Recoverable amount is the higher of fair value less costs to sell and value in use. Our estimates of recoverable value assume that the vessels are all in seaworthy condition without need for repair and certified in class without notations of any kind.

In assessing the fair value less cost to sell of the vessel, the Group obtains charter-free market values for its vessels from independent and internationally recognized ship brokers on a semi-annual basis, which are also commonly used and accepted by the Group's lenders for determining compliance with the relevant covenants in the Group's credit facilities. Vessel values can be highly volatile, so the charter-free market values may not be indicative of the future market value of the Group's vessels, or prices that could be achieved if it were to sell them.

In February 2022, the Group entered into an agreement for the sale of the *Alexandroupoli*, a TFDE LNG carrier built in 2010 to Gastrade for \$265.1 million, payable in installments, following its conversion to an FSRU expected to be completed by the fourth quarter of 2023. Following the signing of this agreement, as of March 31, 2022, the vessel was remeasured at the lower of its carrying amount and its recoverable amount (value in use) and a non-cash impairment loss of \$19.4 million was recorded.

In March 2022, the Group completed the sale and leaseback of the *GasLog Skagen*, a TFDE LNG carrier, with a wholly owned subsidiary of CDBL. The vessel was remeasured at the lower between its carrying amount and its fair value less costs to sell and a non-cash impairment loss of \$9.5 million was recorded as of March 31, 2022.



As of June 30, 2022, the Group had entered into an agreement to sell the Steam vessel *Methane Shirley Elisabeth* and was actively pursuing to enter into an agreement for the sale and leaseback of another Steam vessel, the *Methane Heather Sally*, with both transactions completed by the end of 2022. As of June 30, 2022, the two Steam vessels were reclassified as “Vessels held for sale” and were remeasured at the lower of their carrying amounts and fair values less costs to sell as of the same date, resulting in the recognition of an aggregate impairment loss of \$28.0 million.

As of December 31, 2022, a number of negative indicators such as the continuous decline of the charter-free market values of the Partnership’s Steam vessels, as estimated by ship brokers, driven by reduced market expectations of the long-term rates at which the Partnership could expect to secure term employment for the remaining economic lives of the Steam vessels, combined with potential costs of compliance with environmental regulations applicable from 2023 onwards, continued to influence management’s strategic decisions and prompted the Group to conclude that events and circumstances triggered the existence of potential impairment of Steam vessels, with no impairment indicators identified with respect to the remaining owned and bareboat fleet.

The Group performed an impairment assessment for the Steam vessels by calculating each vessel’s value in use applying the “expected cash flow” approach, i.e. using all expectations about possible cash flows instead of the single most likely cash flow (“traditional approach”). The expected cash flow approach was considered more appropriate in light of the increasing uncertainty pertaining to the business outlook for our Steam vessels. As of December 31, 2022, the Group’s management established its expectations for recovering each Steam vessel’s carrying amount in the form of two alternative scenarios: (a) continued operation of the vessel until the end of its useful economic life or (b) sale (at fair value less costs to sell) post expiry of its charter party agreement currently in effect. Appropriate probabilities were determined and assigned to each probable outcome, taking into account management’s established strategic goals and tactical objectives with respect to vessels’ operation and residual value risk management. In both scenarios, estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. The projection of cash flows related to vessels is complex and requires management to make various estimates. The assumptions that the Group used in its discounted projected net operating cash flow analysis included, among others, utilization, operating revenues, voyage expenses and commissions, dry-docking costs, operating expenses (including vessel management costs), residual values, fair values less costs to sell and the discount rate. The key assumptions, being those to which the outcome of the impairment assessment is most sensitive, are the estimates of long-term charter rates for non-contracted revenue days and the discount rate.

Revenue assumptions were based on contracted time charter rates up to the end of the current contract for each vessel, as well as the estimated average time charter rates for the remaining life of the vessel after the completion of its current contract. The revenue assumptions exclude days of scheduled off-hire based on the fleet’s historical performance and internal forecasts. The estimated daily time charter rates used for non-contracted revenue days after the completion of the current time charter are based on a combination of (i) recent charter market rates, (ii) conditions existing in the LNG market as of December 31, 2022, (iii) historical average time charter rates, based on publications by independent third party maritime research services (“maritime research publications”), (iv) estimated future time charter rates, based on maritime research publications that provide such forecasts and (v) management’s internal assessment of long-term charter rates achievable by each class of vessel.

Recognizing that the LNG industry is cyclical and subject to significant volatility based on factors beyond our control, management believes that the use of the revenue estimates discussed above to be reasonable as of the reporting date. We have assumed no inflation nor any other revenue escalation or growth factors in determining forecasted time charter rates beyond the contracted charter period through the end of a vessel’s useful life, consistent with long-run historical evidence and industry expectations.

We used an annual operating expenses escalation factor equal to 1% based on its historical data and experience, as well as expectations of future inflation on operating and dry-docking costs. Estimates for the remaining useful lives of the current fleet and residual and scrap values are the same as those used for our depreciation policy. All estimates used and assumptions made were in accordance with our internal budgets and historical experience of the shipping industry, taking into account the effect of observable inflationary pressures as of December 31, 2022.

In our impairment assessment as of December 31, 2022, the rate used to discount future estimated cash flows to their present values was 8.4% (7.5% as of December 31, 2021). This was based on an estimated weighted average cost of capital calculated using cost of equity and cost of debt components, adjusted also for vessel-specific risks and uncertainties, as applicable to each probable outcome.

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The recoverable amounts (values in use) for three of the four Steam vessels calculated as per above were lower than the respective carrying amounts of those vessels and, consequently, an impairment loss of \$11.4 million was recognized as of December 31, 2022.

The table below sets forth in U.S. dollars (i) the historical acquisition cost of our vessels and (ii) the carrying value of each of our vessels as of December 31, 2021 and December 31, 2022, after giving effect to an aggregate impairment charge of \$142.7 million recorded against the *GasLog Salem* and our six Steam vessels for the year ended December 31, 2021 and an aggregate impairment charge of \$68.3 million recorded against the *Alexandroupoli*, the *GasLog Skagen* and five Steam vessels for the year ended December 31, 2022.

Vessel	Built Date	Cargo capacity (cbm)	Acquisition cost	Carrying values <sup>(1)</sup> (in thousands of U.S. dollars)	
				December 31, 2021	December 31, 2022
<i>GasLog Savannah</i> <sup>(4)</sup>	May 2010	155,000	\$ 229,795	\$ 162,439	\$ 155,484
<i>GasLog Singapore</i> <sup>(4)</sup>	July 2010	155,000	241,396	175,102	167,683
<i>GasLog Shanghai</i> <sup>(3)</sup>	January 2013	155,000	189,233	81,651	64,730
<i>GasLog Santiago</i> <sup>(6)</sup>	March 2013	155,000	189,111	153,489	148,302
<i>GasLog Sydney</i> <sup>(4)</sup>	May 2013	155,000	195,429	160,777	155,140
<i>GasLog Skagen</i> <sup>(3)</sup>	July 2013	155,000	195,338	161,490	71,299
<i>Alexandroupoli</i> <sup>(2)(5)</sup>	June 2010	153,600	162,338	128,422	104,326
<i>GasLog Seattle</i> <sup>(4)</sup>	December 2013	155,000	201,198	158,048	152,125
<i>Methane Rita Andrea</i> <sup>(5)</sup>	April 2006	145,000	156,613	67,697	64,256
<i>Methane Jane Elizabeth</i> <sup>(5)</sup>	June 2006	145,000	156,613	70,149	65,408
<i>GasLog Athens (ex Methane Lydon Volney)</i> <sup>(5)</sup>	August 2006	145,000	158,298	72,684	64,115
<i>Methane Alison Victoria</i> <sup>(5)</sup>	May 2007	145,000	156,610	71,587	64,992
<i>Methane Shirley Elisabeth</i> <sup>(3)</sup>	March 2007	145,000	156,599	69,069	—
<i>Methane Heather Sally</i> <sup>(3)</sup>	June 2007	145,000	156,599	75,964	28,428
<i>Solaris</i> <sup>(6)</sup>	June 2014	155,000	201,849	161,331	156,629
<i>GasLog Saratoga</i> <sup>(4)</sup>	December 2014	155,000	204,146	167,836	161,776
<i>Methane Julia Louise</i> <sup>(4)</sup>	April 2010	170,000	232,334	189,373	180,895
<i>Methane Becki Anne</i> <sup>(4)</sup>	September 2010	170,000	232,334	189,654	181,501
<i>GasLog Salem</i> <sup>(3)</sup>	April 2015	155,000	204,573	85,531	67,799
<i>GasLog Greece</i> <sup>(6)</sup>	March 2016	174,000	208,971	176,793	170,990
<i>GasLog Glasgow</i> <sup>(6)</sup>	June 2016	174,000	208,471	177,588	172,067
<i>GasLog Geneva</i> <sup>(6)</sup>	September 2016	174,000	203,867	175,100	169,312
<i>GasLog Gibraltar</i> <sup>(6)</sup>	October 2016	174,000	203,738	175,444	169,699
<i>GasLog Houston</i> <sup>(6)</sup>	January 2018	174,000	207,784	184,306	181,428
<i>GasLog Genoa</i> <sup>(6)</sup>	March 2018	174,000	219,436	196,214	189,983
<i>GasLog Hong Kong</i> <sup>(6)</sup>	March 2018	174,000	214,946	191,798	185,968
<i>GasLog Gladstone</i> <sup>(6)</sup>	March 2019	174,000	217,609	200,319	194,072
<i>GasLog Warsaw</i> <sup>(6)</sup>	July 2019	180,000	189,261	176,186	170,829
<i>GasLog Windsor</i> <sup>(6)</sup>	April 2020	180,000	191,096	181,380	175,821
<i>GasLog Wales</i> <sup>(6)</sup>	May 2020	180,000	186,216	176,961	171,512
<i>GasLog Westminster</i> <sup>(6)</sup>	July 2020	180,000	185,813	178,232	172,798
<i>GasLog Georgetown</i> <sup>(6)</sup>	November 2020	174,000	184,815	178,866	173,453
<i>GasLog Galveston</i> <sup>(6)</sup>	January 2021	174,000	184,459	179,084	173,689
<i>GasLog Wellington</i> <sup>(6)</sup>	June 2021	180,000	191,558	188,485	182,892
<i>GasLog Winchester</i> <sup>(6)</sup>	August 2021	180,000	191,791	189,789	184,172
<b>Total</b>			<b>\$ 6,810,237</b>	<b>\$ 5,328,838</b>	<b>\$ 4,893,573</b>

(1) Our owned and bareboat vessels are stated at carrying values (see Note 6 and Note 7 to our consolidated financial statements included elsewhere in this annual report). An aggregate impairment loss of \$142.7 million was recorded for the year ended December 31, 2021. An aggregate impairment loss of \$68.3 million was recorded for the year ended December 31, 2022.

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- (2) Indicates a vessel which was remeasured at the lower of its carrying amount and its recoverable amount (value in use), resulting in the recognition of an impairment loss of \$19.4 million in the year ended December 31, 2022.
- (3) Indicates vessels which have been remeasured at the lower of their carrying amounts and fair values less costs to sell pursuant to sale or sale and leaseback agreements with third parties. In the year ended December 31, 2022, an impairment loss of \$9.5 million was recognized with respect to the sale and leaseback of the *GasLog Skagen* and an aggregate impairment loss of \$28.0 million with respect to the sale of the *Methane Shirley Elisabeth* and the sale and leaseback of the *Methane Heather Sally*. Each vessel sold and leased-back is recognized as a right-of-use asset at an amount equal to the proportion of its previous carrying amount that reflects the right-of-use retained. No impairment indicators were identified with respect to such assets as of December 31, 2022.
- (4) Indicates our TFDE vessels for which, as of December 31, 2022, the basic charter-free market value is lower than the vessel's carrying value but no impairment indicators were identified for these vessels as described above. The aggregate carrying value of these vessels exceeds their aggregate basic charter-free market value by \$105.1 million as of December 31, 2022.
- (5) Indicates our Steam vessels for which, as of December 31, 2022, the basic charter-free market value is lower than the vessel's carrying value and impairment indicators were identified for these vessels as described above. After the recognition of an impairment loss of \$11.4 million with respect to the *Methane Jane Elizabeth*, the *GasLog Athens* and the *Methane Alison Victoria*, the aggregate carrying value of these vessels exceeds their aggregate basic charter-free market value by \$24.0 million as of December 31, 2022.
- (6) Indicates vessels for which, as of December 31, 2022, the basic charter-free market value is higher than the vessel's carrying value.

As a result of its impairment assessments for the year ended December 31, 2022, the Group recognized an aggregate non-cash impairment loss of \$68.3 million for the *Alexandroupoli*, the *GasLog Skagen* and four Steam vessels and determined there was no impairment (or reversal of impairment) for its remaining owned and bareboat on-the-water fleet, comprising 15 TFDE vessels, 12 X-DF vessels and one Steam vessel.

In connection with the impairment testing of our Steam vessels as of December 31, 2022, for the Steam vessel with a recoverable amount higher than its carrying amount, we performed a sensitivity analysis using the most difficult, subjective, or complex assumption that has the potential to affect the outcome of the impairment exercise, which is the average re-chartering hire rate used to forecast future cash flows for non-contracted days. The following table summarizes the average results of the sensitivity analysis that we performed for the Steam vessel for which no impairment loss was recognized.

Vessel	Average re-chartering hire rate used <sup>(1)</sup>	Average break-even re-chartering hire rate <sup>(2)</sup>	Variance (Amount)	Variance (%)
<i>Methane Rita Andrea</i> <sup>(3)</sup>	\$ 35,179	\$ 28,955	\$ 6,224	18 %

- (1) The average re-chartering hire rate used in our impairment testing is the average re-chartering rate based on which we estimated the revenues for the remaining useful life of the respective vessel after the expiry of its contracted period.
- (2) The average break-even re-chartering hire rate is the average of the contracted charter rate that, if used in the discounted projected net operating cash flows of the impairment testing after the expiry of the vessel's contracted period, would result in discounted total cash flows being equal to the carrying value of the vessel.
- (3) In the year ended December 31, 2021, an impairment loss of \$23.2 million was recognized with respect to this vessel.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

The following table sets forth information regarding our directors and executive officers. The business address of each of our executive officers and directors listed below is 69 Akti Miaouli, 18537 Piraeus, Greece. Our telephone number at that address is +30 210 459 1000. The following directors have been determined by our board of directors to be independent under the standards of the NYSE and the rules and regulations of the SEC: James C. Berner, Anthony S. Papadimitriou, Julian R. Metherell, Eduard Ruijs and Christian A.H. Synetos. Officers are elected from time to time by vote of our board of directors and hold office until a successor is elected.

Name	Age	Position
Peter G. Livanos	64	Chairman and Director
James C. Berner	53	Director
Julian R. Metherell	59	Director
Anthony S. Papadimitriou	67	Director
Eduard Ruijs	50	Former Director (resigned on March 1, 2023)
Christian A.H. Synetos	38	Director (appointed on March 1, 2023)
Paul A. Wogan <sup>(1)</sup>	60	Former Chief Executive Officer
Paolo Enoizi <sup>(1)</sup>	50	Chief Executive Officer
Achilleas Tasioulas	47	Chief Financial Officer
Konstantinos Karathanos <sup>(2)</sup>	49	Chief Operating Officer

<sup>(1)</sup> Mr. Wogan retired as CEO on March 9, 2022 and was retained as a consultant until June 30, 2022. Mr. Enoizi was appointed as CEO effective March 10, 2022.

<sup>(2)</sup> Mr. Karathanos was appointed Chief Operating Officer on February 11, 2022.

Certain biographical information about each of these individuals is set forth below.

**Peter G. Livanos** is our Chairman and a member of our board of directors. Mr. Livanos founded our subsidiary GasLog LNG Services in 2001 and was a director of our subsidiary GasLog Partners from the closing of its initial public offering in May 2014 until June 2020. He has served as our Chairman since the Company was incorporated in July 2003 and he held the role of chief executive officer (“CEO”) from January 2012 until January 2013. Mr. Livanos is the chairman of Ceres Shipping, an international shipping group. He also serves as chairman of several of Ceres Shipping’s subsidiaries, including DryLog Ltd., a company engaged in dry bulk shipping investments. In 1989 Mr. Livanos formed Seachem Tankers Ltd., which in 2000 combined with Odfjell ASA (later renamed Odfjell SE). He served on the board of directors of Odfjell SE until 2008. Mr. Livanos was appointed to the board of directors of Euronav NV, an independent owner and operator of oil tankers in 2005 and served until December 2015. Between April 2009 and July 2014 he was appointed Vice-Chairman of Euronav NV and from July 2014 to December 2015 he served as its Chairman. Mr. Livanos is a graduate of Columbia University.

**James C. Berner** was appointed to our Board in June 2021 and is a member of the Blackrock Global Infrastructure Funds team. Within the Fund Mr. Berner is responsible for deal origination, structuring, execution, monitoring, and exit strategy, focusing on the power generation, shipping and liquefied natural gas sectors. Prior to joining BlackRock in 2017, Mr. Berner was a Managing Director on the Energy Infrastructure team at First Reserve. Prior to joining First Reserve in 2011, Mr. Berner was a Managing Director at General Electric Capital Corporation in the Energy Financial Services division focused on energy investing and lending and worked in the USA, UK and Singapore. Mr. Berner holds a B.A. in History and Government from Cornell University, an M.B.A from the Wharton School and a M.A. in International Affairs from School of Advanced International Studies, Johns Hopkins University.

**Julian R. Metherell** has been a member of our board of directors since October 2011. Mr. Metherell is currently a director of MW&L Capital; he also sits on the board of a number of private companies including Wellsafe, Natural Capital Research and Chairman Mentors International. Mr. Metherell was the chief financial officer and a director of Genel Energy plc, a leading independent oil and gas exploration and production company operating in the Kurdistan Region of Iraq. Genel Energy plc is the successor to Vallares Plc, a publicly listed acquisition company which Mr. Metherell co-founded in April 2011. From 1999 to 2011, Mr. Metherell was a partner at The Goldman Sachs Group, Inc., where he served as chief executive officer of the UK investment banking division. Prior to joining Goldman Sachs, Mr. Metherell was a director in the European energy group at Dresdner Kleinwort, a London-based investment bank. Mr. Metherell was appointed to the board of directors and audit committee of GasLog Partners in August 2020. Mr. Metherell is a graduate of Manchester University, where he received a B.Sc. degree, and of Cambridge University, where he received an M.B.A.

**Anthony S. Papadimitriou** has been a member of our board of directors since November 2011, when he was designated by the Onassis Foundation to serve as one of our directors. Mr. Papadimitriou is the Founding partner of the law firm A.S. Papadimitriou and Partners, of which he was the Managing Partner from 1990 to 2018. From 1986 until 2005, Mr. Papadimitriou served as legal counsel for Olympic Shipping & Management S.A, an affiliate of the Onassis Foundation, and since 1995 he has been the coordinator of the Executive Committee of the commercial activities controlled by the Onassis Foundation. In addition, Mr. Papadimitriou has been a member of the board of directors of the Alexander S. Onassis Public Benefit Foundation since 1988, serving as the president of the Board since 2005. Mr. Papadimitriou is a graduate of the Athens University Law School and holds a postgraduate degree in maritime and transport law from the University of Aix-en-Provence, a B.Sc. from the London School of Economics and a Ph.D. from the National and Kapodistrian University of Athens. Mr. Papadimitriou was appointed to the Board of GasLog Partners in May 2015 and stepped down on January 31, 2019.

**Eduard Ruijs** was a member of our board of directors from June 2021 until his resignation in March 2023. Mr. Ruijs was a Managing Director of the Blackrock Global Infrastructure Funds team leading the London team and was responsible for investment origination, execution and exit strategy, focusing on the energy, digital and transport infrastructure sector in EMEA. From 2011 Mr. Ruijs led the London infrastructure investment team at First Reserve, which was acquired by BlackRock in June 2017. Prior to building the infrastructure franchise at First Reserve, Mr. Ruijs was an Investment Director & Partner with NIBC Infrastructure Partners, a Europe focused infrastructure fund manager. Mr. Ruijs was appointed to the Boards of Aramco Gas Pipelines, Tata Power Renewables, ADNOC Oil Pipelines, Kellas Midstream, Medgaz and Renovalia/Demex. Mr. Ruijs earned a M. Juris in Law and Economics from Oxford University where he was a Chevening Scholar; an MSc (DRS) in Economics and MA (Mr.) in Law from the Vrije Universiteit in Amsterdam, a Bachelor in Business Administration of Nijenrode University in the Netherlands, and obtained an Executive MBA from Michigan Business School as well as graduated from the Japan Prizewinners Programme at Leiden University in Tokyo.

**Christian A.H. Synetos** was appointed to our Board in March 2023 and is a member of the BlackRock Global Infrastructure Funds team where his responsibilities include investment origination and structuring, due diligence, execution, monitoring, and exit strategy in essential contracted infrastructure assets and businesses focusing on the long-term trends of decarbonization, decentralization and digitalization and has also been actively involved with investments in Renovalia, PetroFirst and PetroFirst II. Prior to joining BlackRock Global Infrastructure Funds team in 2012, Mr. Synetos spent 5 years with UBS Investment Bank in London where he focused on advising clients in the European utilities industry. Mr. Synetos graduated from Imperial College London with an MEng degree in mechanical engineering in 2007.

**Paul A. Wogan** was our CEO from January 2013 until March 9, 2022 and served as a consultant until June 30, 2022. Mr. Wogan was a member of our board of directors from May 2015 to June 2021. Mr. Wogan was appointed to the board of directors of GasLog Partners between August 2020 and August 2021 and was the CEO of GasLog Partners from September 2020 to August 2021. From 2008 until February 2012, Mr. Wogan served as senior independent director of Clarksons PLC. From 2000 to 2008, Mr. Wogan worked for Teekay Corporation, where from November 2003 to March 2008 he served as president of Teekay Tanker Services, with responsibility for the company's fleet of crude and product tankers. Prior to joining Teekay Corporation, Mr. Wogan served as chief executive officer of Seachem Tankers Ltd. From 2009 to 2014, Mr. Wogan was a non-executive director of Sure Wind Marine Ltd., a company that owns and operates vessels that provide services to the offshore wind industry. Mr. Wogan is a graduate of Exeter University and has an MBA from Cranfield School of Management.

**Paolo Enoizi** joined GasLog in August 2019 and was Chief Operating Officer (“COO”) from September 2019 to February 2022. On March 10, 2022, Mr. Enoizi was appointed CEO of GasLog. Mr. Enoizi was appointed CEO of GasLog Partners in August 2021. Prior to joining GasLog, Mr. Enoizi was most recently Managing Director of Stolt Tankers BV Rotterdam, a subsidiary of Stolt Nielsen Limited, where he was responsible for the operation of over 100 chemical tankers, 200 people ashore and over 4,000 seafarers. Prior to joining Stolt Nielsen in 2008, Mr. Enoizi was Managing Director of a family-owned ship management company. Mr. Enoizi is a director of HiLo Maritime Risk Management Limited, a not for profit joint industry initiative which uses a predictive mathematical model to enhance shipping industry safety, a council member of Intertanko and a member of the Global Maritime Forum. Mr. Enoizi has a Masters degree in Naval Architecture and Marine Engineering from the University of Genova.

**Achilleas Tasioulas** has served as our CFO and CFO of GasLog Partners since July 2020. He joined GasLog in October 2014 as Financial Controller and his role was expanded to Chief Risk Officer, Financial Controller and Head of Tax in August 2017 and Deputy CFO of GasLog in December 2019 and has over 14 years of experience in the shipping industry. During his years with GasLog he has been actively engaged in our growth and capital markets activity, as well as developing considerable experience in operations, corporate finance, treasury and risk management. Mr. Tasioulas is also a Board Member of Gastrade and a Director of several Group subsidiaries. Immediately prior to joining GasLog, Mr. Tasioulas was Corporate Controller for NYSE-listed Danaos Corporation for 6 years. He is an ICAEW Fellow Chartered Accountant, has an MSc in Project Analysis, Finance and Investments from the University of York and a BSc in Economics from the University of Macedonia in Greece. Furthermore, he has completed executive education programs in Advance Corporate Finance in London Business School and Strategic Financial Leadership in Stanford University Graduate School of Business.

**Konstantinos Karathanos** was appointed COO of GasLog and GasLog Partners on February 11, 2022. Prior to this he served as Deputy COO from November 2021 and General Manager Innovation and Technology from 2019. Mr. Karathanos joined the group in 2000 and from then to 2017 held several positions such as Fleet Manager, Project & Site Manager and Ship Manager. Prior to re-joining GasLog, Mr. Karathanos held the position of Technical Manager at Minerva Marine from 2017 to 2019. Mr. Karathanos has over 20 years of experience in the shipping industry specializing in LNG Carriers design and construction and Technical & Operational management as well as focusing on Energy and Performance with emphasis on Energy efficiency and decarbonization of the fleet. Mr. Karathanos has an Executive MBA from ALBA, the American College of Greece, an MSc in Thermal Power and Fluid Mechanics from the University of Manchester and a B.Eng. in Mechanical Engineering from Manchester Metropolitan University.

### ***Board Leadership Structure***

Our board leadership structure consists of our Chairman, and the chairmen of our board committees. Our operational management is headed by our CEO. The CEO is responsible for the day-to-day operations of the Company, which includes decisions relating to the Company’s general management and control of its affairs and business and works with our board in developing our business strategy. The board of directors does not have a policy mandating that the roles of CEO and Chairman be held by separate individuals, but believes that the separation of such roles at this time is appropriate and beneficial to shareholders.

### **B. Compensation of Directors and Senior Management**

Our non-executive directors receive:

- an annual fee of \$132,000;
- additional annual fees of \$50,000 to the chairman of the board, \$50,000 to the chairman of the audit and risk committee and \$30,000 to the chairmen of the compensation committee and safety and sustainability committee; and
- additional annual fees of \$25,000 to each member of the audit and risk committee and \$20,000 to each member of the compensation committee and safety and sustainability committee (in each case other than the chairmen of such committees).

The aggregate annual fees paid to non-executive directors in 2022 was \$925,000.

In addition, our directors receive reimbursement for their out-of-pocket expenses including travel costs. We do not have any service contracts with our directors that provide for benefits upon termination of their services.



For 2022, our executive officers were Paul Wogan, Achilleas Tasioulas, Paolo Enoizi and Konstantinos Karathanos. Paolo Enoizi was appointed CEO taking over from Paul Wogan, who was retained as a consultant until June 30, 2022, while Konstantinos Karathanos was appointed COO in February 2022 as a successor to Paolo Enoizi. Compensation for our executive officers in 2022 consisted of base salary and employee benefits that are generally provided to employees, including eligibility to receive a cash incentive bonus pursuant to our Management Incentive Plan, or “MIP”. The MIP provides all shore-based personnel (which includes our executive officers) an opportunity to earn a cash incentive payment, subject to the achievement of pre-established individual and Company performance objectives. Each participant’s target payout and the weightings assigned to the individual and Company performance objectives are dependent on the participant’s organization level. Company performance is measured against a number of key business indicators (KBI’s), multiplied by a Company Safety Factor, the results of which are overlaid with Board Discretion. Since 2021, the following KBIs are in place: a) Free Cash Flow per Share target (15.75%), b) Absolute Return on Invested Capital target (15.75%), c) Commercial Performance (22.5%), d) Operating Running Costs (18%), e) Vessel uptime (18%) and f) ESG Performance (10%).

The Company Safety factor is based on Personal Safety, Significant Incidents and Leading Indicators, in which falling short of the safety target may result in a corresponding reduction of the Company performance payout factor. Under the individual and Company performance objectives, stretch goals are established which determine the level of pay-out. The Board may exercise discretion to increase an individual’s payment to no more than 200.0% of his or her target payout. The amounts paid to our executive officers in 2022 pursuant to the MIP were determined based on the following weightings: Individual performance (40.0%) and Company performance (60.0%).

The aggregate amount of cash compensation, including cash incentive compensation, paid to our executive officers for the year ended December 31, 2022 was \$4.4 million.

In addition, our executive officers received cash-based profit-sharing incentive awards in accordance with terms and conditions as included in their respective agreements, or the “Plan”. On April 1, 2022, we granted our executive officers an aggregate of \$2.1 million under the Plan. The cash-based incentive plan vests incrementally with one quarter vesting on each of the two anniversaries of the grant dates and one half vesting on the third anniversary of the grant date, subject to the recipients’ continued service within each vesting period without performance conditions. In the event of early termination of service, any unvested portion will be treated in accordance with the Plan rules. We generally determine during the March meeting of the board of the directors each year which individuals, if any, will be eligible to receive cash-based compensation awards under the Plan for such year and the amount of awards each participant will be eligible to receive. In addition, we intend to grant such awards each year.

We did not set aside or accrue any amounts in the year ended December 31, 2022 to provide pension, retirement or similar benefits to our directors or executive officers.

### **C. Board Practices**

Our board of directors consists of five members. In accordance with the Shareholders Agreement the board of directors shall consist of five directors, two to be appointed by BlackRock and three by certain existing shareholders including Blenheim Holdings and Olympic LNG (the “Existing Shareholders”). See “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Shareholders’ Agreement”.

We are a “foreign private issuer” under the securities laws of the United States and the rules of the NYSE. Under the securities laws of the United States, “foreign private issuers” are subject to different disclosure requirements than U.S. domiciled registrants, as well as different financial reporting requirements. Under the NYSE rules, a “foreign private issuer” is subject to less stringent corporate governance requirements. Subject to certain exceptions, the rules of the NYSE permit a “foreign private issuer” to follow its home country practice in lieu of the listing requirements of the NYSE, including (i) the requirement that a nominating/corporate governance committee be established and (ii) the requirement of an annual performance evaluation of the compensation committee. We do not have a separate nominating/corporate governance committee and we complete biennial performance evaluation of the compensation committee. As a result, non-independent directors may, among other things, participate in resolving governance issues regarding our Company. Accordingly, in the future you may not have the same protections afforded to shareholders of companies that are subject to all of the NYSE corporate governance requirements.

Our board of directors meets regularly throughout the year. In 2022, the board met 9 times.



## **Committees of the Board of Directors**

### ***Audit and Risk Committee***

Our audit and risk committee consists of Messrs. Berner and Metherell with Mr. Metherell serving as the committee chairman. Our board of directors has affirmatively determined that each of these individuals meets the definition of “independent director” for purposes of serving on an audit committee under applicable SEC and NYSE rules. Mr. Metherell qualifies as an “audit committee financial expert”. The audit and risk committee is responsible for:

- the appointment and compensation (subject to any required shareholder approval or authorization) and retention and oversight of independent auditors and determining whether any non-audit services will be performed by such auditor;
- assisting the board of directors in overseeing our financial reporting process, the integrity of our financial statements, the independent auditors’ qualifications, independence and performance, the performance of our internal audit and financial risk management groups and our compliance with legal and regulatory requirements;
- annually reviewing the independent auditors’ report describing the auditing firm’s internal quality-control procedures, and any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm;
- discussing with management and the independent auditors, and making recommendations to our board regarding the approval of, the annual audited financial statements and any periodic financial statements;
- discussing earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, with management and the independent auditors;
- discussing policies with respect to financial risk assessment and risk management and monitoring our financial risk and risk management systems;
- meeting periodically and separately with management, our internal audit group and the independent auditors;
- reviewing with the independent auditors any audit problems or difficulties and management’s responses;
- setting clear hiring policies for employees or former employees of the independent auditors;
- annually reviewing the adequacy of the audit and risk committee’s written charter;
- periodically reviewing the budget, responsibilities and organizational structure of the internal audit department;
- establishing procedures for the consideration of all related-party transactions, including matters involving potential conflicts of interest;
- reporting regularly to the full board of directors; and
- handling such other matters that are specifically delegated to the audit and risk committee by the board of directors from time to time.

### ***Compensation Committee***

Our compensation committee consists of Messrs. Livanos, Berner and Papadimitriou, with Mr. Livanos serving as the committee chairman. The compensation committee is responsible for:

- making recommendations to the full board of directors with respect to the compensation of directors, senior management and other managerial employees reporting to the CEO;
- overseeing and making recommendations to the full board of directors with respect to any of the Company’s long-term incentive plans, including any equity-based compensation plans to be adopted; and

- handling such other matters that are specifically delegated to the compensation committee by the board of directors from time to time.

### ***Safety and Sustainability Committee***

Our safety and sustainability committee consists of Messrs. Livanos, Metherell, Ruijs (resigned in March 2023) and Synetos (appointed in March 2023), with Mr. Livanos serving as the committee chairman. The safety and sustainability committee is responsible for:

- overseeing and reviewing on an annual basis the Company's key policies in relation to safety and sustainability (including those relating to operational risks);
- overseeing and reviewing the development of the Company's Environmental, Social and Governance ("ESG") strategy;
- reviewing the Company's compliance with relevant legislation, regulation and recommendations for safety and sustainability in all operational areas;
- ensuring the appropriate training is provided for employees in relation to safety and sustainability;
- receiving reports from management relating to any serious accidents or fatalities and reviewing recommended actions to be taken by management in connection therewith; and
- monitoring the integrity and effectiveness of the non-financial statements of the Company and any other formal communications relating to the Company's performance in safety and sustainability.

### **Corporate Governance**

The board of directors and our Company's management engage in an ongoing review of our corporate governance practices in order to oversee our compliance with the applicable corporate governance rules of the NYSE and the SEC.

We have adopted a Code of Business Conduct and Ethics for all directors, officers, employees and agents of the Company.

This document and other important information on our governance are posted on our website and may be viewed at <http://www.gaslogltd.com>. The information contained on or connected to our website is not a part of this annual report. We will also provide a paper copy of any of these documents upon the written request of a shareholder at no cost. Shareholders may direct their requests to the attention of our General Counsel, c/o GasLog LNG Services Ltd., 69 Akti Miaouli, 18537 Piraeus, Greece.

### **Exemptions from NYSE Corporate Governance Rules**

Because we qualify as a foreign private issuer under SEC rules, we are permitted to follow the corporate governance practices of Bermuda (the jurisdiction in which we are incorporated) in lieu of certain NYSE corporate governance requirements that would otherwise be applicable to us. The NYSE rules do not require foreign private issuers like us to establish a nominating/corporate governance committee. Similarly, under Bermuda law, we are not required to have a nominating/corporate governance committee. Accordingly, we do not have a nominating/corporate governance committee.

### **D. Employees**

During 2022, we had an average of 152 full-time employees based in our offices in Piraeus, London and Singapore. In addition to our shore-based employees, we also employed (directly and through manning agents) approximately 2,204 seafaring staff serving on our owned and managed ships. As we grow, GasLog and its affiliates may expect to recruit a number of additional seafarers qualified to staff and operate our newbuildings, as well as a small number of shore-based personnel.

LNG marine transportation is a specialized area requiring technically skilled officers and personnel with specialized training. Attracting and retaining motivated, well-qualified seagoing and shore-based personnel is a top priority, and we offer our people competitive compensation packages and training and development opportunities. Through our ESG strategy, we are constantly aiming to improve the diversity, equity and inclusion of our workforce and management team, granting access and engagement to a wide pool of talent. In addition, we provide intensive onboard training for our officers and crews to instill a culture focused on the highest operational and safety standards. As a result, we have historically enjoyed high retention rates. In 2022, our retention rate was 96.1% for senior seagoing officers, 95.9% for other seagoing officers and 95.4% for shore staff.

Although we have historically experienced high employee retention rates, the demand for technically skilled officers and crews to serve on LNG carriers and FSRU vessels, and for shore-based employees with experience of operating and managing LNG vessels, has been increasing as the global fleet of LNG vessels continues to grow. This increased demand has and may continue to put inflationary cost pressure on ensuring qualified and well-trained crew are available to GasLog. However, we expect that the impact of cost increases and increased competition would be mitigated to some extent by adjustments to the GasLog salary and benefit structure and by certain provisions in some of our time charters, including automatic periodic adjustment and cost review provisions.

## **E. Share Ownership**

The common shares beneficially owned by our directors and executive officers and/or entities affiliated with these individuals is disclosed in “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders” below. For information regarding arrangements for involving the employees in the capital of the Company, see “Item 6. Directors, Senior Management and Employees—B. Compensation of Directors and Senior Management”.

## **ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

### **A. Major Shareholders**

The following table sets forth certain information regarding the beneficial ownership of our outstanding common shares as of February 24, 2023 held by:

- each of our executive officers;
- each of our directors;
- all our directors and officers as a group; and
- each holder known to us to beneficially own 5.0% or more of our shares;

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Beneficial ownership is determined in accordance with SEC rules. Percentage computations are based on 95,389,062 common shares outstanding as of February 24, 2023. Each issued and outstanding common share will entitle the shareholder to one vote. Information for certain holders is based on their latest filings with the SEC or information delivered to us. Except as noted below, the address of all shareholders, officers and directors identified in the table and the accompanying footnotes below is in care of our principal executive offices.

Name of Beneficial Owner	Common Shares Beneficially Owned	
	Number	Percent
<b>Directors and officers</b>		
Peter G. Livanos <sup>(1)</sup>	41,460,198	43.5 %
James C. Berner	—	—
Julian R. Metherell	*	*
Anthony S. Papadimitriou	—	—
Eduard Ruijs	—	—
Christian A.H. Synetos	—	—
Paul A. Wogan	—	—
Paolo Enoizi	—	—
Achilleas Tasioulas	—	—
Konstantinos Karathanos	—	—
<b>All directors and officers as a group</b>		
<b>Other 5.0% beneficial owners</b>		
Alexander S. Onassis Foundation <sup>(2)</sup>	11,164,904	11.7 %
BlackRock <sup>(3)</sup>	42,763,960	44.8 %

(1) By virtue of common shares held (a) directly, (b) indirectly through Blenheim Holdings, in which Mr. Livanos has a majority ownership interest, (c) indirectly through several entities whose share capital is owned by Mr. Livanos and (d) by several entities of which Mr. Livanos and/or members of his family are beneficiaries and for which Mr. Livanos serves as an officer and/or a board member. Mr. Livanos disclaims beneficial ownership of the shares held by the entities referenced in (d). Mr. Livanos can effectively control the Company through direct and indirect ownership interests.

(2) By virtue of common shares held indirectly through its wholly owned subsidiary, Olympic LNG Investments Ltd. A portion of the shares were acquired from the Company in a private placement in January 2014. The Alexander S. Onassis Public Benefit Foundation is the sole beneficiary of the assets and income of the Onassis Foundation, and as a result may be deemed to have indirect beneficial ownership of the shares.

(3) By virtue of common shares held indirectly through its wholly owned subsidiary, GEPIF III Crown BidCo L.P. acquired on June 6, 2021.

\* Less than 1.0%.

## **B. Related Party Transactions**

### **Relationship with GasLog Partners**

GasLog Partners was formed by us in January 2014 to acquire, own and operate LNG carriers engaged in LNG transportation under long-term charters, which we define as charters of five full years or more. In May 2014, the Partnership completed its initial public offering and its common units began trading on the NYSE.

On November 10, 2020, the Partnership announced its intention to engage with an independent advisor to assess its strategic alternatives. After a comprehensive analysis of the Partnership's corporate structure, assets, financial position, competitive environment and current and expected commercial market, it was concluded that:

- The Partnership will maintain its current corporate structure with GasLog as its general partner;
- The Partnership will continue to pursue an independent commercial and operational strategy of owning, operating, and acquiring LNG carriers; and
- Strategy remains an ongoing focus of our board of directors and we are open to entertaining all value-enhancing options for the business as we continue to reduce debt and enhance liquidity.

The Partnership conducts its operations through its vessel-owning subsidiaries and as of February 24, 2023, had a wholly owned and bareboat fleet of 14 LNG carriers. As of February 24, 2023, we hold a 33.2% ownership interest in the Partnership and, as a result of our ownership of the general partner and the fact that the general partner elects the majority of the Partnership's directors in accordance with the Partnership Agreement, we have the ability to control the Partnership's affairs and policies.

On January 24, 2023, GasLog delivered an unsolicited non-binding proposal to the Partnership's board of directors to acquire all of the outstanding Common Units not already beneficially owned by GasLog. For additional information, see "Item 4. Information on the Company—B. Business Overview—Overview".

### ***Quarterly Cash Dividends***

We are entitled to distributions on our general and limited partner interests in GasLog Partners. These interests consist of common units and general partner interests. Following a challenging number of years for capital markets in midstream energy, along with declining visibility in to the Partnership's future financial performance exacerbated by the COVID-19 pandemic related uncertainty in the near term LNG and LNG shipping markets, the Partnership's board of directors decided to reduce its quarterly cash distributions on common units to \$0.01 per unit from the third quarter of 2020.

As holder of the 2.0% general partner interest in GasLog Partners, we are entitled to 2.0% of all distributions made by GasLog Partners prior to its liquidation. The general partner, our wholly owned subsidiary, has the right, but not the obligation, to contribute a proportionate amount of capital to GasLog Partners to maintain its 2.0% general partner interest if the Partnership issues additional units.

We received total distributions from GasLog Partners of \$0.7 million in 2022.

### ***Omnibus Agreement***

On May 12, 2014, we entered into an omnibus agreement with GasLog Partners and certain of its subsidiaries. The following discussion describes certain provisions of the omnibus agreement.

#### ***Noncompetition; Five-Year Vessel Restricted Business Opportunities***

Under the omnibus agreement, we have agreed, and have caused our controlled affiliates (other than GasLog Partners, its general partner and its subsidiaries) to agree, not to acquire, own, operate or charter any LNG carrier with a cargo capacity greater than 75,000 cbm engaged in oceangoing LNG transportation under a charter for five full years or more without, within 30 calendar days after the consummation of the acquisition or the commencement of the operations or charter of such a vessel, notifying and offering GasLog Partners the opportunity to purchase such a vessel at fair market value. For purposes of this section, we refer to these vessels, together with any related charters, as "Five-Year Vessels" and to all other LNG carriers, together with any related charters, as "Non-Five-Year Vessels". The restrictions in this paragraph will not prevent us or any of our controlled affiliates (other than GasLog Partners and its subsidiaries) from:

- (1) acquiring, owning, operating or chartering Non-Five-Year Vessels;
- (2) acquiring one or more Five-Year Vessels if we promptly offer to sell the vessel to GasLog Partners for the acquisition price plus any administrative costs (including re-flagging and reasonable legal costs) associated with the transfer to GasLog Partners at the time of the acquisition;
- (3) putting a Non-Five-Year Vessel under charter for five full years or more if we offer to sell the vessel to GasLog Partners for fair market value (x) promptly after the time it becomes a Five-Year Vessel and (y) at each renewal or extension of that charter for five full years or more;

- (4) acquiring one or more Five-Year Vessels as part of the acquisition of a controlling interest in a business or package of assets and owning, operating or chartering those vessels; provided, however, that:
  - (a) if less than a majority of the value of the business or assets acquired is attributable to Five-Year Vessels, as determined in good faith by our board of directors, we must offer to sell such vessels to GasLog Partners for their fair market value plus any additional tax or other similar costs that we incur in connection with the acquisition and the transfer of such vessels to GasLog Partners separate from the acquired business; and
  - (b) if a majority or more of the value of the business or assets acquired is attributable to Five-Year Vessels, as determined in good faith by our board of directors, we must notify GasLog Partners of the proposed acquisition in advance. Not later than 30 days following receipt of such notice, GasLog Partners will notify us if it wishes to acquire such vessels in cooperation and simultaneously with us acquiring the Non-Five-Year Vessels. If GasLog Partners does not notify us of its intent to pursue the acquisition within 30 days, we may proceed with the acquisition and then offer to sell such vessels to GasLog Partners as provided in (a) above;
- (5) acquiring a non-controlling equity ownership, voting or profit participation interest in any company, business or pool of assets;
- (6) acquiring, owning, operating or chartering any Five-Year Vessel if GasLog Partners does not fulfill its obligation to purchase such vessel in accordance with the terms of any existing or future agreement;
- (7) acquiring, owning, operating or chartering a Five-Year Vessel subject to the offers to GasLog Partners described in paragraphs (2), (3) and (4) above pending its determination whether to accept such offers and pending the closing of any offers it accepts;
- (8) providing ship management services relating to any vessel;
- (9) owning or operating any Five-Year Vessel that we owned on the closing date of GasLog Partners' IPO and that was not part of its fleet as of such date; or
- (10) acquiring, owning, operating or chartering a Five-Year Vessel if GasLog Partners has previously advised us that it consents to such acquisition, ownership, operation or charter.

If we or any of our controlled affiliates (other than GasLog Partners, its general partner or its subsidiaries) acquires, owns, operates or charters Five-Year Vessels pursuant to any of the exceptions described above, we may not subsequently expand that portion of our business other than pursuant to those exceptions. However, such Five-Year Vessels could eventually compete with GasLog Partners' vessels upon their re-chartering.

In addition, under the omnibus agreement GasLog Partners has agreed, and has caused its subsidiaries to agree, to acquire, own, operate or charter Five-Year Vessels only. The restrictions in this paragraph will not:

- (1) prevent GasLog Partners or any of its subsidiaries from owning, operating or chartering any Non-Five-Year Vessel that was previously a Five-Year Vessel while owned by GasLog Partners or any of its subsidiaries;
- (2) prevent GasLog Partners or any of its subsidiaries from acquiring Non-Five-Year Vessels as part of the acquisition of a controlling interest in a business or package of assets and owning, operating or chartering those vessels; provided, however, that:
  - (a) if less than a majority of the value of the business or assets acquired is attributable to Non-Five-Year Vessels, as determined in good faith by GasLog Partners, the Partnership must offer to sell such vessels to us for their fair market value plus any additional tax or other similar costs that GasLog Partners incurs in connection with the acquisition and the transfer of such vessels to us separate from the acquired business; and

- (b) if a majority or more of the value of the business or assets acquired is attributable to Non-Five-Year Vessels, as determined in good faith by GasLog Partners, the Partnership must notify us of the proposed acquisition in advance. Not later than 30 days following receipt of such notice, we must notify GasLog Partners if we wish to acquire the Non-Five-Year Vessels in cooperation and simultaneously with GasLog Partners acquiring the Five-Year Vessels. If we do not notify GasLog Partners of our intent to pursue the acquisition within 30 days, the Partnership may proceed with the acquisition and then offer to sell such vessels to us as provided in (a) above;
- (3) prevent GasLog Partners or any of its subsidiaries from acquiring, owning, operating or chartering any Non-Five-Year Vessels subject to the offer to us described in paragraph (2) above, pending our determination whether to accept such offer and pending the closing of any offer we accept; or
- (4) prevent GasLog Partners or any of its subsidiaries from acquiring, owning, operating or chartering Non-Five-Year Vessels if we have previously advised the Partnership that we consent to such acquisition, ownership, operation or charter.

If GasLog Partners or any of its subsidiaries acquires, owns, operates or charters Non-Five-Year Vessels pursuant to any of the exceptions described above, neither the Partnership nor any subsidiary may subsequently expand that portion of its business other than pursuant to those exceptions.

During the 30-day period after our notice and offer of an opportunity to purchase a Five-Year Vessel, we and GasLog Partners will negotiate in good faith to reach an agreement on the fair market value (and any applicable break-up costs) of the relevant vessel. If we do not reach an agreement within such 30-day period, a mutually-agreed upon investment banking firm, ship broker or other expert advisor will be engaged to determine the fair market value (and any applicable break-up costs) of the relevant vessel and other outstanding terms, and GasLog Partners will have the option, but not the obligation, to purchase the relevant vessel on such terms. GasLog Partners' ability to consummate the acquisition of such Five-Year Vessel from us will be subject to obtaining any consents of governmental authorities and other non-affiliated third parties and to all agreements existing with respect to such Five-Year Vessel. Under the omnibus agreement, we will indemnify GasLog Partners against losses arising from the failure to obtain any consent or governmental permit necessary to own or operate the fleet in substantially the same manner that the vessels were owned and operated by us immediately prior to the Partnership's acquisition of such vessels. See "—Indemnification".

Upon a change of control of GasLog Partners or its general partner, the noncompetition provisions of the omnibus agreement will terminate immediately. Upon a change of control of GasLog, the noncompetition provisions of the omnibus agreement applicable to us will terminate on the date of the change of control. On the date on which a majority of GasLog Partners' directors ceases to consist of directors that were (1) appointed by the Partnership's general partner prior to its first annual meeting of unitholders and (2) recommended for election by a majority of the Partnership's appointed directors, the noncompetition provisions applicable to us shall terminate immediately. The Merger Agreement between GasLog and GEPIF will not result in a change of control of GasLog Partners due to the Rolling Shareholders maintaining the majority of the outstanding common shares of GasLog post the Transaction.

#### *LNG Carrier Purchase Options*

Under the omnibus agreement entered into with GasLog Partners and certain of its subsidiaries in connection with the Partnership's initial public offering, GasLog Partners has the option to purchase from us any LNG carrier with a cargo capacity greater than 75,000 cbm engaged in oceangoing LNG transportation under a charter for five full years or more, within 30 calendar days after the consummation of the acquisition or the commencement of the operations or charter of such a vessel.

GasLog Partners' option to purchase is at fair market value as determined pursuant to the omnibus agreement. If we and GasLog Partners are unable to agree upon the fair market value of any of these optional vessels, the respective fair market values will be determined by a mutually acceptable investment banking firm, ship broker or other expert advisor, and GasLog Partners will have the right, but not the obligation, to purchase the vessel at such price. GasLog Partners' ability to consummate the acquisition of such vessels from us will be subject to obtaining any consents of governmental authorities and other non-affiliated third parties and to all agreements existing as of the closing date in respect of such vessels.

On the date on which a majority of GasLog Partners' directors ceases to consist of directors that were (1) appointed by the Partnership's general partner prior to its first annual meeting of unitholders and (2) recommended for election by a majority of the Partnership's appointed directors, the LNG carrier purchase options shall terminate immediately.



### *Rights of First Offer*

Under the omnibus agreement, we and our subsidiaries have granted to GasLog Partners a right of first offer on any proposed sale, transfer or other disposition of any Five-Year Vessels or Non-Five-Year Vessels owned by us. Under the omnibus agreement, GasLog Partners and its subsidiaries have agreed to grant a similar right of first offer to us for any Five-Year Vessels they might own. These rights of first offer will not apply to a (i) sale, transfer or other disposition of vessels between any affiliated subsidiaries or pursuant to the terms of any current or future charter or other agreement with a charter party or (ii) merger with or into, or sale of substantially all of the assets to, an unaffiliated third party.

Prior to engaging in any negotiation regarding any vessel disposition with respect to a Five-Year Vessel with an unaffiliated third party or any Non-Five-Year Vessel, we or GasLog Partners, as the case may be, will deliver a written notice to the other relevant party setting forth the material terms and conditions of the proposed transaction. During the 30-day period after the delivery of such notice, we and GasLog Partners, as the case may be, will negotiate in good faith to reach an agreement on the transaction. If we do not reach an agreement within such 30-day period, we or GasLog Partners, as the case may be, will be able within the next 180 calendar days to sell, transfer, dispose or re-charter the vessel to a third party (or to agree in writing to undertake such transaction with a third party) on terms generally no less favorable to us or GasLog Partners, as the case may be, than those offered pursuant to the written notice. Our ability to consummate the acquisition of such Five-Year Vessel from GasLog Partners will be subject to obtaining any consents of governmental authorities and other non-affiliated third parties and to all agreements existing in respect of such Five-Year Vessel.

Upon a change of control of GasLog Partners or its general partner, the right of first offer provisions of the omnibus agreement will terminate immediately. Upon a change of control of us, the right of first offer provisions applicable to GasLog under the omnibus agreement will terminate on the date of the change of control. On the date on which a majority of GasLog Partners' directors ceases to consist of directors that were (i) appointed by the Partnership's general partner prior to its first annual meeting of unitholders and (ii) recommended for election by a majority of the Partnership's appointed directors, the provisions related to the rights of first offer granted to the Partnership by us shall terminate immediately.

For purposes of the omnibus agreement, a "change of control" means, with respect to any "applicable person", any of the following events: (a) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the applicable person's assets to any other person, unless immediately following such sale, lease, exchange or other transfer such assets are owned, directly or indirectly, by the applicable person; (b) the consolidation or merger of the applicable person with or into another person pursuant to a transaction in which the outstanding voting securities of the applicable person are changed into or exchanged for cash, securities or other property, other than any such transaction where (i) the outstanding voting securities of the applicable person are changed into or exchanged for voting securities of the surviving person or its parent and (ii) the holders of the voting securities of the applicable person immediately prior to such transaction own, directly or indirectly, not less than a majority of the outstanding voting securities of the surviving person or its parent immediately after such transaction; and (c) a "person" or "group" (within the meaning of Sections 13(d) or 14(d)(2) of the Securities Exchange Act of 1934, or the "Exchange Act"), other than us or our affiliates with respect to the general partner, being or becoming the "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) of more than 50.0% of all of the then outstanding voting securities of the applicable person, except in a merger or consolidation which would not constitute a change of control under clause (b) above.

### *Indemnification*

Under the omnibus agreement, we will indemnify GasLog Partners after the closing of its IPO for a period of five years (and we will indemnify the Partnership for a period of at least three years after its purchase of any vessels subject to purchase options, if applicable) against certain environmental and toxic tort liabilities with respect to the vessels that are contributed or sold to the Partnership to the extent arising prior to the time such vessels were contributed or sold to the Partnership. Liabilities resulting from a change in law after the closing of the IPO are excluded from the environmental indemnity. There is an aggregate cap of \$5.0 million on the amount of indemnity coverage provided by us for environmental and toxic tort liabilities. No claim may be made unless the aggregate dollar amount of all claims exceeds \$0.5 million, in which case we are liable for claims only to the extent such aggregate amount exceeds \$0.5 million.

We will also indemnify GasLog Partners for liabilities related to:

- certain defects in title to GasLog Partners' initial fleet and any failure to obtain, prior to the time they were contributed to the Partnership, certain consents and permits necessary to conduct the Partnership's business, which liabilities arise within three years after the closing of the Partnership's IPO; and
- certain tax liabilities attributable to the operation of the assets contributed or sold to the Partnership prior to the time they were contributed or sold.

### **Restrictive Covenant Agreement**

On April 4, 2012, Peter G. Livanos and Blenheim Holdings entered into a Restrictive Covenant Agreement with us, pursuant to which Mr. Livanos is prohibited from directly or indirectly owning, operating or managing LNG vessels, other than pursuant to his involvement with us. The restrictions will terminate in the event that Mr. Livanos ceases to beneficially own at least 20.0% of our issued and outstanding share capital.

Notwithstanding these restrictions, Mr. Livanos is permitted to engage in the following activities:

- passive ownership (a) of minority interests in any business that is not primarily engaged in owning, operating or managing LNG vessels or (b) constituting less than 5.0% of any publicly listed company; and
- non-passive participation in a business that acquires an interest in the ownership, operation or management of LNG vessels, provided that as promptly as reasonably practicable either (A) the business enters into an agreement to dispose of such competitive activity and such disposition is completed within a reasonable time, or (B) Mr. Livanos's participation in such business is changed so as to satisfy the exception for passive ownership of minority interests in a business that is not primarily engaged in a competitive activity.

The restrictions described above do not apply to transactions by independent fund managers not acting under the direction or control of Mr. Livanos or Blenheim Holdings.

As noted above, Mr. Livanos and Blenheim Holdings are permitted under the terms of the restrictive covenant agreement to dispose of our common shares in the following circumstances:

- pursuant to any transfer by Blenheim Holdings to its shareholders (including any division of the ownership interests in Blenheim Holdings of Mr. Livanos), provided that the transferee or transferees agree to be bound by the share transfer restrictions of the restrictive covenant agreement;
- pursuant to any private sale to a strategic investor in the Company, provided that the strategic investor agrees to be bound by the share transfer restrictions of the restrictive covenant agreement;
- in connection with any sale or transfer that would result in a change in control of the Company, provided that such change in control has been approved by our board of directors; and
- in transactions relating to shares acquired following the effective date of the restrictive covenant agreement.

For purposes of the restrictive covenant agreement, a "change of control" means Mr. Livanos and Blenheim Holdings cease to beneficially own, in the aggregate, at least 38.0% of the issued and outstanding share capital of the Company. The share transfer restrictions described above will terminate as to any person that ceases to beneficially own, or does not beneficially own, at least 20.0% of our issued and outstanding share capital.

## **Indemnification Agreements**

We have entered into indemnification agreements with our directors and officers which provide, among other things, that we will indemnify our directors and officers, under the circumstances and to the extent provided for therein, for expenses, damages, judgments, fines, settlements and fees that they may be required to pay in actions or proceedings to which they are or may be made a party by reason of such person's position as a director, officer, employee or other agent of the Company, subject to, and to the maximum extent permitted by, applicable law.

## **Office Space and Related Arrangements**

Through our subsidiary GasLog LNG Services, we lease our office space in Piraeus, Greece from an entity controlled by Ceres Shipping, Nea Dimitra Ktimatikh Kai Emporikh S.A. The lease agreement is filed with the Greek authorities, and has been entered into on market rates.

GasLog LNG Services has also entered into an agreement with Seres S.A., an entity controlled by the Livanos family, for the latter to provide catering services to the staff based in our Piraeus office. Amounts paid pursuant to the agreement are generally less than €10 per person per day, but are slightly higher on special occasions. In addition, GasLog LNG Services has entered into an agreement with Seres S.A. for the latter to provide telephone and documentation services for our staff based in Piraeus. Amounts paid pursuant to the agreement are less than €100,000 per year.

## **Egypt LNG**

We have a 25.0% ownership interest in Egypt LNG, whose principal asset is the LNG carrier *Methane Nile Eagle*, which is currently operating under a 20-year time charter with a subsidiary of Shell. Pursuant to a ship management agreement between GasLog LNG Services and Egypt LNG, the vessel has operated under our technical management since its delivery. From January 1, 2022 to December 31, 2022, we received a total of approximately \$0.7 million in revenues from Egypt LNG in respect of our vessel management services.

## **Consulting Services Agreements**

In December 2020, GasLog and GasLog Partners reached agreement with Ceres Shipping Enterprises S.A. ("Ceres Shipping Enterprises"), an entity controlled by the Livanos family, to pay a fee of US\$1.0 million to Ceres Shipping Enterprises in consideration of the provision of services provided by employees of Ceres Shipping Enterprises in support of the refinancing of all GasLog and GasLog Partners bank debt maturities due in 2021. The US\$1.0 million fee was paid 60% by GasLog and 40% by GasLog Partners.

In February 2021, GasLog agreed with Ceres Shipping Enterprises that if GasLog proceeds with the refinancing of the 8.875% Senior Notes due 2022, Ceres Shipping Enterprises will receive a fee equal to 10% of the total fees paid by the Company to investment banks in the refinancing process. The fee payable to Ceres Shipping Enterprises was in consideration of the provision of services provided by employees of Ceres Shipping Enterprises in support of the refinancing. The US\$487,500 fee was paid in December 2021.

## **Merger Agreement**

On February 22, 2021, we announced that GasLog had entered into a Merger Agreement with GEPIF. Under the Merger Agreement, GEPIF would acquire all of the outstanding common shares of GasLog that were not held by the Rolling Shareholders of GasLog in exchange for \$5.80 in cash per common share (the "Merger Consideration").

GasLog announced on June 9, 2021, the completion of the Transaction with GEPIF following the special general meeting of GasLog's shareholders held virtually on June 4, 2021, where the Transaction and the related agreements (i) the previously announced Merger Agreement, (ii) the merger and (iii) the statutory merger agreement contemplated by the Merger Agreement, received the requisite approval of GasLog's shareholders required by the Agreement and Plan of Merger, dated as of February 21, 2021 (and subsequently amended on April 20, 2021).

Trading in GasLog's common shares on the NYSE, was suspended with immediate effect and the delisting of the common shares from the NYSE became effective on June 21, 2021. GasLog's 8.75% Series A Cumulative Redeemable Perpetual Preference Shares remain outstanding and continue to trade in the NYSE.

Pursuant to the Rolling Shareholders Agreement (the "Rollover Agreement"), following the consummation of the Transaction on June 9, 2021, certain existing shareholders, including Blenheim Holdings, which is wholly owned by the Livanos family, and a wholly owned affiliate of the Onassis Foundation, hold approximately 55.2% of the outstanding common shares of GasLog Ltd. and GEPIF holds approximately 44.8%.

### **Shareholders' Agreement**

On June 9, 2021 following the consummation of the Transaction GEPIF, Blenheim Holdings, Blenheim Special, Olympic LNG and the Company entered into a Shareholders' Agreement with respect to corporate governance and other matters of the Company and the Common Shares. The Shareholders' Agreement details company board representation, board committees, quorum for board and committee meetings and how to manage conflicts of interest. In addition, the Shareholders' Agreement covers restrictions on the transfer of common shares, rights of first offer and tag along rights, dividend policy, audit rights and tax matters. The Shareholders' Agreement also lists matters that require the prior approval of the GEPIF and Blenheim Holdings. In addition, Peter G. Livanos holds a proxy to vote the shares of the Rolling Shareholders under the terms of the Shareholders' Agreement and, as a result of holding such proxy, controls more than a majority of the voting stock of the Company and controls the right to appoint a majority of the board of the Company.

### **Other Related Party Transactions**

For a description of additional related party transactions, see Note 21 to our consolidated financial statements included elsewhere in this annual report.

### **Procedures for Review and Approval of Related Party Transactions**

Related party transactions, which means transactions in which the Company or one of its subsidiaries is a participant and any of the Company's directors, executive officers or significant shareholders, or any members of their immediate families or entities controlled by them, have a direct or indirect interest, will be subject to review and approval or ratification by our audit and risk committee in accordance with the Related Party Transaction Policy adopted by such committee.

### **C. Interests of Experts and Counsel**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

### **A. Consolidated Statements and Other Financial Information**

See "Item 18. Financial Statements" below.

### **Legal Proceedings**

We have not been involved in any legal proceedings that we believe may have a significant effect on our business, financial position, results of operations or liquidity, and we are not aware of any proceedings that are pending or threatened that may have a material effect on our business, financial position, results of operations or liquidity. From time to time, we may be subject to legal proceedings and claims in the ordinary course of business, principally property damage, personal injury claims and commercial disputes. We expect that these claims would be covered by insurance, subject to customary deductibles. However, those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

**Preference Shares Dividend Requirements**

Dividends on Preference Shares are payable quarterly on each of January 1, April 1, July 1 and October 1, or the next succeeding business day, as and if declared by our board of directors out of legally available funds for such purpose. The dividend rate for the Preference Shares is 8.75% per annum per \$25.00 of liquidation preference per share (equal to \$2.18750 per annum per share). The dividend rates are not subject to adjustment. We paid dividends to holders of our Preference Shares of \$0.546875 per share on, January 3, 2022, April 1, 2022, July 1, 2022, October 3, 2022 and January 3, 2023. Our Preference Shares dividend payment obligations impact our future liquidity needs.

**Preference Shares Dividend Policy**

The declaration and payment of any dividend is subject to the discretion of our board of directors and the requirements of Bermuda law. In addition, certain of our credit facilities impose limitations on our ability to pay dividends. When considering the declaration of our preference dividends our board of directors will make their determination based on various factors, including our earnings, financial condition, cash requirements and availability, restrictions in our credit facilities and the provisions of Bermuda law. Accordingly, we cannot guarantee that we will be able to pay preference dividends. See “Item 3. Key Information—D. Risk Factors—Risks Related to Our Business” for a discussion of risks related to our ability to pay dividends.

Set out below is a table showing the dividends declared on our Preference Shares in 2018, 2019, 2020, 2021 and 2022.

	Year ended December 31,					Total
	2018	2019	2020	2021	2022	
	(Expressed in millions of U.S. dollars)					
Preference share dividend declared	\$ 10.1	\$ 10.1	\$ 10.1	\$ 10.1	\$ 10.1	\$ 50.5

**B. Significant Changes**

See “Item 18. Financial Statements—Note 29. Subsequent Events” below.

**ITEM 9. THE OFFER AND LISTING***Trading on the NYSE*

From our IPO in the United States in 2012 and through to our delisting in June 2021 our common shares were listed on the NYSE under the symbol “GLOG”.

Our Preference Shares have been trading on the NYSE under the symbol “GLOG PR A” since March 31, 2015.

**ITEM 10. ADDITIONAL INFORMATION****A. Share Capital**

Our authorized share capital consists of 500,000,000 shares, par value \$0.01 per share. As of December 31, 2021, the share capital consisted of 95,389,062 issued and outstanding common shares, par value \$0.01 per share and 4,600,000 issued and outstanding Preference Shares.

Pursuant to our bye-laws, subject to any resolution of the shareholders to the contrary, our board of directors is authorized to issue any of our authorized but unissued common shares. There are no limitations on the right of non-Bermudians or non-residents of Bermuda to hold or vote our shares.

## **B. Memorandum of Association**

We are an exempted company incorporated under the laws of Bermuda. We are registered with the Registrar of Companies in Bermuda under registration number 33928. We were incorporated on July 16, 2003 under the name Gaslog Ltd. We effected a change of name from “Gaslog Ltd.” to “GasLog Ltd.” on August 23, 2011 in compliance with the Companies Act. Our registered office is located at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda.

The objects of our business are unrestricted, and the Company has the capacity of a natural person. We can therefore undertake activities without restriction on our capacity.

### **Common Shares**

Holders of our common shares have no pre-emptive, redemption, conversion or sinking fund rights. Holders of our common shares are entitled to one vote per share on all matters submitted to a vote of holders of common shares. Unless a different majority is required by law or by our bye-laws, resolutions to be approved by holders of our common shares require approval by a simple majority of votes cast at a meeting at which a quorum is present.

In the event of our liquidation, dissolution or winding up, the holders of our common shares are entitled to share equally and ratably in our assets, if any, remaining after the payment of all of our debts and liabilities, subject to any liquidation preference on any issued and outstanding preference shares.

### **Preference Shares**

Pursuant to Bermuda law and our bye-laws, our board of directors by resolution may establish one or more series of preference shares having such number of shares, designations, dividend rates, relative voting rights, conversion or exchange rights, redemption rights, liquidation rights and other relative participation, optional or other special rights, qualifications, limitations or restrictions as may be fixed by the board without any further shareholder approval. Of the Company’s 500 million authorized shares, 4.6 million have been designated 8.75% Series A Cumulative Redeemable Perpetual Preference Shares.

### **Dividend Rights**

Under Bermuda law, a company may not declare or pay dividends if there are reasonable grounds for believing that: (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realizable value of its assets would thereby be less than its liabilities. Under our bye-laws, each common share is entitled to dividends if, as and when dividends are declared by our board of directors.

### **Variation of Rights**

If at any time we have more than one class of shares, the rights attaching to any class, unless otherwise provided for by the terms of issue of the relevant class, may be varied either: (i) with the consent in writing of the holders of 75% of the issued shares of that class; or (ii) with the sanction of a resolution passed by holders of 75% of the issued shares of the relevant class of shareholders as may be present in person or by proxy at a separate general meeting of the holders of the issued shares of the relevant class. Our bye-laws specify that the creation or issue of shares ranking equally with existing shares will not, unless expressly provided by the terms of issue of existing shares, vary the rights attached to existing shares.

## **Transfer of Shares**

Subject to our Byelaws and the Shareholders' Agreement, all transfer of common shares must be completed in accordance with Article III of the Shareholders' Agreement. No transfer of shares is allowed prior to June 6, 2023 without the prior written consent of all the other common shareholders other than transfers to a permitted transferee of a shareholder (as defined in the Shareholders' Agreement). Our board of directors may in its absolute discretion and without assigning any reason refuse to register the transfer of a share that is not fully paid. Our board of directors may also refuse to recognize an instrument of transfer of a share unless it is accompanied by the relevant share certificate and such other evidence of the transferor's right to make the transfer as our board of directors shall reasonably require. In addition, our board of directors may refuse to register the transfer of a share unless all applicable consents, authorizations and permissions of any governmental body or agency in Bermuda have been obtained. Subject to these restrictions, a holder of common shares may transfer the title to all or any of his common shares by completing a form of transfer in the form set out in our bye-laws (or as near thereto as circumstances admit) or in such other common form as the board may accept. The instrument of transfer must be signed by the transferor and transferee, although in the case of a fully paid share our board of directors may accept the instrument signed only by the transferor.

## **Meetings of Shareholders**

We are required to convene at least one general meeting of shareholders each calendar year. Bermuda law provides that a special general meeting of shareholders may be called by the board of directors of a company and must be called upon the request of shareholders holding not less than 10.0% of the paid-up capital of the company carrying the right to vote at general meetings. Bermuda law also requires that shareholders be given at least five days' advance notice of a general meeting, but an unintentional failure notice to any person does not invalidate the proceedings at a meeting. Our bye-laws provide that the Chairman or our board of directors may convene an annual general meeting or a special general meeting. Under our bye-laws, at least 10 days' notice of an annual general meeting or at least five days' notice of a special general meeting must be given to each shareholder entitled to vote at such meeting. This notice requirement is subject to the ability to hold such meetings on shorter notice if such notice is agreed: (i) in the case of an annual general meeting, by all of the shareholders entitled to attend and vote at such meeting; or (ii) in the case of a special general meeting, by a majority in number of the shareholders entitled to attend and vote at the meeting holding not less than 95.0% in nominal value of the shares entitled to vote at such meeting. The quorum required for a general meeting of shareholders is at least two shareholders present in person or proxy, one of which shall represent BlackRock and one Blenheim Holdings. General meetings can be convened at a location in or outside of Bermuda. Our bye-laws provide that our board of directors may, but is not required to, make arrangements permitting shareholders to participate in general meetings by such telephonic, electronic or other communications facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

## **Access to Books and Records and Dissemination of Information**

Members of the general public have a right to inspect public documents of the Company available at the office of the Registrar of Companies in Bermuda. These documents include the Company's memorandum of association, including its objects and powers, and certain alterations to the memorandum of association. Our shareholders have the additional right to inspect the bye-laws of the Company, minutes of general meetings and the Company's audited financial statements, which must be presented to the annual general meeting. The Company's register of members is also open to inspection by shareholders and by members of the general public without charge. The register of members is required under Bermuda law to be open for inspection for not less than two hours in any business day (subject to the ability of a company to close the register of members for not more than thirty days in a year). The Company is required to maintain its share register in Bermuda but may, subject to the provisions of the Companies Act, establish a branch register outside of Bermuda. The Company is required to keep at its registered office a register of directors and officers that is open for inspection for not less than two hours in any business day by members of the public without charge. Bermuda law does not, however, provide a general right for shareholders to inspect or obtain copies of any other corporate records.

## **Election and Removal of Directors**

In accordance with the Shareholders Agreement the board of directors shall consist of five directors, two to be appointed by BlackRock and three by the Existing Shareholders.



Holders of our Preference Shares generally have no voting rights except (i) in respect of amendments to the memorandum of association which would adversely vary the rights of the Preference Shares, (ii) in the event that the Company proposes to issue any parity shares if the cumulative dividends payable on issued and outstanding Preference Shares are in arrears or any senior shares or (iii) in the event of a proposed amalgamation or merger of the Company. However, if and whenever dividends payable on the Preference Shares are in arrears for six or more quarterly periods, whether or not consecutive, holders of Preference Shares (voting together as a class with all other classes or series of parity securities upon which like voting rights have been conferred and are exercisable) will be entitled to elect one additional director to serve on our board of directors, and the size of our board of directors will be increased as needed to accommodate such change (unless the size of our board of directors already has been increased by reason of the election of a director by holders of parity securities upon which like voting rights have been conferred and with which the Preference Shares voted as a class for the election of such director). The right of such holders of Preference Shares to elect a member of our board of directors will continue until such time as all accumulated and unpaid dividends on the Preference Shares have been paid in full.

#### **Proceedings of Board of Directors**

Our bye-laws provide that our business is to be managed and conducted by our board of directors. There is no requirement in our bye-laws or Bermuda law that directors hold any of our shares. There is also no requirement in our bye-laws or Bermuda law that our directors must retire at a certain age.

The remuneration of our directors is determined by the board of directors, and there is no requirement that a specified number or percentage of “independent” directors must approve any such determination. Our directors may also be paid all travel, hotel and other expenses properly incurred by them in connection with our business or their duties as directors.

#### **Director Conflicts of Interest**

Any conflict of interest question involving one or more of the Company’s directors will be resolved by the audit and risk committee of the board of directors.

In the event that a director has a direct or indirect interest in any contract or arrangement with the Company, provided that the director discloses such interest as required by Bermuda law, such director is entitled under our bye-laws to vote in respect of any such contract or arrangement in which he or she is interested unless he or she is disqualified from voting by the Chairman of our board of directors. In the event that the Chairman has disclosed a direct or indirect interest in a contract or arrangement with us, the determination as to whether the Chairman and any other interested director should be disqualified from voting will be made by a majority of the disinterested directors.

Bermuda law prohibits any director (including the spouse or children of the director or any company of which such director, spouse or children own or control more than 20.0% of the capital or loan debt) from borrowing from us (except loans made to directors who are bona fide employees or former employees pursuant to an employees’ share scheme) unless shareholders holding 90.0% of the total voting rights have consented to the loan.

#### **Indemnification of Directors and Officers**

Section 98 of the Companies Act provides generally that a Bermuda company may indemnify its directors, officers and auditors against any liability which by virtue of any rule of law would otherwise be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director, officer or auditor may be guilty in relation to the company. Section 98 further provides that a Bermuda company may indemnify its directors, officers and auditors against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favor or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to section 281 of the Companies Act.

We have adopted provisions in our bye-laws that provide that we shall indemnify our officers and directors in respect of their actions and omissions, except in respect of their fraud or dishonesty. Our bye-laws provide that the shareholders waive all claims or rights of action that they might have, individually or in right of the Company, against any of the Company's directors or officers for any act or failure to act in the performance of such director's or officer's duties, except in respect of any fraud or dishonesty of such director or officer. Section 98A of the Companies Act permits us to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty or breach of trust, whether or not we may otherwise indemnify such officer or director. We have purchased and maintain directors' and officers' liability insurance for such purpose. We have also entered into indemnification agreements with our directors and officers. See "Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions".

#### **Amendment of Memorandum of Association and Bye-laws**

Bermuda law provides that the memorandum of association of a company may be amended by a resolution passed at a general meeting of shareholders. Our bye-laws provide that no bye-law shall be rescinded, altered or amended, and no new bye-law shall be made, unless it shall have been approved by a resolution of our board of directors and by a resolution of our shareholders including the approval of both BlackRock and Blenheim Holdings.

Under Bermuda law, the holders of an aggregate of not less than 20.0% in par value of a company's issued share capital or any class thereof have the right to apply to the Supreme Court of Bermuda for an annulment of any amendment of the memorandum of association adopted by shareholders at any general meeting, other than an amendment which alters or reduces a company's share capital as provided in the Companies Act. Where such an application is made, the amendment becomes effective only to the extent that it is confirmed by the Bermuda court. An application for an annulment of an amendment of the memorandum of association must be made within twenty-one days after the date on which the resolution altering the company's memorandum of association is passed and may be made on behalf of persons entitled to make the application by one or more of their number as they may appoint in writing for the purpose. No application may be made by shareholders voting in favor of the amendment.

#### **Amalgamations, Mergers and Business Combinations**

The amalgamation or merger of a Bermuda company with another company or corporation (other than certain affiliated companies) requires the amalgamation or merger agreement to be approved by the company's board of directors and by its shareholders. Unless the company's bye-laws provide otherwise, the approval of 75.0% of the shareholders voting at such meeting is required to approve the amalgamation or merger agreement, and the quorum for such meeting must be two persons holding or representing more than one-third of the issued shares of the company. Our bye-laws and the Shareholders' Agreement provide that a merger or an amalgamation must only be approved once the approval of both BlackRock and Blenheim Holdings has been obtained.

Under Bermuda law, in the event of an amalgamation or merger of a Bermuda company with another company or corporation, a shareholder of the Bermuda company who did not vote in favor of the amalgamation or merger and who is not satisfied that fair value has been offered for such shareholder's shares may, within one month of notice of the shareholders' meeting, apply to the Supreme Court of Bermuda to appraise the fair value of those shares.

#### **Shareholder Suits**

Class actions and derivative actions are generally not available to shareholders under Bermuda law. The Bermuda courts, however, would ordinarily be expected to permit a shareholder to commence an action in the name of a company to remedy a wrong to the company where the act complained of is alleged to be beyond the corporate power of the company or illegal, or would result in the violation of the company's memorandum of association or bye-laws. Furthermore, consideration would be given by a Bermuda court to acts that are alleged to constitute a fraud against the minority shareholders or, for instance, where an act requires the approval of a greater percentage of the company's shareholders than that which actually approved it.

When the affairs of a company are being conducted in a manner that is oppressive or prejudicial to the interests of some part of the shareholders, one or more shareholders may apply to the Supreme Court of Bermuda, which may make such order as it sees fit, including an order regulating the conduct of the company's affairs in the future or ordering the purchase of the shares of any shareholders by other shareholders or by the company.

Our bye-laws contain a provision which provides that in the event any dispute arises concerning the Companies Act or out of our bye-laws, including whether there has been a breach of the Companies Act or our bye-laws by an officer or director, any such dispute shall be subject to the exclusive jurisdiction of the Supreme Court of Bermuda. In addition, our bye-laws contain a provision by virtue of which our shareholders waive any claim or right of action that they have, both individually and on our behalf, against any director or officer in relation to any action or failure to take action by such director or officer, except in respect of any fraud or dishonesty of such director or officer.

### **Capitalization of Profits and Reserves**

Pursuant to our bye-laws, our board of directors may (i) capitalize any part of the amount of our share premium or other reserve accounts or any amount credited to our profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata (except in connection with the conversion of shares) to the shareholders; or (ii) capitalize any sum standing to the credit of a reserve account or sums otherwise available for dividend or distribution by paying up in full, partly paid or nil paid shares of those shareholders who would have been entitled to such sums if they were distributed by way of dividend or distribution.

### **Calls on Shares and Forfeiture**

In the event of any issuance by the Company of shares that are not fully paid, our board of directors may make such calls as it thinks fit upon the holders of such partly paid shares in respect of any amounts unpaid on such shares (and not made payable at fixed times by the terms and conditions of issue). If a call on partly paid shares is not paid on or before the day appointed for payment thereof, the holder of such shares may at the discretion of our board of directors be liable to pay the Company interest on the amount of such call and our board of directors may direct the secretary of the Company to forward such shareholder a notice in writing demanding payment. If the requirements of such notice are not complied with, any such share may at any time thereafter, until the payment of all amounts due, be forfeited by a resolution of our board of directors to that effect, and such share shall thereupon become the property of the Company and may be disposed of as our board of directors shall determine.

### **Untraced Shareholders**

Our bye-laws provide that our board of directors may forfeit any dividend or other monies payable in respect of any shares that remain unclaimed for six years from the date when such monies became due for payment. In addition, we are entitled to cease sending dividend warrants and checks by post or otherwise to a shareholder if such instruments have been returned undelivered to, or left uncashed by, such shareholder on at least two consecutive occasions or, following one such occasion, reasonable enquires have failed to establish the shareholder's new address. This entitlement ceases if the shareholder claims a dividend or cashes a dividend check or a warrant.

### **Certain Provisions of Bermuda Law**

We have been designated by the Bermuda Monetary Authority as a non-resident for Bermuda exchange control purposes. This designation allows us to engage in transactions in currencies other than the Bermuda dollar, and there are no exchange control restrictions on our ability to transfer funds (other than funds denominated in Bermuda dollars) in and out of Bermuda or to pay dividends to U.S. residents who are holders of our common shares or our Preference Shares.

Approvals or permissions given by the Bermuda Monetary Authority do not constitute a guarantee by the Bermuda Monetary Authority as to our performance or our creditworthiness. Accordingly, in giving such consent or permissions, the Bermuda Monetary Authority shall not be liable for the financial soundness, performance or default of our business or for the correctness of any opinions or statements expressed in this annual report. Certain issues and transfers of common shares involving persons deemed resident in Bermuda for exchange control purposes require the specific consent of the Bermuda Monetary Authority.

In accordance with Bermuda law, share certificates are only issued in the names of companies, partnerships or individuals. In the case of a shareholder acting in a special capacity (for example as a trustee), certificates may, at the request of the shareholder, record the capacity in which the shareholder is acting. Notwithstanding such recording of any special capacity, we are not bound to investigate or see to the execution of any such trust. We will take no notice of any trust applicable to any of our shares, whether or not we have been notified of such trust.

## C. Material Contracts

The following is a summary of each material contract, other than contracts entered into in the ordinary course of business, to which we or any of our subsidiaries is a party. Such summaries are not intended to be complete and reference is made to the contracts themselves, which are exhibits to this annual report.

- (a) Appendix to the Private Agreement of Professional Hiring (English translation), dated December 1, 2010 and October 1, 2011, between Nea Dimitra Ktimatikh Kai Emporikh S.A. and GasLog LNG Services Ltd.; please see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Office Space and Related Arrangements”.
- (b) Form of Indemnification Agreement for the Company’s directors and certain officers; please see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Indemnification Agreements”.
- (c) Restrictive Covenant Agreement among GasLog Ltd., Peter G. Livanos and Blenheim Holdings Ltd., dated April 4, 2012; please see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Restrictive Covenant Agreement”.
- (d) GasLog Ltd. 2013 Omnibus Incentive Compensation Plan; please see “Item 6. Directors, Senior Management and Employees—B. Compensation of Directors and Senior Management—Equity Compensation Plans”.
- (e) Facilities Agreement for \$1,311,356,340 Loan Facilities dated October 16, 2015 between GAS-eleven Ltd., GAS-twelve Ltd., GAS-thirteen Ltd., GAS-fourteen Ltd., GAS-twenty two Ltd., GAS-twenty three Ltd., GAS-twenty four Ltd., GAS-twenty five Ltd., as borrowers, Citibank, N.A., London Branch, Nordea Bank AB, London Branch, The Export-Import Bank of Korea, Bank of America, National Association, BNP Paribas, Credit Agricole Corporate and Investment Bank, Credit Suisse AG, HSBC Bank plc, ING Bank N.V., London Branch, KEB Hana Bank, London Branch, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Societe Generale and The Korea Development Bank as mandated lead arrangers with Nordea Bank AB, London Branch as agent, security agent, global co-ordinator and bookrunner and Citibank N.A., London Branch as export credit agent, global co-ordinator, bookrunner and export credit agent co-ordinator, guaranteed by GasLog Ltd. and GasLog Carriers; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (f) Senior Facility Agreement dated February 18, 2016, relating to a \$396,500,000 loan facility among GAS-eighteen Ltd., GAS-nineteen Ltd., GAS-twenty Ltd., GAS-twenty one Ltd. and GAS-twenty seven Ltd. as borrowers, ABN AMRO Bank N.V. and DNB (UK) Ltd. as mandated lead arrangers, original lenders and bookrunners, DVB Bank America N.V. as mandated lead arranger and original lender, Commonwealth Bank of Australia, ING Bank N.V., London Branch, Credit Agricole Corporate and Investment Bank, National Australia Bank Limited as original lenders and DNB Bank ASA, London Branch as agent and security agent; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (g) Form of Corporate Guarantee between GasLog Ltd. and DNB Bank ASA, London Branch (provided in respect of the Senior Facility Agreement, dated February 18, 2016); please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (h) Form of Corporate Guarantee between GasLog Partners LP and DNB Bank ASA, London Branch (provided in respect of the Senior Facility Agreement, dated February 18, 2016); please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (i) Facilities Agreement dated July 19, 2016, relating to \$1,050,000,000 Term Loan and Revolving Credit Facilities among GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-seven Ltd., GAS-eight Ltd., GAS-nine Ltd., GAS-ten Ltd. and GAS-fifteen Ltd. as borrowers, Citigroup Global Market Limited, Credit Suisse AG, Nordea Bank AB, London Branch, Skandinaviska Enskilda Banken AB (publ), HSBC Bank plc, ING Bank N.V., London Branch, Danmarks Skibskredit A/S and The Korea Development Bank as mandated lead arrangers and DVB Bank America N.V. as arranger with Nordea Bank AB, London Branch as agent and security agent; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.

- (j) Facilities Agreement dated February 20, 2019, relating to \$450,000,000 Revolving Credit Facility among GAS-three Ltd., GAS-four Ltd., GAS-five Ltd., Gas-sixteen Ltd., GAS-seventeen Ltd., as borrowers, Credit Suisse AG, Nordea Bank Abp, Filial I Norge, The IyoBank, Ltd. Singapore Branch as the Original Lenders with Nordea Bank Abp, Filial I Norge as agent and the security agent, and Credit Suisse AG as mandated lead arranger, global co-ordinator and bookrunner, guaranteed by GasLog Partners LP and GasLog Partners Holdings LLC; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (k) Facility Agreement dated June 25, 2019, relating to \$130,000,000 Term Loan Facility among GasLog Hellas-1 Special Maritime Enterprise as Borrower, ABN Amro Bank N.V. and Oversea-Chinese Banking Corporation Limited as mandated lead arrangers and ABN Amro Bank N.V. as agent and the security agent; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (l) Form of Corporate Guarantee between GasLog Ltd. and ABN Amro Bank N.V. (provided in respect of the GasLog Warsaw Facility, dated June 25, 2019); please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (m) Facility Agreement dated December 12, 2019, relating to \$1,052,791,260 Loan Facilities among GAS-twenty eight Ltd.; GAS-thirty Ltd., GAS-thirty one Ltd., GAS-thirty two Ltd., GAS-thirty three Ltd., GAS-thirty four Ltd., and GAS-thirty five Ltd., as borrowers, Citibank, N.A. London Branch, DNB (UK) Ltd., Skandinaviska Enskilda Banken AB (publ), Bank of America National Association, Commonwealth Bank of Australia, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Societe Generale, London Branch, Standard Chartered Bank, BNP Paribas Seoul Branch and The Korea Development Bank as Mandated Lead Arrangers; Citibank, N.A. London Branch, DNB (UK) Ltd., Skandinaviska Enskilda Banken AB (publ), KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Societe Generale, London Branch, Standard Chartered Bank, BNP Paribas Seoul Branch and The Korea Development Bank as bookrunners; DNB Bank ASA, London Branch as Agent and security agent; Citibank N.A., London Branch as ECA Agent and ECA Co-ordinator; Citibank N.A. London Branch and DNB (UK) Ltd., as Global Co-ordinators and GasLog Ltd., GasLog Carriers, GasLog Partners LP and GasLog Partners Holdings LLC as Guarantors; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (n) Facility Agreement dated July 16, 2020, relating to \$576,887,500 loan facility among GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-nine Ltd., GAS-ten Ltd. and GAS-eighteen Ltd. as borrowers, ABN Amro Bank N.V., Citigroup Global Markets Limited, Nordea Bank ABP, Filial I Norge and HSBC Bank PLC as mandated lead arrangers and Credit Agricole Corporate and Investment Bank, Unicredit Bank AG and National Australia Bank Limited as arrangers, with ABN Amro Bank N.V. as agent and security agent and ABN Amro Bank N.V., Citigroup Global Markets Limited and Nordea Bank ABO, Filial I Norge as bookrunners, guaranteed by GasLog Ltd., GasLog Carriers, GasLog Partners LP and GasLog Partners Holdings LLC; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (o) Facility Agreement dated July 16, 2020, relating to \$260,331,250 loan facility among GAS-twenty Ltd., GAS-seven Ltd. and GAS-eight Ltd., as borrowers, BNP Paribas and Credit Suisse AG, as mandated lead arrangers, with BNP Paribas as agent and security agent and Credit Suisse AG as global co-ordinator and bookrunner, guaranteed by GasLog Partners LP and GasLog Partners Holdings LLC; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (p) Facility Agreement dated July 16, 2020, relating to \$200,000,000 loan facility among GAS-twenty seven Ltd., GAS-twenty one Ltd. and GAS-nineteen Ltd., as borrowers, DNB (UK) Ltd. and ING Bank N.V., London Branch, as mandated lead arrangers, with DNB Bank ASA, London Branch as agent and security agent, DNB (UK) Ltd. and ING Bank N.V., London Branch as bookrunners and ING Bank N.V., London Branch as structuring and documentation bank, guaranteed by GasLog Partners LP, GasLog Partners Holdings LLC, GasLog Ltd. and GasLog Carriers; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.

- (q) Facility Agreement dated July 30, 2020, relating to a \$96,800,000 loan facility among GAS-fifteen Ltd. as Borrower and National Bank of Greece S.A. as Arranger, Agent and Security Agent, guaranteed by GasLog Ltd. and GasLog Carriers; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”.
- (r) Agreement and Plan of Merger dated February 21, 2021 (and as subsequently amended on April 20, 2021) among GasLog Ltd., GEPIF III Crown Bidco L.P. and GEPIF III Crown MergerCo Limited; please see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Merger Agreement”.
- (s) Rollover Agreement dated February 21, 2021 among GasLog Ltd., GEPIF III Crown Bidco L.P. and the Rolling Shareholders, and the Shareholders Agreement attached as Exhibit A thereto; please see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Shareholders’ Agreement”.

#### **D. Exchange Controls and Other Limitations Affecting Security Holders**

Under Bermuda law, there are currently no restrictions on the export or import of capital, including foreign exchange controls or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our common shares.

We have been designated by the Bermuda Monetary Authority as a non-resident for Bermuda exchange control purposes. This designation allows us to engage in transactions in currencies other than the Bermuda dollar, and there are no exchange control restrictions on our ability to transfer funds (other than funds denominated in Bermuda dollars) in and out of Bermuda or to pay dividends to U.S. residents who are holders of our common shares.

Under Bermuda law, “exempted” companies are companies formed for the purpose of conducting business outside Bermuda from a principal place of business in Bermuda. As an exempted company, we may not, without a license or consent granted by the Minister of Finance, participate in certain business transactions, including transactions involving Bermuda landholding rights and the carrying on of business of any kind, for which we are not licensed in Bermuda.

#### **E. Tax Considerations**

##### **Bermuda Tax Considerations**

The following discussion summarizes the material Bermuda tax consequences to us of our activities and, subject to the limitations described above, to you as a holder of our shares. At the present time, there is no Bermuda income or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by us or by our shareholders in respect of our shares. We have obtained an assurance from the Minister of Finance of Bermuda under the Exempted Undertakings Tax Protection Act 1966 of Bermuda, as amended, that, in the event that any legislation is enacted in Bermuda imposing any tax computed on profits or income, or computed on any capital asset, gain or appreciation or any tax in the nature of estate duty or inheritance tax, such tax shall not, until March 31, 2035, be applicable to us or to any of our operations or to our shares, debentures or other obligations except insofar as such tax applies to persons ordinarily resident in Bermuda or is payable by us in respect of real property owned or leased by us in Bermuda. Given the limited duration of the Bermuda Minister of Finance’s assurance, we can give no assurance that we will not be subject to any Bermuda tax after March 31, 2035.

##### **Material U.S. Federal Income Tax Considerations**

The following discussion summarizes the material U.S. Federal income tax consequences to us of our activities and, subject to the limitations described above, to you as a holder of our common shares or Preference Shares. For purposes of this tax discussion, “we” or “our” refer to GasLog Ltd.

The following discussion of U.S. Federal income tax matters is based on the Code, judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the U.S. Department of the Treasury, all of which are subject to change, possibly with retroactive effect. This discussion does not address any U.S. state or local taxes. You are encouraged to consult your own tax advisor regarding the particular U.S. Federal, state and local and foreign income and other tax consequences of acquiring, owning and disposing of our common shares or Preference Shares that may be applicable to you.



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

We have elected to treat a majority of our subsidiaries as disregarded entities for U.S. Federal income tax purposes. The entities that are considered disregarded entities for U.S. Federal income tax purposes should be treated as branches rather than corporations for U.S. Federal income tax purposes. Currently, no election has been filed to treat GasLog LNG Services Ltd., GasLog Services UK Ltd., GasLog Asia Pte. Ltd., GasLog Investments Ltd., GasLog Monaco S.A.M., GasLog Shipping Limited, GasLog Shipping Company Ltd., and Egypt LNG Shipping Ltd. as disregarded entities for U.S. Federal income tax purposes. As a result, these entities and GasLog Services U.S. Inc. will continue to be treated as corporations for U.S. Federal income tax purposes.

### ***U.S. Taxation of Shipping Income***

Subject to the discussion of “effectively connected” income below, unless we are exempt from U.S. Federal income tax under the rules contained in Section 883 of the Code, we will be subject to U.S. Federal income tax under the rules of Section 887 of the Code, which imposes on us a 4% U.S. Federal income tax in respect of our U.S. source gross transportation income (without the allowance for deductions).

For this purpose, U.S. source gross transportation income includes 50% of the shipping income that is attributable to transportation that begins or ends (but that does not both begin and end) in the United States (such 50% being “U.S. Source International Transportation Income”). The other 50% of the income described in the first sentence of this paragraph would not be subject to U.S. income tax. Shipping income attributable to transportation exclusively between non-U.S. ports is generally not subject to any U.S. Federal income tax.

For this purpose, “shipping income” means income that is derived from:

- (i) the use of ships;
- (ii) the hiring or leasing of ships for use on a time, operating or bareboat charter basis;
- (iii) the participation in a pool, partnership, strategic alliance, joint operating agreement or other joint venture we directly or indirectly own or participate in that generates such income; or
- (iv) the performance of services directly related to those uses.

Under Section 883 of the Code and the regulations thereunder, we will be exempt from U.S. Federal income tax on our U.S. source gross transportation income if:

- (i) we are organized in a foreign country (the “country of organization”) that grants an “equivalent exemption” to corporations organized in the United States; and
- (ii) either
  - (a) more than 50% of the value of our shares is owned, directly or indirectly, by individuals who are “residents” of our country of organization or of another foreign country that grants an equivalent exemption to corporations organized in the United States (the “50% Ownership Test”), or
  - (b) our shares are “primarily and regularly traded on an established securities market” in our country of organization, in another country that grants an equivalent exemption to U.S. corporations, or in the United States (the “Publicly-Traded Test”).

We do not expect to qualify for the statutory tax exemption for the year of 2022 or for future years. For any tax year in which we are not entitled to the exemption under Section 883, we would be subject to the 4% U.S. federal income tax under Section 887 on our U.S. Source International Transportation Income (subject to the discussion of “effectively connected income” below).



For 2022, our accrued U.S. source gross transportation tax for the wholly owned subsidiaries of GasLog, was \$4.3 million. In addition, our U.S. source gross transportation income in future years that is considered to be “effectively connected” with the conduct of a U.S. trade or business is subject to the U.S. corporate income tax currently imposed at rate of up to 21% (net of applicable deductions). In addition, we may be subject to the 30% U.S. “branch profits” tax on earnings effectively connected with the conduct of such trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of our U.S. trade or business.

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

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

We believe that we will not meet these conditions because we will not have, or permit circumstances that would result in having, such a fixed place of business in the United States or any ship sailing to or from the United States on a regularly scheduled basis.

In addition, income attributable to transportation that both begins and ends in the United States is not subject to the tax rules described above. Such income is subject to either a 30% gross-basis tax or to U.S. corporate income tax on net income at a rate of up to 21% (and the branch profits tax discussed above). Although there can be no assurance, we do not expect to engage in transportation that produces shipping income of this type.

#### *Taxation of Gain on Sale of Shipping Assets*

Regardless of whether we qualify for the exemption under Section 883 of the Code, we will not be subject to U.S. Federal income taxation with respect to gain realized on a sale of a ship, provided the sale is considered to occur outside of the United States (as determined under U.S. tax principles). In general, a sale of a ship will be considered to occur outside of the United States for this purpose if title to the ship (and risk of loss with respect to the ship) passes to the buyer outside of the United States. We expect that any sale of a ship will be so structured that it will be considered to occur outside of the United States.

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

You are a “U.S. holder” if you are a beneficial owner of our common shares or Preference Shares that owns (actually or constructively) less than 10% of our equity and you are (i) a U.S. citizen or resident, (ii) a U.S. corporation (or other U.S. entity taxable as a corporation), (iii) an estate the income of which is subject to U.S. Federal income taxation regardless of its source or (iv) a trust if (x) a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (y) the trust has a valid election in effect to be treated as a U.S. Federal income tax purposes.

If a partnership holds our common shares or Preference Shares, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding our common shares or Preference Shares, you should consult your tax advisor.

#### *Distributions on Our Common Shares and Preference Shares*

Subject to the discussion of “passive foreign investment companies”, or “PFICs”, below, any distributions with respect to our common shares or Preference Shares that you receive from us generally will constitute dividends to the extent of our current or accumulated earnings and profits (as determined under U.S. tax principles). Distributions in excess of our earnings and profits will be treated first as a nontaxable return of capital to the extent of your tax basis in our common shares or Preference Shares (on a dollar-for-dollar basis) and thereafter as capital gain.

If you are a U.S. corporation (or a U.S. entity taxable as a corporation), you generally will not be entitled to claim a dividends-received deduction with respect to any distributions you receive from us.

Dividends paid with respect to our common shares or Preference Shares will generally be treated as “passive category income” for purposes of computing allowable foreign tax credits for U.S. foreign tax credit purposes.

If you are an individual, trust or estate, dividends you receive from us should be treated as “qualified dividend income” taxed at a maximum preferential rate of 15% or 20%, depending on the income level of the individual, provided that:

- (i) our common shares or Preference Shares, as the case may be, are readily tradable on an established securities market in the United States (such as the NYSE);
- (ii) we are not a PFIC for the tax year during which the dividend is paid or the immediately preceding tax year (see the discussion below under “—PFIC Status and Significant Tax Consequences”);
- (iii) you own our common shares or Preference Shares for more than 60 days in the 121-day period beginning 60 days before the date on which the common shares or Preference Shares become ex-dividend;
- (iv) you are not under an obligation to make related payments with respect to positions in substantially similar or related property; and
- (v) certain other conditions are met.

Special rules may apply to any “extraordinary dividend”. Generally, an extraordinary dividend is a dividend in an amount that is equal to (or in excess of) 10% of your adjusted tax basis (or fair market value in certain circumstances) in a share of our common shares (5% in the case of Preference Shares). If we pay an extraordinary dividend on our common shares or Preference Shares that is treated as “qualified dividend income” and if you are an individual, estate or trust, then any loss derived by you from a subsequent sale or exchange of such common shares or Preference Shares will be treated as long-term capital loss to the extent of such dividend.

There is no assurance that dividends you receive from us will be eligible for the preferential tax rates applicable to qualified dividend income. Dividends you receive from us that are not eligible for the preferential tax rates will be taxed at the ordinary income rates.

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

Provided that we are not a PFIC for any tax year, you generally will recognize taxable gain or loss upon a sale, exchange or other disposition of our common shares or Preference Shares in an amount equal to the difference between the amount realized by you from such sale, exchange or other disposition and your tax basis in such shares. Such gain or loss will be treated as long-term capital gain or loss if your holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as U.S. source income or loss, as applicable, for U.S. foreign tax credit purposes. Your ability to deduct capital losses against ordinary income is subject to limitations.

#### *Unearned Income Medicare Contribution Tax*

Each U.S. holder who is an individual, estate or trust is generally subject to a 3.8% Medicare tax on the lesser of (i) such U.S. holder’s “net investment income” for the relevant tax year, and (ii) the excess of such U.S. holder’s modified adjusted gross income for the tax year over a certain threshold (which in the case of individuals will be between \$125,000 and \$250,000, depending on the individual’s circumstances). For this purpose, net investment income generally includes dividends on and capital gains from the sale, exchange or other disposition of our common shares or Preference Shares, subject to certain exceptions. You are encouraged to consult your own tax advisor regarding the applicability of the Medicare tax to your income and gains from your ownership of our common shares or Preference Shares.

## *PFIC Status and Significant Tax Consequences*

### *In General*

Special U.S. Federal income tax rules apply to you if you hold shares in a non-U.S. corporation that is classified as a PFIC for U.S. Federal income tax purposes. In general, under Section 1297 of the Code, we will be treated as a PFIC in any tax year in which, after applying certain look-through rules, either:

- (i) at least 75% of our gross income including our proportionate share of the gross income of our vessel-owning subsidiaries for such tax year consists of passive income (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business); or
- (ii) at least 50% of the average value of our assets including our proportionate share of the assets of our vessel-owning subsidiaries during such tax year that produce, or are held for the production of, passive income.

Income we earn, or are deemed to earn, in connection with the performance of services will not constitute passive income. By contrast, rental income will generally constitute passive income (unless we are treated under certain special rules as deriving our rental income in the active conduct of a trade or business).

There are legal uncertainties involved in determining whether the income derived from time chartering activities constitutes rental income or income derived from the performance of services. In *Tidewater Inc. v. United States*, 565 F.2d 299 (5th Cir. 2009), the Fifth Circuit held that income derived from certain time chartering activities should be treated as rental income rather than services income for purposes of a provision of the Code relating to foreign sales corporations. In published guidance, however, the IRS stated that it disagreed with the holding in *Tidewater*, and specified that time charters should be treated as service contracts. Since we have chartered all our ships to unrelated charterers on the basis of time charters and since we expect to continue to do so, we believe that we are not a PFIC. We have received an opinion from our counsel, Cravath, Swaine & Moore LLP, that (i) the income we receive from time charters and the assets engaged in generating such income should not be treated as passive income or assets which produce (or are held for the production of) passive income, respectively, and (ii) we should currently not be a PFIC and in the future, assuming no material change in the nature of our activities and assets. This opinion is based and its accuracy is conditioned on representations, valuations and projections provided by us regarding the nature of our assets, income and charters to our counsel. While we believe these representations, valuations and projections to be accurate, the shipping market is volatile and no assurance can be given that they will continue to be accurate. Moreover, we have not sought, and we do not expect to seek, an IRS ruling on this matter. As a result, the IRS or a court could disagree with our position. No assurance can be given that this result will not occur. In addition, although we intend to conduct our affairs in a manner to avoid, to the extent possible, being classified as a PFIC with respect to any tax year, we can give no assurance that the nature of our operations will not change in the future, or that we can avoid PFIC status in the future.

If we were to be treated as a PFIC for any tax year, you generally would be subject to one of three different U.S. Federal income tax regimes, as discussed below, depending on whether or not you make certain elections. Additionally, for each year during which you own our common shares or Preference Shares, we are a PFIC and the total value of all PFIC stock that you directly or indirectly own exceeds certain thresholds, you will be required to file IRS Form 8621 with your U.S. Federal income tax return to report your ownership of our common shares or Preference Shares.

The PFIC rules are complex, and you are encouraged to consult your own tax advisor regarding the PFIC rules, including the annual PFIC reporting requirement.

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

If we were a PFIC and if you make a timely election to treat us as a “Qualifying Electing Fund” for U.S. tax purposes (a “QEF Election”), you would be required to report each year your pro rata share of our ordinary earnings and our net capital gain for our tax year that ends with or within your tax year, regardless of whether we make any distributions to you. Such income inclusions would not be eligible for the preferential tax rates applicable to qualified dividend income (as discussed above under “U.S. Federal Income Taxation of U.S. Holders—Distributions on Our Common Shares and Preference Shares”). Your adjusted tax basis in our common shares or Preference Shares would be increased to reflect such taxed but undistributed earnings and profits. Distributions of earnings and profits that had previously been taxed would result in a corresponding reduction in your adjusted tax basis in our common shares or Preference Shares and would not be taxed again once distributed. You generally would recognize capital gain or loss on the sale, exchange or other disposition of our common shares or Preference Shares. Even if you make a QEF Election for one of our tax years, if we were a PFIC for a prior tax year during which you held our common shares or Preference Shares and for which you did not make a timely QEF Election, you would also be subject to a more adverse regime described below under “—Taxation of U.S. Holders That Make No Election”.

You would make a QEF Election by completing and filing IRS Form 8621 with your U.S. Federal income tax return for the year for which the election is made in accordance with the relevant instructions. If we were to become aware that we were to be treated as a PFIC for any tax year, we would notify all U.S. holders of such treatment and would provide all necessary information to any U.S. holder who requests such information in order to make the QEF Election described above with respect to us.

*Taxation of U.S. Holders Making a Timely “Mark-to-Market” Election*

Alternatively, if we were to be treated as a PFIC for any tax year and, as we believe, our common shares or Preference Shares are treated as “marketable stock”, you would be allowed to make a “mark-to-market” election with respect to our common shares or Preference Shares, provided you complete and file IRS Form 8621 with your U.S. Federal income tax return for the year for which the election is made in accordance with the relevant instructions. If that election is made, you generally would include as ordinary income in each tax year the excess, if any, of the fair market value of our common shares or Preference Shares at the end of the tax year over your adjusted tax basis in our common shares or Preference Shares. You also would be permitted an ordinary loss in respect of the excess, if any, of your adjusted tax basis in our common shares or Preference Shares over its fair market value at the end of the tax year (but only to the extent of the net amount previously included in income as a result of the mark-to-market election). Your tax basis in our common shares or Preference Shares would be adjusted to reflect any such income or loss amount. Gain realized on the sale, exchange or other disposition of our common shares or Preference Shares would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common shares or Preference Shares would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by you.

*Taxation of U.S. Holders That Make No Election*

Finally, if we were treated as a PFIC for any tax year and if you did not make either a QEF Election or a “mark-to-market” election for that year, you would be subject to special rules with respect to (i) any excess distribution (that is, the portion of any distributions received by you on our common shares or Preference Shares in a tax year in excess of 125% of the average annual distributions received by you in the three preceding tax years, or, if shorter, your holding period for our common shares or Preference Shares) and (ii) any gain realized on the sale, exchange or other disposition of our common shares or Preference Shares. Under these special rules:

- (i) the excess distribution or gain would be allocated ratably over your aggregate holding period for our common shares or Preference Shares;
- (ii) the amount allocated to the current tax year and any tax year prior to the tax year we were first treated as a PFIC with respect to such U.S. holder who does not make a QEF Election or a “mark-to-market” election would be taxed as ordinary income; and
- (iii) the amount allocated to each of the other tax years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each such other tax year.

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

You are a “non-U.S. holder” if you are a beneficial owner of our common shares or Preference Shares (other than a partnership for U.S. tax purposes) and you are not a U.S. holder.

### ***Distributions on Our Common Shares and Preference Shares***

You generally will not be subject to U.S. Federal income or withholding taxes on a distribution received from us with respect to our common shares or Preference Shares, unless the income arising from such distribution is effectively connected with your conduct of a trade or business in the United States. If you are entitled to the benefits of an applicable income tax treaty with respect to that income, that income generally is taxable in the United States only if it is attributable to a permanent establishment maintained by you in the United States.

### ***Sale, Exchange or Other Disposition of Our Common Shares and Preference Shares***

You generally will not be subject to U.S. Federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common shares or Preference Shares, unless:

- (i) the gain is effectively connected with your conduct of a trade or business in the United States. If you are entitled to the benefits of an applicable income tax treaty with respect to that gain, that gain generally is taxable in the United States only if it is attributable to a permanent establishment maintained by you in the United States; or
- (ii) you are an individual who is present in the United States for 183 days or more during the tax year of disposition and certain other conditions are met.

Gain that is effectively connected with the conduct of a trade or business in the United States (or so treated) generally will be subject to U.S. Federal income tax (net of certain deductions) at regular U.S. Federal income tax rates. If you are a corporate non-U.S. holder, your earnings and profits that are attributable to the effectively connected income (subject to certain adjustments) may be subject to an additional U.S. branch profits tax at a rate of 30% (or such lower rate as may be specified by an applicable tax treaty).

## ***United States Backup Withholding and Information Reporting***

### ***In General***

In general, if you are a non-corporate U.S. holder, dividend payments (or other taxable distributions) made within the United States will be subject to information reporting requirements. Backup withholding may apply to such payments if you:

- (i) fail to provide an accurate taxpayer identification number;
- (ii) are notified by the IRS that you have failed to report all interest or dividends required to be shown on your U.S. Federal income tax returns; or
- (iii) in certain circumstances, fail to comply with applicable certification requirements.

If you are a non-U.S. holder, you may be required to establish your exemption from information reporting and backup withholding by certifying your status on IRS Form W-8BEN, W-8BEN-E, W-8ECI or W-8IMY, as applicable.

If you sell our common shares or Preference Shares to or through a U.S. office or broker, the payment of the sales proceeds is subject to both U.S. backup withholding and information reporting unless you certify that you are a non-U.S. person, under penalties of perjury, or you otherwise establish an exemption. If you sell our common shares or Preference Shares through a non-U.S. office of a non-U.S. broker and the sales proceeds are paid to you outside the United States, then information reporting and backup withholding generally will not apply to that payment.

However, U.S. information reporting requirements (but not backup withholding) will apply to a payment of sales proceeds, even if that payment is made outside the United States, if you sell our common shares or Preference Shares through a non-U.S. office of a broker that is a U.S. person or has certain other connections with the United States.

Backup withholding tax is not an additional tax. Rather, you generally may obtain a credit for any amount withheld against its liability for U.S. federal income tax (and obtain a refund of any amounts withheld in excess of such liability) by accurately completing and timely filing certain required information with the IRS.

#### *Tax Return Disclosure*

U.S. individuals who hold certain “specified foreign financial assets” (which include shares in a foreign corporation) with values in excess of certain dollar thresholds are subject to U.S. return disclosure obligations (and related penalties for failure to disclose). Such U.S. individuals are required to file IRS Form 8938 with their U.S. Federal income tax returns. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on certain objective criteria. You are encouraged to consult your own tax advisors concerning the filing of IRS Form 8938.

#### **F. Dividends and Paying Agents**

Not applicable.

#### **G. Statement by Experts**

Not applicable.

#### **H. Documents on Display**

We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and other information as a foreign private issuer with the SEC. You may obtain copies of all or any part of such materials from the SEC upon payment of prescribed fees. You may also inspect reports and other information regarding companies, such as us, that file electronically with the SEC without charge at a web site maintained by the SEC at <http://www.sec.gov>.

#### **I. Subsidiary Information**

Not applicable.

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

We are exposed to various market risks, including interest rate and foreign currency exchange risks. The Group makes use of derivative financial instruments such as derivative contracts to maintain the desired level of exposure arising from these risks.

A discussion of our accounting policies for derivative financial instruments is included in Note 2 to our audited consolidated financial statements included elsewhere in this report. Further information on our exposure to market risk is included in Note 24 to our audited consolidated financial statements included elsewhere in this report.

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

Not applicable.

## **PART II**

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

There has been no material default in the payment of principal, interest, sinking or purchase fund installments or any other material default relating to the Group's debt. There have been no arrears in payment of dividends on, or material delinquency with respect to, any class of preference shares of the Group.

### **ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

### **ITEM 15. CONTROLS AND PROCEDURES**

#### **A. Disclosure Controls and Procedures**

Our management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of December 31, 2022. Based on our evaluation, the CEO and the CFO have concluded that our disclosure controls and procedures were effective as of December 31, 2022.

#### **B. Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act and for the assessment of the effectiveness of internal control over financial reporting. Our internal control over financial reporting are designed under the supervision of our CEO and CFO to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards.

Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of our financial statements in accordance with IFRS and that our receipts and expenditures are being made in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, misstatements may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting using criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the Internal Control-Integrated Framework (2013 framework). Based on the evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2022.

#### **C. Attestation Report of the Registered Public Accounting Firm**

Following the delisting of our common shares from the NYSE in June 2021, an attestation report of our registered public accounting firm is not required.

#### **D. Changes in Internal Control over Financial Reporting**

During the period covered by this annual report, we have made no changes to our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.



## ITEM 16. [RESERVED]

### ITEM 16.A. AUDIT COMMITTEE FINANCIAL EXPERT

Julian R. Metherell, whose biographical details are included in “Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management”, qualifies as an “audit committee financial expert”. Our board of directors has affirmatively determined that Mr. Metherell meets the definition of “independent director” for purposes of serving on an audit committee under applicable SEC and NYSE rules.

### ITEM 16.B. CODE OF ETHICS

We have adopted a Code of Business Conduct and Ethics for all directors, officers, employees and agents of the Company, a copy of which is posted on our website and may be viewed at <http://www.gaslogltd.com>. The information contained on or connected to our website is not a part of this annual report. We will also provide a paper copy of this document upon the written request of a shareholder at no cost. Shareholders may direct their requests to the attention of our General Counsel, c/o GasLog LNG Services Ltd., 69 Akti Miaouli, 18537 Piraeus, Greece. No waivers of the Code of Business Conduct and Ethics have been granted to any person during the fiscal year ended December 31, 2022.

We have also adopted a Trading Policy that generally prohibits directors, officers, employees, controlling shareholders and their respective related parties (“Covered Persons”) from trading in securities of the Company while in possession of material non-public information regarding the Company, or in securities of any other company while in possession of material non-public information regarding that company, which knowledge was obtained in the course of service to or employment with GasLog. The Trading Policy also imposes certain pre-clearance requirements and quarterly blackout periods. In addition, among other things, the Trading Policy generally prohibits Covered Persons from (i) trading in equity securities of the Company on a short-term basis, (ii) purchasing securities of the Company on margin, (iii) purchasing or selling derivatives related to securities of the Company (except for certain “permitted hedging derivatives”, which the Trading Policy defines as any derivative transaction to (x) hedge a position in Company securities held by the relevant Covered Person for more than 12 months, (y) with respect to the number of Company securities less than or equal to the amount such Covered Person could sell at such time in compliance with Rule 144 under the Securities Act of 1933, as amended, and (z) otherwise in compliance with the terms of the Trading Policy) and (iv) selling Company securities short (other than short sales effected by an independent financial institution that is party to a permitted hedging derivative, in accordance with its own standard practices and procedures, for the purpose of hedging its own position as a party to, or facilitating the entry by a Covered Person into, such permitted hedging derivative).

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

Deloitte Certified Public Accountants S.A. (PCAOB ID No. 1163), an independent registered public accounting firm, has audited our annual financial statements acting as our independent auditor for the fiscal years ended December 31, 2022 and 2021.

The chart below sets forth the total amount billed and accrued for Deloitte Certified Public Accountants S.A. (PCAOB ID No. 1163) for services performed in 2021 and 2022 and breaks down these amounts by the category of service. The fees paid to our principal accountant were approved in accordance with the pre-approval policies and procedures described below.

	2021	2022
	(Expressed in millions of U.S. Dollars)	
Audit fees	\$ 1.0	\$ 0.8
<b>Total fees</b>	<b>\$ 1.0</b>	<b>\$ 0.8</b>

#### *Audit Fees*

Audit fees represent compensation for professional services rendered for the audit of the consolidated financial statements of the Company and the audit of the financial statements for its individual subsidiary companies, fees for the review of the quarterly financial information, as well as in connection with the review of registration statements and related consents and comfort letters, and any other services required for SEC or other regulatory filings.

Included in the audit fees for 2021 are fees of \$0.1 million related to equity and bond related transactions in 2021.

### ***Tax Fees***

No tax fees were billed by our principal accountant in 2021 and 2022.

### ***Audit-Related Fees***

No audit-related fees were billed by our principal accountant in 2021 and 2022.

### ***All Other Fees***

No other fees were billed by our principal accountant in 2021 and 2022.

### ***Pre-approval Policies and Procedures***

Our audit and risk committee is responsible for the appointment, compensation (subject to any required shareholder approval or authorization), retention and oversight of the work of the independent auditors. The audit and risk committee is also responsible for reviewing and approving in advance the retention of the independent auditors for the performance of all audit and lawfully permitted non-audit services.

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

Not applicable.

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

Set forth below are all purchases of our preference shares by our affiliated purchasers for the period ended December 31, 2022.

Period	Total Number of Shares Purchased	Average Price Paid per Share (\$)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
February 2022 <sup>(1)</sup>	16,450	\$ 25.56	—	—
March 2022 <sup>(1)</sup>	62,736	\$ 25.75	—	—
May 2022 <sup>(1)</sup>	12,506	\$ 24.87	—	—
September 2022 <sup>(1)</sup>	6,000	\$ 24.84	—	—
November 2022 <sup>(1)</sup>	15,000	\$ 24.36	—	—
December 2022 <sup>(1)</sup>	7,049	\$ 24.56	—	—
<b>Total</b>	<b>119,741</b>		<b>—</b>	<b>—</b>

<sup>(1)</sup> Entities controlled by Peter Livanos, for his own benefit and the benefit of his immediate family members, acquired these shares in open-market transactions.

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

None.

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

### **Statement of Significant Differences Between Our Corporate Governance Practices and the NYSE Corporate Governance Standards for U.S. Non-Controlled Issuers**

#### ***Overview***

Pursuant to certain exceptions for foreign private issuers, we are not required to comply with certain of the corporate governance practices followed by U.S. companies under the NYSE listing standards. However, pursuant to Section 303.A.11 of the NYSE Listed Company Manual and the requirements of Form 20-F, we are required to state any significant ways in which our corporate governance practices differ from the practices required by the NYSE for U.S. companies. We believe that our established practices in the area of corporate governance are in line with the spirit of the NYSE standards and provide adequate protection to our shareholders. The significant differences between our corporate governance practices and the NYSE standards applicable to listed U.S. companies are set forth below.

#### ***Corporate Governance, Nominating Committee***

Pursuant to NYSE Rules 303A.04 and 303A.05, the NYSE requires that a listed U.S. company have a nominating/corporate governance committee and a compensation committee, each composed entirely of independent directors. The NYSE rules do not require foreign private issuers like us to establish a nominating/corporate governance committee. Similarly, under Bermuda law, we are not required to have a nominating/corporate governance committee. Accordingly, we do not have a nominating/corporate governance committee.

## **ITEM 16.H. MINE SAFETY DISCLOSURE**

Not applicable.

## PART III

### ITEM 17. FINANCIAL STATEMENTS

Not applicable.

### ITEM 18. FINANCIAL STATEMENTS

Reference is made to pages F-1 through F-68 included herein by reference.

### ITEM 19. EXHIBITS

Exhibit No.	Description
1.1	<a href="#">Amended Memorandum of Association of GasLog Ltd.</a> <sup>(2)</sup>
1.2	<a href="#">Bye-laws of GasLog Ltd.</a> <sup>(2)</sup>
2.2	<a href="#">Description of Registered Securities.</a> <sup>(11)</sup>
4.3	<a href="#">Appendix to the Private Agreement of Professional Hiring (English translation), dated December 1, 2010 and October 1, 2011, between Nea Dimitra Ktimatikh Kai Emporikh S.A. and GasLog LNG Services Ltd.</a> <sup>(1)</sup>
4.4	<a href="#">Form of Indemnification Agreement for the Company's directors and certain officers</a> <sup>(4)</sup>
4.5	<a href="#">Form of Restrictive Covenant Agreement</a> <sup>(1)</sup>
4.6	<a href="#">GasLog Ltd. 2013 Omnibus Incentive Compensation Plan</a> <sup>(2)</sup>
4.7	<a href="#">Facilities Agreement for \$1,311,356,340 Loan Facilities dated October 16, 2015 between GAS-eleven Ltd., GAS-twelve Ltd., GAS-thirteen Ltd., GAS-fourteen Ltd., GAS-twenty two Ltd., GAS-twenty three Ltd., GAS-twenty four Ltd., GAS-twenty five Ltd., as borrowers, Citibank, N.A., London Branch, Nordea Bank AB, London Branch, The Export-Import Bank of Korea, Bank of America, National Association, BNP Paribas, Credit Agricole Corporate and Investment Bank, Credit Suisse AG, HSBC Bank plc, ING Bank N.V., London Branch, KEB Hana Bank, London Branch, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Societe Generale and The Korea Development Bank as mandated lead arrangers with Nordea Bank AB, London Branch as agent, security agent, global co-ordinator and bookrunner and Citibank N.A., London Branch as export credit agent, global co-ordinator, bookrunner and export credit agent co-ordinator, guaranteed by GasLog Ltd. and GasLog Carriers</a> <sup>(4)*</sup>
4.8	<a href="#">Facilities Agreement dated February 20, 2019, relating to \$450,000,000 Revolving Credit Facility among GAS-three Ltd., GAS-four Ltd., GAS-five Ltd., Gas-sixteen Ltd., GAS-seventeen Ltd., as borrowers, Credit Suisse AG, Nordea Bank Abp, Filial I Norge, The JyoBank, Ltd. Singapore Branch as the Original Lenders with Nordea Bank Abp, Filial I Norge as agent and the security agent, and Credit Suisse AG as mandated lead arranger, global co-ordinator and bookrunner, guaranteed by GasLog Partners LP and GasLog Partners Holdings LLC.</a> <sup>(2)*</sup>
4.9	<a href="#">Facility Agreement dated June 25, 2019, relating to \$130,000,000 Term Loan Facility among GasLog Hellas-1 Special Maritime Enterprise as Borrower, ABN Amro Bank N.V. and Oversea-Chinese Banking Corporation Limited as mandated lead arrangers and ABN Amro Bank N.V. as agent and the security agent; please see "Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities"</a> <sup>(11)**</sup>
4.10	<a href="#">Form of Corporate Guarantee between GasLog Ltd. and ABN Amro Bank N.V. (provided in respect of the GasLog Warsaw Facility, dated June 25, 2019); please see "Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities"</a> <sup>(11)**</sup>

4.11	<a href="#">Facility Agreement dated December 12, 2019, relating to \$1,052,791,260 Loan Facilities among GAS-twenty eight Ltd., GAS-thirty Ltd., GAS-thirty one Ltd., GAS-thirty two Ltd., GAS-thirty three Ltd., GAS-thirty four Ltd., and GAS-thirty five Ltd., as borrowers, Citibank, N.A. London Branch, DNB (UK) Ltd., Skandinaviska Enskilda Banken AB (publ), Bank of America National Association, Commonwealth Bank of Australia, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Societe Generale, London Branch, Standard Chartered Bank, BNP Paribas Seoul Branch and The Korea Development Bank as Mandated Lead Arrangers; Citibank, N.A. London Branch, DNB (UK) Ltd., Skandinaviska Enskilda Banken AB (publ), KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Societe Generale, London Branch, Standard Chartered Bank, BNP Paribas Seoul Branch and The Korea Development Bank as bookrunners; DNB Bank ASA, London Branch as Agent and security agent; Citibank N.A., London Branch as ECA Agent and ECA Co-ordinator; Citibank N.A. London Branch and DNB (UK) Ltd., as Global Co-ordinators and GasLog Ltd., GasLog Carriers, GasLog Partners LP and GasLog Partners Holdings LLC as Guarantors; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”<sup>(12)</sup>**</a>
4.12	<a href="#">Facility Agreement dated July 16, 2020, relating to \$576,887,500 loan facility among GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-nine Ltd., GAS-ten Ltd. and GAS-eighteen Ltd. as borrowers, ABN Amro Bank N.V., Citigroup Global Markets Limited, Nordea Bank ABP, Filial I Norge and HSBC Bank PLC as mandated lead arrangers and Credit Agricole Corporate and Investment Bank, Unicredit Bank AG and National Australia Bank Limited as arrangers, with ABN Amro Bank N.V. as agent and security agent and ABN Amro Bank N.V., Citigroup Global Markets Limited and Nordea Bank ABO, Filial I Norge as bookrunners, guaranteed by GasLog Ltd., GasLog Carriers, GasLog Partners LP and GasLog Partners Holdings LLC; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities” <sup>*(7)</sup></a>
4.13	<a href="#">Facility Agreement dated July 16, 2020, relating to \$260,331,250 loan facility among GAS-twenty Ltd., GAS-seven Ltd. and GAS-eight Ltd., as borrowers, BNP Paribas and Credit Suisse AG, as mandated lead arrangers, with BNP Paribas as agent and security agent and Credit Suisse AG as global co-ordinator and bookrunner, guaranteed by GasLog Partners LP and GasLog Partners Holdings LLC; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities” <sup>*(8)</sup></a>
4.14	<a href="#">Facility Agreement dated July 16, 2020, relating to \$200,000,000 loan facility among GAS-twenty seven Ltd., GAS-twenty one Ltd. and GAS-nineteen Ltd., as borrowers, DNB (UK) Ltd. and ING Bank N.V., London Branch, as mandated lead arrangers, with DNB Bank ASA, London Branch as agent and security agent, DNB (UK) Ltd. and ING Bank N.V., London Branch as bookrunners and ING Bank N.V., London Branch as structuring and documentation bank, guaranteed by GasLog Partners LP, GasLog Partners Holdings LLC, GasLog Ltd. and GasLog Carriers; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities” <sup>*(8)</sup></a>
4.15	<a href="#">Facility Agreement dated July 30, 2020, relating to a \$96,800,000 loan facility among GAS-fifteen Ltd. as Borrower and National Bank of Greece S.A. as Arranger, Agent and Security Agent, guaranteed by GasLog Ltd. and GasLog Carriers; please see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Borrowing Activities—Credit Facilities”, <sup>*(10)</sup></a>
4.20	<a href="#">Agreement and Plan of Merger dated February 21, 2021 among GasLog Ltd., GEPIF III Crown Bidco L.P. and GEPIF III Crown MergerCo Limited; please see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Merger Agreement”<sup>(9)</sup></a>
4.21	<a href="#">Rollover Agreement dated February 21, 2021 among GasLog Ltd., GEPIF III Crown Bidco L.P. and the Rolling Shareholders; please see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Merger Agreement”<sup>(9)</sup></a>
8.1	<a href="#">List of Subsidiaries of GasLog Ltd.</a>
12.1	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of GasLog Ltd.’s Chief Executive Officer</a>
12.2	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of GasLog Ltd.’s Chief Financial Officer</a>
13.1	<a href="#">GasLog Ltd. Certification of Paolo Enoizi, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002</a>
13.2	<a href="#">GasLog Ltd. Certification of Achilleas Tasioulas, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002</a>
15.1	<a href="#">Consent of Deloitte LLP</a>
15.2	<a href="#">Consent of Deloitte Certified Public Accountants S.A.</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Scheme
101.CAL	XBRL Taxonomy Extension Scheme Calculation Linkbase

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101.DEF	XBRL Taxonomy Extension Scheme Definition Linkbase
101.LAB	XBRL Taxonomy Extension Scheme Label Linkbase
101.PRE	XBRL Taxonomy Extension Scheme Presentation Linkbase
104	Cover page interactive data file (formatted as inline XBRL and contained in Exhibit 101)

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- (1) Previously filed as an exhibit to GasLog Ltd.'s Registration Statement on Form F-1 (File No. 333-179034), declared effective by the SEC on March 29, 2012, and hereby incorporated by reference to such Registration Statement.
- (2) Previously filed as an exhibit to GasLog Ltd.'s Report on Form 6-K (File No. 001-35466), filed with the SEC on May 24, 2013, and hereby incorporated by reference to such Report.
- (3) Previously filed as an exhibit to GasLog Ltd.'s Registration Statement on Form S-8 (File No. 333-187020), filed with the SEC on March 4, 2013, or an amendment thereto, and hereby incorporated by reference to such Registration Statement.
- (4) Previously filed as an exhibit to GasLog Ltd.'s Annual Report on Form 20-F (File No. 001-35466), filed with the SEC on March 14, 2016, and hereby incorporated by reference to such Report.
- (5) Previously filed as an exhibit to GasLog Partners LP's Annual Report on Form 20-F (File No. 001-36433), filed with the SEC on February 26, 2019, and hereby incorporated by reference to such Report.
- (6) Previously filed as Exhibit 10.1 to GasLog Partners LP's Report on Form 6-K (File No. 001-36433), filed with the SEC on June 24, 2019, and hereby incorporated by reference to such Report.
- (7) Previously filed as an exhibit to GasLog Ltd.'s Report on Form 6-K (File No. 001-35466), filed with the SEC on August 5, 2020, and hereby incorporated by reference to such Report.
- (8) Previously filed as Exhibit 10.1 to GasLog Partners LP's Report on Form 6-K (File No. 001-36433), filed with the SEC on August 5, 2020, and hereby incorporated by reference to such Report.
- (9) Previously filed as an exhibit to GasLog Ltd.'s Report on Form 6-K (File No. 001-35466), filed with the SEC on March 3, 2021, and hereby incorporated by reference to such Report.
- (10) Previously filed as an exhibit to GasLog Ltd.'s Report on Form 20-F (File No. 001-35466), filed with the SEC on March 5, 2021, and hereby incorporated by reference to such Report.
- (11) Previously filed as an exhibit to GasLog Ltd.'s Report on Form 20-F (File No. 001-35466), filed with the SEC on March 9, 2022, and hereby incorporated by reference to such Report.
- \* Confidential material has been redacted and complete exhibits have been separately filed with the SEC.
- \*\* Certain schedules have been omitted. The registrant hereby undertakes to furnish supplemental copies of any of the omitted schedules upon request by the SEC, provided, however, that GasLog may request confidential treatment pursuant to Rule 24b-2 of the Exchange Act for any schedule so furnished.

The registrant hereby agrees to furnish to the SEC upon request a copy of any instrument relating to long-term debt that does not exceed 10% of the total assets of the Company and its subsidiaries.

**SIGNATURE**

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

GASLOG LTD.,

By /s/ PAOLO ENOIZI

Name: Paolo Enoizi

Title: *Chief Executive Officer*

Dated: March 3, 2023



**GASLOG LTD.**  
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of GasLog Ltd.

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of GasLog Ltd. and subsidiaries (the “Company”) as of December 31, 2022 and 2021, the related consolidated statements of profit or loss, comprehensive income or loss, changes in equity, and cash flows for each of the two years in the period ended December 31, 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the two years in the period ended December 31, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The consolidated financial statements of the Company for the year ended December 31, 2020 were audited by other auditors whose report, dated March 5, 2021, expressed an unqualified opinion on those statements. However, we were not engaged to audit, review, or apply any procedures to the 2020 consolidated financial statements of the Company, and accordingly, we do not express an opinion or any other form of assurance on the 2020 consolidated financial statements taken as a whole.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### **Tangible fixed assets — Impairment of vessels — Refer to Notes 2 and 6 to the financial statements**

##### *Critical Audit Matter Description*

The carrying value of vessels as of December 31, 2022, was \$4,480.4 million, net of an impairment loss of \$68.3 million recognized in 2022.

The Company's vessels are evaluated for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable, and conversely for reversal of impairment. For each vessel for which impairment indicators or impairment reversal indicators are identified, management estimates the recoverable amount, which is the higher of fair value less cost to sell and value in use and compares it to the carrying value. As of December 31, 2022, negative indicators were identified with respect to the Group's Steam vessels which triggered the existence of potential impairment of Steam vessels, with no impairment indicators identified with respect to the remaining owned and bareboat fleet as of December 31, 2022. The Company assesses value in use using discounted future cash flows, which requires management to make estimates and assumptions, the most significant of which is charter rates for non-contracted revenue days and discount rate. Management identifies these as key assumptions to which the outcome of the impairment assessment is most sensitive.

At each reporting date, the Company reassesses its impairment assumptions and revises them as appropriate. In its impairment assessment during 2022, the Company compared each Steam vessel's value in use applying the "expected cash flow" approach instead of the single most likely cash flow ("traditional approach"). The expected cash flow approach was considered more appropriate in light of the increasing uncertainty pertaining to the business outlook for the Company's four steam vessels. As of December 31, 2022, the Company's management established its expectations for recovering each steam vessel's carrying amount in the form of two alternative scenarios: (a) continued operation of the vessel until the end of its useful economic life or (b) sale (at fair value less costs to sell) post expiry of its charter party agreement currently in effect. Appropriate probabilities were determined and assigned to each probable outcome, taking into account management's established strategic goals and tactical objectives with respect to Steam vessels' operation and residual value risk management. In both scenarios, estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

We identified impairment of Steam vessels as a critical audit matter because of the significant judgments made by management to estimate the discount rate and the charter rates for non-contracted revenue days which are particularly subjective as they involve assumptions about the LNG shipping market through the end of the useful lives of the Steam vessels, and due to the sensitivity of the value in use calculations to management's assumptions. Performing audit procedures to evaluate the reasonableness of management's estimates of charter rates for non-contracted revenue days and the discount rate required a high degree of auditor judgment.

#### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the charter rate assumption for non-contracted revenue days and discount rate used by management to estimate the recoverable amount of Steam vessels included the following:

- We tested the controls over management's estimation of the recoverable amount of Steam vessels for which impairment indicators were identified, including controls over the assumption for the charter rate for non-contracted revenue days and the discount rate.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the discount rate, including management's estimation method; testing the source information underlying the determination of the discount rate; the mathematical accuracy of the discount rate calculation; and developing a range of independent estimates and comparing those to the discount rate selected by management.
- We assessed the Company's use of the expected cash flow approach by obtaining evidence supporting its appropriateness as well as contradictory evidence supporting the traditional approach.
- We evaluated the reasonableness of charter rates for non-contracted revenue days up to December 31, 2023 by comparing management's assumptions for vessels to market data and considered actual time charters agreed with charterers for similar vessels.

- We evaluated the reasonableness of management's charter rate assumptions from January 1, 2023 through the end of each Steam vessel's useful life, for which very limited observable market data is available, by evaluating management's rationale and evidence for these assumptions, as follows:
  1. We re-assessed the rationale and evidence for the estimated long-term hire rate assumptions of other type of vessels and the differential between the longer-term charter rates for each vessel type assumed by management, including comparison to historic new build prices, comparison of the differentials to actual charter rates and to market data available about nearer term charter rates, with particular focus on the charter rate differentials between Steam and non-Steam vessels.
  2. We compared them with management's assumptions for the period up to December 31, 2023 for which market data was available and assessed the reasonableness of the changes in management's charter rate assumptions over the forecast period in light of evidence gathered about the potential future evolution of the LNG shipping market, including forecasts and reports published by external industry experts.
- We also considered other relevant evidence, including shipbrokers' estimates of market values of Steam vessels that were lower than management's estimates of values in use as of December 31, 2022.
- We tested the mathematical accuracy of management's value in use calculations and agreed the inputs to the source information and underlying assumptions used by management.
- We assessed the sensitivity disclosures in Note 6 based on our own sensitivity analysis and checked management's calculations of those sensitivities.
- We evaluated management's ability to accurately forecast by comparing actual results to management's historical forecasts.

/s/ Deloitte Certified Public Accountants S.A.

Athens, Greece

March 3, 2023

We have served as the Company's auditor since 2021.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of GasLog Ltd.

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of profit or loss, comprehensive income or loss, changes in equity and cash flows of GasLog Ltd. and subsidiaries (the “Company”), for the year ended December 31, 2020, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the results of the Company’s operations and its cash flows for the year ended December 31, 2020, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Deloitte LLP

London, United Kingdom

March 5, 2021

We began serving as the Company’s auditor in 2014. In 2021 we became the predecessor auditor.

**GasLog Ltd. and its Subsidiaries**
**Consolidated statements of financial position**
**As of December 31, 2021 and 2022**
**(All amounts expressed in thousands of U.S. Dollars)**

	Note	December 31, 2021	December 31, 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	3	9,511	9,511
Investment in associates	5	23,508	28,823
Deferred financing costs		5,564	8,778
Other non-current assets	10	4,866	2,092
Derivative financial instruments, non-current portion	26	1,913	13,225
Tangible fixed assets	6	5,002,829	4,514,663
Vessels under construction	6	22,939	210,099
Right-of-use assets	7	363,035	416,485
<b>Total non-current assets</b>		<b>5,434,165</b>	<b>5,203,676</b>
<b>Current assets</b>			
Trade and other receivables	9	28,595	22,897
Amounts due from related parties	21	18	61
Derivative financial instruments, current portion	26	596	25,383
Inventories		8,327	8,483
Prepayments and other current assets		5,798	7,262
Short-term cash deposits	8	—	36,000
Cash and cash equivalents	8	282,246	368,286
<b>Total current assets</b>		<b>325,580</b>	<b>468,372</b>
<b>Total assets</b>		<b>5,759,745</b>	<b>5,672,048</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Preference shares	11	46	46
Share capital	11	954	954
Contributed surplus	11	692,536	658,888
Reserves	12	15,322	16,464
(Accumulated deficit)/retained earnings		(65,117)	108,685
<b>Equity attributable to owners of the Group</b>		<b>643,741</b>	<b>785,037</b>
Non-controlling interests	4	924,630	936,741
<b>Total equity</b>		<b>1,568,371</b>	<b>1,721,778</b>
<b>Current liabilities</b>			
Trade accounts payable		15,892	19,725
Ship management creditors	8, 21	119	14
Amounts due to related parties	21	27	26
Derivative financial instruments, current portion	26	25,518	2,834
Other payables and accruals	14	153,501	166,932
Borrowings, current portion	13	553,161	294,977
Lease liabilities, current portion	7	30,905	48,548
<b>Total current liabilities</b>		<b>779,123</b>	<b>533,056</b>
<b>Non-current liabilities</b>			
Derivative financial instruments, non-current portion	26	28,694	5,498
Borrowings, non-current portion	13	3,105,059	3,004,767
Lease liabilities, non-current portion	7	271,945	287,828
Other non-current liabilities	6	6,553	119,121
<b>Total non-current liabilities</b>		<b>3,412,251</b>	<b>3,417,214</b>
<b>Total equity and liabilities</b>		<b>5,759,745</b>	<b>5,672,048</b>

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

**GasLog Ltd. and its Subsidiaries**
**Consolidated statements of profit or loss**
**For the years ended December 31, 2020, 2021 and 2022**
**(All amounts expressed in thousands of U.S. Dollars)**

	Notes	2020	2021	2022
Revenues	18	674,089	809,577	915,625
Voyage expenses and commissions	16	(21,883)	(19,430)	(14,260)
Vessel operating and supervision costs	15	(148,235)	(166,432)	(170,591)
Depreciation	6,7	(177,213)	(202,953)	(228,639)
Impairment loss	6	(28,627)	(153,669)	(68,287)
Loss on disposal of non-current assets	6	(572)	(1,100)	(406)
General and administrative expenses	17	(47,249)	(43,313)	(35,007)
<b>Profit from operations</b>		<b>250,310</b>	<b>222,680</b>	<b>398,435</b>
Financial costs	19	(165,281)	(166,955)	(184,675)
Financial income	19	726	142	4,118
(Loss)/gain on derivatives	26	(84,658)	22,680	74,807
Share of profit of associates	5	2,192	1,969	4,562
<b>Total other expenses, net</b>		<b>(247,021)</b>	<b>(142,164)</b>	<b>(101,188)</b>
<b>Profit for the year</b>		<b>3,289</b>	<b>80,516</b>	<b>297,247</b>
Attributable to:				
Owners of the Group		(44,948)	67,663	207,450
Non-controlling interests		48,237	12,853	89,797
		<b>3,289</b>	<b>80,516</b>	<b>297,247</b>

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



**GasLog Ltd. and its Subsidiaries**
**Consolidated statements of comprehensive income or loss**
**For the years ended December 31, 2020, 2021 and 2022**
**(All amounts expressed in thousands of U.S. Dollars)**

	Note	2020	2021	2022
<b>Profit for the year</b>		<b>3,289</b>	<b>80,516</b>	<b>297,247</b>
<b>Other comprehensive (loss)/income:</b>				
<b>Items that may not be reclassified subsequently to profit or loss:</b>				
Actuarial gain		57	—	—
<b>Items that may be reclassified subsequently to profit or loss:</b>				
Effective portion of changes in fair value of cash flow hedges, net of amounts recycled to profit or loss	26	(750)	(161)	384
<b>Other comprehensive (loss)/income for the year</b>		<b>(693)</b>	<b>(161)</b>	<b>384</b>
<b>Total comprehensive income for the year</b>		<b>2,596</b>	<b>80,355</b>	<b>297,631</b>
<b>Attributable to:</b>				
Owners of the Group		(45,641)	67,502	207,834
Non-controlling interests		48,237	12,853	89,797
		<b>2,596</b>	<b>80,355</b>	<b>297,631</b>

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

**GasLog Ltd. and its Subsidiaries**
**Consolidated statements of changes in equity  
For the years ended December 31, 2020, 2021 and 2022  
(All amounts expressed in thousands of U.S. Dollars)**

	Share capital (Note 11)	Preference shares (Note 11)	Contributed surplus (Note 11)	Reserves (Note 12)	Treasury shares (Note 11)	(Accumulated deficit)/ Retained earnings	Attributable to owners of the Group	Non - controlling interests (Note 4)	Total
<b>Balance as of January 1, 2020</b>	<b>810</b>	<b>46</b>	<b>760,671</b>	<b>16,799</b>	<b>(2,159)</b>	<b>(87,832)</b>	<b>688,335</b>	<b>961,518</b>	<b>1,649,853</b>
Proceeds from private placement, net of offering costs (Note 11)	144	—	34,849	—	—	—	34,993	—	34,993
Equity offering costs	—	—	—	—	—	—	—	(132)	(132)
Dividend declared (common and preference shares) (Note 12)	—	—	(35,698)	—	—	—	(35,698)	(56,859)	(92,557)
Share-based compensation, net of accrued dividend (Note 22)	—	—	—	5,385	—	—	5,385	—	5,385
Settlement of share-based compensation	—	—	—	(2,824)	2,819	—	(5)	—	(5)
Treasury shares, net of GasLog Partners' common units (Notes 4 and 11)	—	—	—	—	(2,000)	—	(2,000)	(996)	(2,996)
(Loss)/profit for the year	—	—	—	—	—	(44,948)	(44,948)	48,237	3,289
Other comprehensive loss for the year	—	—	—	(693)	—	—	(693)	—	(693)
<b>Total comprehensive (loss)/income for the year</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(693)</b>	<b>—</b>	<b>(44,948)</b>	<b>(45,641)</b>	<b>48,237</b>	<b>2,596</b>
<b>Balance as of December 31, 2020</b>	<b>954</b>	<b>46</b>	<b>759,822</b>	<b>18,667</b>	<b>(1,340)</b>	<b>(132,780)</b>	<b>645,369</b>	<b>951,768</b>	<b>1,597,137</b>
Net proceeds from GasLog Partners' public offerings of common units (Note 4)	—	—	—	—	—	—	—	9,633	9,633
Repurchases of GasLog Partners' preference units (Note 4)	—	—	—	—	—	—	—	(18,388)	(18,388)
Dividend declared (common and preference shares) (Note 12)	—	—	(67,286)	—	—	—	(67,286)	(31,236)	(98,522)
Share-based compensation, net of accrued dividend (Note 22)	—	—	—	3,351	—	—	3,351	—	3,351
Settlement of share-based compensation	—	—	—	(6,535)	1,340	—	(5,195)	—	(5,195)
Profit for the year	—	—	—	—	—	67,663	67,663	12,853	80,516
Other comprehensive loss for the year	—	—	—	(161)	—	—	(161)	—	(161)
<b>Total comprehensive (loss)/income for the year</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(161)</b>	<b>—</b>	<b>67,663</b>	<b>67,502</b>	<b>12,853</b>	<b>80,355</b>
<b>Balance as of December 31, 2021</b>	<b>954</b>	<b>46</b>	<b>692,536</b>	<b>15,322</b>	<b>—</b>	<b>(65,117)</b>	<b>643,741</b>	<b>924,630</b>	<b>1,568,371</b>
Repurchases of GasLog Partners' preference units (Note 4)	—	—	—	—	—	—	—	(49,244)	(49,244)
Dividend declared (common and preference shares) (Notes 4 and 12)	—	—	(33,648)	—	—	(33,648)	(67,296)	(28,442)	(95,738)
Share-based compensation, net of accrued dividend (Note 22)	—	—	—	758	—	—	758	—	758
Profit for the year	—	—	—	—	—	207,450	207,450	89,797	297,247
Other comprehensive income for the year	—	—	—	384	—	—	384	—	384
<b>Total comprehensive income for the year</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>384</b>	<b>—</b>	<b>207,450</b>	<b>207,834</b>	<b>89,797</b>	<b>297,631</b>
<b>Balance as of December 31, 2022</b>	<b>954</b>	<b>46</b>	<b>658,888</b>	<b>16,464</b>	<b>—</b>	<b>108,685</b>	<b>785,037</b>	<b>936,741</b>	<b>1,721,778</b>

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

**GasLog Ltd. and its Subsidiaries**
**Consolidated statements of cash flows**
**For the years ended December 31, 2020, 2021 and 2022**
**(All amounts expressed in thousands of U.S. Dollars)**

	Notes	2020	2021	2022
<b>Cash flows from operating activities:</b>				
Profit for the year		3,289	80,516	297,247
Adjustments for:				
Depreciation	6,7	177,213	202,953	228,639
Impairment loss	6	28,627	153,669	68,287
Loss on disposal of non-current assets	6	572	1,100	406
Share of profit of associates	5	(2,192)	(1,969)	(4,562)
Financial income	19	(726)	(142)	(4,118)
Financial costs	19	165,281	166,955	184,675
Loss/(gain) on derivatives (excluding realized gain/(loss) on forward foreign exchange contracts held for trading)	26	85,222	(23,817)	(80,742)
Non-cash defined benefit obligations		57	—	—
Share-based compensation		5,849	3,448	760
		<u>463,192</u>	<u>582,713</u>	<u>690,592</u>
<b>Movements in operating assets and liabilities:</b>				
(Increase)/decrease in trade and other receivables including related parties, net		(11,361)	7,482	6,218
(Increase)/decrease in prepayments and other assets		(4,239)	3,205	(2,454)
Decrease/(increase) in inventories		607	(762)	(156)
(Increase)/decrease in other non-current assets		(3,666)	801	2,774
Increase/(decrease) in other non-current liabilities		375	(1,497)	651
Increase in accounts payable and other current liabilities		14,574	165	1,287
<b>Net cash provided by operating activities</b>		<u><b>459,482</b></u>	<u><b>592,107</b></u>	<u><b>698,912</b></u>
<b>Cash flows from investing activities:</b>				
Payments for tangible fixed assets and vessels under construction		(732,385)	(506,641)	(193,464)
Proceeds from sale and sale and leasebacks of tangible fixed assets, net	6,7	2,322	242,979	225,429
Proceeds from Floating Storage Regasification Unit (“FSRU”) forthcoming sale	6	—	—	108,632
Other investments	5	(472)	(230)	(753)
Payments for right-of-use assets		(5,803)	—	(25)
Dividends received from associate		1,725	1,700	—
Purchase of short-term cash deposits		—	(2,500)	(61,000)
Maturity of short-term cash deposits		4,500	2,500	25,000
Increase in restricted cash		(300)	—	—
Financial income received		844	142	3,554
<b>Net cash (used in)/provided by investing activities</b>		<u><b>(729,569)</b></u>	<u><b>(262,050)</b></u>	<u><b>107,373</b></u>

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

**GasLog Ltd. and its Subsidiaries**
**Consolidated statements of cash flows (Continued)**  
**For the years ended December 31, 2020, 2021 and 2022**  
**(All amounts expressed in thousands of U.S. Dollars)**

	Notes	2020	2021	2022
<b>Cash flows from financing activities:</b>				
Proceeds from loans and bonds, net of discount	27	2,138,035	471,867	374,659
Loan and bond repayments	27	(1,481,709)	(592,463)	(729,849)
Principal elements of lease payments	7,27	(11,150)	(14,843)	(42,262)
Payment of loan and bond issuance costs		(35,795)	(13,437)	(5,188)
Loan issuance costs received		792	379	—
Proceeds from GasLog Partners' common unit offerings (net of underwriting discounts and commissions)		—	10,000	—
Payment of equity raising costs		(1,153)	(347)	(20)
Proceeds from private placement		36,000	—	—
Payment for cross currency swaps' ("CCSs") termination/modification		(4,052)	—	—
Payment for bond repurchase at a premium		(1,937)	—	—
Payment for interest rate swaps termination		(31,662)	—	—
Proceeds from entering into interest rate swaps		31,622	—	—
Interest paid		(169,284)	(172,772)	(164,499)
Loan/bond modification costs related to the Transaction (as defined in Note 1)		—	(15,718)	—
Payment of cash collaterals for swaps		(96,314)	(9,080)	—
Release of cash collaterals for swaps		95,067	31,557	990
Purchase of treasury shares or GasLog Partners' common and preference units		(2,996)	(18,388)	(49,244)
Dividends paid (common and preference)		(90,041)	(91,499)	(105,277)
<b>Net cash provided by/(used in) financing activities</b>		<b>375,423</b>	<b>(414,744)</b>	<b>(720,690)</b>
Effects of exchange rate changes on cash and cash equivalents		(1,814)	(336)	445
<b>Increase/(decrease) in cash and cash equivalents</b>		<b>103,522</b>	<b>(85,023)</b>	<b>86,040</b>
Cash and cash equivalents, beginning of the year		263,747	367,269	282,246
<b>Cash and cash equivalents, end of the year</b>		<b>367,269</b>	<b>282,246</b>	<b>368,286</b>
<b>Non-cash investing and financing activities</b>				
Capital expenditures included in liabilities at the end of the year		15,273	11,837	13,761
Capital expenditures included in liabilities at the end of the year – Right-of-use assets		169	169	106
Equity raising costs included in liabilities at the end of the year		—	20	—
Loan issuance costs included in liabilities at the end of the year	27	320	23	6,059
Dividend declared included in liabilities at the end of the year		2,516	9,539	—
Liabilities related to leases at the end of the year	27	3	—	—
Non-cash prepayment of lease payments	7	—	55,374	38,183
Capitalized imputed interest included in long-term liabilities at the end of the year	6	—	—	3,294
Capitalized interest included in current liabilities at the end of the year	6,13	—	—	547

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

## GasLog Ltd. and its Subsidiaries

### Notes to the consolidated financial statements

For the years ended December 31, 2020, 2021 and 2022

(All amounts expressed in thousands of U.S. Dollars, except share and per share data)

#### 1. Organization and Operations

GasLog Ltd. (“GasLog”) was incorporated in Bermuda on July 16, 2003. GasLog and its subsidiaries (the “Group”) are primarily engaged in the ownership, operation and management of vessels in the liquefied natural gas (“LNG”) market, providing maritime services for the transportation of LNG on a worldwide basis and LNG vessel management services. The Group conducts its operations through its vessel-owning subsidiaries, lease asset companies, right-of-use asset companies and through its vessel management services subsidiary. The Group’s operations are carried out from offices in Piraeus, London and Singapore. The registered office of GasLog is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

On February 21, 2021, GasLog entered into an agreement and plan of merger (the “Merger Agreement”) with BlackRock’s Global Energy & Power Infrastructure Team (collectively, “GEPIF”), pursuant to which GEPIF acquired all of the outstanding common shares of GasLog Ltd. that were not held by certain existing shareholders of GasLog Ltd. for a purchase price of \$5.80 in cash per share (the “Transaction”). On June 4, 2021, the special general meeting of shareholders (the “Special Meeting”) was held, and shareholders approved (i) the previously announced Merger Agreement, (ii) the merger and (iii) the statutory merger agreement contemplated by the Merger Agreement. Trading in GasLog’s common shares on the New York Stock Exchange (“NYSE”) was suspended and the delisting of the common shares from the NYSE became effective on June 21, 2021. GasLog’s 8.75% Series A Cumulative Redeemable Perpetual Preference Shares (“Preference Shares”) remain outstanding and continue to trade in the NYSE under the ticker symbol “GLOG PR A”.

Following the consummation of the Transaction on June 9, 2021, the Company, Blenheim Holdings Ltd., Blenheim Special Investments Holding Ltd. and Olympic LNG Investments Ltd. (collectively, the “Rolling Shareholders”) and GEPIF entered into a shareholders’ agreement with respect to the governance of the Company (the “Shareholders’ Agreement”). Pursuant to the Shareholders’ Agreement, the board of directors of the Company were reduced to five persons, and the Rolling Shareholders that are party to the Shareholders’ Agreement will appoint a majority of the Company’s board of directors in accordance with the terms of the Shareholders’ Agreement. In addition, Peter G. Livanos holds a proxy to vote the shares of the Rolling Shareholders under the terms of the Shareholders’ Agreement and, as a result of holding such proxy, controls more than a majority of the voting stock of the Company and controls the right to appoint a majority of the board of the Company.

On May 12, 2014, GasLog Partners LP (“GasLog Partners” or the “Partnership”), a subsidiary of GasLog, completed its initial public offering (the “GasLog Partners’ IPO”) with the sale and issuance of 9,660,000 common units (including 1,260,000 units in relation to the overallotment option exercised in full by the underwriters), resulting in net proceeds of \$186,029 and representing a 48.2% ownership interest. Concurrently with the GasLog Partners’ IPO, the Partnership acquired from GasLog a 100% ownership interest in GAS-three Ltd., GAS-four Ltd. and GAS-five Ltd., the entities that owned the *GasLog Shanghai*, the *GasLog Santiago* and the *GasLog Sydney*, in exchange for (i) 162,358 common units and 9,822,358 subordinated units issued to GasLog representing a 49.8% ownership interest and all of the incentive distribution rights that entitle GasLog to increasing percentages of the cash that the Partnership distributes in excess of \$0.43125 per unit per quarter, (ii) 400,913 general partner units issued to GasLog Partners GP LLC (the “general partner”), a wholly owned subsidiary of GasLog, representing a 2.0% general partner interest and (iii) \$65,695 of cash consideration paid directly to GasLog from the GasLog Partners’ IPO proceeds.

**GasLog Ltd. and its Subsidiaries****Notes to the consolidated financial statements (Continued)****For the years ended December 31, 2020, 2021 and 2022****(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

Since GasLog Partners' IPO, the Partnership acquired 100% of the ownership interests in the following GasLog subsidiaries that owned the vessels listed below:

<b>Date Acquisition Completed</b>	<b>Subsidiaries Acquired</b>	<b>Vessels Purchased</b>
September 29, 2014	GAS-sixteen Ltd. and GAS-seventeen Ltd.	<i>Methane Rita Andrea</i> and <i>Methane Jane Elizabeth</i>
July 1, 2015	GAS-nineteen Ltd., GAS-twenty Ltd. and GAS-twenty one Ltd.	<i>Methane Alison Victoria</i> , <i>Methane Shirley Elisabeth</i> and <i>Methane Heather Sally</i>
November 1, 2016	GAS-seven Ltd.	<i>GasLog Seattle</i>
May 3, 2017	GAS-eleven Ltd.	<i>GasLog Greece</i>
July 3, 2017	GAS-thirteen Ltd.	<i>GasLog Geneva</i>
October 20, 2017	GAS-eight Ltd.	<i>Solaris</i>
April 26, 2018	GAS-fourteen Ltd.	<i>GasLog Gibraltar</i>
November 14, 2018	GAS-twenty seven Ltd.	<i>Methane Becki Anne</i>
April 1, 2019	GAS-twelve Ltd.	<i>GasLog Glasgow</i>

As of December 31, 2022, GasLog holds a 33.2% ownership interest (including the 2% interest through general partner units) in GasLog Partners and, as a result of its ownership of the general partner and the fact that the general partner elects the majority of the Partnership's directors in accordance with the Partnership Agreement, GasLog has the ability to control the Partnership's affairs and policies. Consequently, GasLog Partners is consolidated in the Group's financial statements.

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**Notes to the consolidated financial statements (Continued)**
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The accompanying consolidated financial statements include the financial statements of GasLog and its subsidiaries. Unless indicated otherwise, the subsidiaries listed below were 100% held (either directly or indirectly) by GasLog. As of December 31, 2022, the Group's structure is as follows:

Name	Place of Incorporation	Date of Incorporation	Principal Activities	Cargo Capacity Cubic Meters ("cbm")	Vessel	Delivery Date
<b>Subsidiaries:</b>						
GasLog Investments Ltd.	BVI	July 2003	Holding company	—	—	—
GasLog Investment Holdings Ltd. <sup>(1)</sup>	Bermuda	September 2016	Dormant	—	—	—
GasLog Carriers Ltd. ("GasLog Carriers")	Bermuda	February 2008	Holding company	—	—	—
GasLog Shipping Company Ltd.	Bermuda	January 2006	Holding company	—	—	—
GasLog Partners GP LLC	Marshall Islands	January 2014	Holding company	—	—	—
GasLog Cyprus Investments Ltd.	Cyprus	December 2016	Holding company	—	—	—
GasLog Services UK Ltd.	England and Wales	May 2014	Service company	—	—	—
GasLog Services US Inc.	Delaware	May 2014	Dormant	—	—	—
GasLog Asia Pte Ltd.	Singapore	May 2015	Service company	—	—	—
GasLog LNG Services Ltd.	Bermuda	August 2004	Vessel management services	—	—	—
GAS-Two Panama S.A.	Panama	November 2020	Dormant	—	—	—
GasLog-one Malta Ltd.	Malta	August 2022	Dormant	—	—	—
GAS-one Ltd.	Bermuda	February 2008	Vessel-owning company	155,000	GasLog Savannah	May 2010
GAS-two Ltd.	Bermuda	February 2008	Vessel-owning company	155,000	GasLog Singapore	July 2010
GAS-six Ltd.	Bermuda	February 2011	Right-of-use asset company	155,000	GasLog Skagen	July 2013
GAS-nine Ltd.	Bermuda	June 2011	Vessel-owning company	155,000	GasLog Saratoga	December 2014
GAS-ten Ltd.	Bermuda	June 2011	Right-of-use asset company	155,000	GasLog Salem	April 2015
GAS-fifteen Ltd.	Bermuda	August 2013	Vessel-owning company	153,600	GasLog Chelsea <sup>(2)</sup>	October 2013
GAS-eighteen Ltd. <sup>(3)</sup>	Bermuda	January 2014	Dormant	—	—	—
GAS-twenty two Ltd.	Bermuda	May 2014	Vessel-owning company	174,000	GasLog Genoa	March 2018
GAS-twenty three Ltd.	Bermuda	May 2014	Vessel-owning company	174,000	GasLog Gladstone	March 2019
GAS-twenty four Ltd.	Bermuda	June 2014	Lease asset company	174,000	GasLog Houston	January 2018
GAS-twenty five Ltd.	Bermuda	June 2014	Lease asset company	174,000	GasLog Hong Kong	March 2018
GAS-twenty six Ltd.	Bermuda	January 2015	Right-of-use asset company	170,000	Methane Julia Louise	March 2015
GAS-twenty eight Ltd.	Bermuda	September 2016	Vessel-owning company	180,000	GasLog Windsor	April 2020
GAS-thirty Ltd.	Bermuda	December 2017	Vessel-owning company	180,000	GasLog Westminster	July 2020
GAS-thirty one Ltd.	Bermuda	December 2017	Vessel-owning company	180,000	GasLog Wales	May 2020
GAS-thirty two Ltd.	Bermuda	December 2017	Vessel-owning company	174,000	GasLog Georgetown	November 2020
GAS-thirty three Ltd.	Bermuda	May 2018	Vessel-owning company	174,000	GasLog Galveston	January 4, 2021
GAS-thirty four Ltd.	Bermuda	May 2018	Vessel-owning company	180,000	GasLog Wellington	June 15, 2021
GAS-thirty five Ltd.	Bermuda	December 2018	Vessel-owning company	180,000	GasLog Winchester	August 24, 2021
GAS-FFA Trading Ltd. <sup>(4)</sup>	Bermuda	December 2018	Dormant	—	—	—
GAS-FFA Partnership Trading Ltd. <sup>(4)</sup>	Bermuda	December 2018	Dormant	—	—	—
GAS-thirty eight Ltd.	Bermuda	December 2021	Vessel-owning company	174,000	Hull No. 2532	Q3 2024 <sup>(5)</sup>
GAS-thirty nine Ltd.	Bermuda	December 2021	Vessel-owning company	174,000	Hull No. 2533	Q3 2024 <sup>(5)</sup>
GAS-forty Ltd.	Bermuda	December 2021	Vessel-owning company	174,000	Hull No. 2534	Q3 2025 <sup>(5)</sup>
GAS-forty one Ltd.	Bermuda	December 2021	Vessel-owning company	174,000	Hull No. 2535	Q4 2025 <sup>(5)</sup>
GasLog Hellas-1 Special Maritime Enterprise	Greece	June 2019	Vessel-owning company	180,000	GasLog Warsaw	July 2019
GasLog Hellas-2 Special Maritime Enterprise	Greece	August 2022	Vessel-owning company	145,000	GasLog Athens <sup>(3)</sup>	October 2022
<b>33.2% interest subsidiaries:</b>						
GasLog Partners LP	Marshall Islands	January 2014	Holding company	—	—	—
GasLog Partners Holdings LLC	Marshall Islands	April 2014	Holding company	—	—	—
GasLog-two Malta Ltd.	Malta	August 2022	Dormant	—	—	—
GAS-three Ltd.	Bermuda	April 2010	Right-of-use asset company	155,000	GasLog Shanghai	January 2013
GAS-four Ltd.	Bermuda	April 2010	Vessel-owning company	155,000	GasLog Santiago	March 2013
GAS-five Ltd.	Bermuda	February 2011	Vessel-owning company	155,000	GasLog Sydney	May 2013
GAS-seven Ltd.	Bermuda	March 2011	Vessel-owning company	155,000	GasLog Seattle	December 2013
GAS-eight Ltd.	Bermuda	March 2011	Vessel-owning company	155,000	Solaris	June 2014
GAS-eleven Ltd.	Bermuda	December 2012	Vessel-owning company	174,000	GasLog Greece	March 2016
GAS-twelve Ltd.	Bermuda	December 2012	Vessel-owning company	174,000	GasLog Glasgow	June 2016
GAS-thirteen Ltd.	Bermuda	July 2013	Vessel-owning company	174,000	GasLog Geneva	September 2016
GAS-fourteen Ltd.	Bermuda	July 2013	Vessel-owning company	174,000	GasLog Gibraltar	October 2016
GAS-sixteen Ltd.	Bermuda	January 2014	Vessel-owning company	145,000	Methane Rita Andrea	April 2014
GAS-seventeen Ltd.	Bermuda	January 2014	Vessel-owning company	145,000	Methane Jane Elizabeth	April 2014
GAS-nineteen Ltd.	Bermuda	April 2014	Vessel-owning company	145,000	Methane Alison Victoria	June 2014
GAS-twenty Ltd.	Bermuda	April 2014	Dormant	—	—	—
GAS-twenty one Ltd.	Bermuda	April 2014	Right-of-use asset company	145,000	Methane Heather Sally	June 2014
GAS-twenty seven Ltd.	Bermuda	January 2015	Vessel-owning company	170,000	Methane Becki Anne	March 2015
<b>25% interest associate:</b>						
Egypt LNG Shipping Ltd.	Bermuda	May 2010	Vessel-owning company	145,000	Methane Nile Eagle	December 2007
<b>20% interest associate:</b>						
Gastrade S.A. ("Gastrade")	Greece	June 2010	Service company	—	—	—

<sup>(1)</sup> In October 2022, GAS-twenty nine Ltd. was renamed to GasLog Investment Holdings Ltd.

<sup>(2)</sup> In February 2023, the *GasLog Chelsea* changed from the flag of Bermuda to the flag of Greece and was renamed to *Alexandroupoli*.

<sup>(3)</sup> In October 2022, the *Methane Lydon Volney*, delivered in April 2014, changed from the flag of Bermuda to the flag of Greece, was renamed *GasLog Athens* and was sold by GAS-eighteen Ltd. to the subsidiary GasLog Hellas-2 Special Maritime Enterprise.

<sup>(4)</sup> On January 7, 2022, GAS-thirty six Ltd. was renamed to GAS-FFA Trading Ltd. and GAS-thirty seven Ltd. was renamed to GAS-FFA Partnership Trading Ltd.

<sup>(5)</sup> Expected quarter of delivery for newbuildings as of December 31, 2022, are presented.



**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

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On October 26, 2021, GasLog Partners and GasLog completed the sale and leaseback of the *GasLog Shanghai* and the *GasLog Salem*, respectively, with a wholly-owned subsidiary of China Development Bank Financial Leasing Co., Ltd. (“CDBL”). The vessels were sold and leased back under bareboat charters with CDBL for a period of five years with no repurchase option or obligation.

On March 28, 2022, GasLog completed the sale and leaseback of the *GasLog Skagen* with a wholly-owned subsidiary of CDBL. The vessel was sold and leased back under a bareboat charter from CDBL for a period of five years with no repurchase option or obligation.

On September 14, 2022, GasLog Partners completed the sale of the *Methane Shirley Elisabeth* (previously owned by GAS-twenty Ltd.) to an unrelated third party.

On October 31, 2022, GasLog Partners completed the sale and leaseback of the *Methane Heather Sally* with an unrelated third party. The vessel was sold and leased back under a bareboat charter until the middle of 2025, with no repurchase option or obligation.

All entities in the Group have a December 31st year end. During 2022, the Group employed an average of 152 employees (2021: 159 and 2020: 176).

**2. Significant Accounting Policies**

***Statement of compliance***

The consolidated financial statements of GasLog and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (the “IASB”).

***Basis of preparation and approval***

The consolidated financial statements have been prepared on the historical cost basis, except for the revaluation of derivative financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

***Going concern***

In considering going concern management has reviewed the Group’s future cash requirements, covenant compliance and earnings projections. As of December 31, 2022, the Group’s current assets totaled \$468,372, while current liabilities totaled \$533,056, resulting in a negative working capital position of \$64,684. Current liabilities include \$79,099, net of unamortized fees of \$691, with respect to the associated debt of the *GasLog Chelsea*, which GasLog agreed to sell following its conversion to an FSRU (the sale is expected to be completed by the fourth quarter of 2023) and \$71,228 of unearned revenue in relation to hires received in advance of December 31, 2022 (which represents a non-cash liability that will be recognized as revenue in January as the services are rendered).

Management monitors the Company’s liquidity position throughout the year to ensure that it has access to sufficient funds to meet its forecast cash requirements, including newbuilding and debt service commitments, and to monitor compliance with the financial covenants within its loan and bond facilities. Management anticipates that our primary sources of funds over the next twelve months will be available cash, cash from operations, existing and new borrowings and future sale and leaseback transactions. Management believes that these anticipated sources of funds will be sufficient for the Company to meet its liquidity needs and to comply with its financial covenants for at least twelve months from the date of this report and therefore it is appropriate to prepare the financial statements on a going concern basis.

The financial statements are expressed in U.S. dollars (“USD”), which is the functional currency of the Group’s subsidiaries because their vessels operate in international shipping markets in which revenues and expenses are primarily settled in USD, and the Group’s most significant assets and liabilities are paid for and settled in USD.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

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On March 3, 2023, the financial statements were authorized on behalf of GasLog's board of directors for issuance and filing.

The principal accounting policies are set out below.

***Basis of consolidation***

The consolidated financial statements incorporate the financial statements of GasLog and entities controlled by GasLog (its subsidiaries). Control is achieved where GasLog:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated financial statements from the date control is obtained and up to the date control ceases. Acquisitions of businesses are accounted for using the acquisition method.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

The other investors in subsidiaries in which the Group has less than 100% interest hold a non-controlling interest in the net assets of these subsidiaries. Non-controlling interest is stated at the non-controlling interest's proportion of the net assets of the subsidiaries where the Group has less than 100% interest. Subsequent to initial recognition the carrying amount of non-controlling interest is increased or decreased by the non-controlling interest's share of subsequent changes in the equity of such subsidiaries.

Total comprehensive income is attributed to a non-controlling interest even if this results in the non-controlling interest having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Group.

***Goodwill***

Goodwill arising in a business combination is recognized as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognized immediately in the consolidated statement of profit or loss as a bargain purchase gain.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

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Goodwill is not amortized but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

***Investment in associates***

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results, assets and liabilities of associates are included in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for under IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. An impairment assessment of investments in associates is performed when there is an indication that the asset has been impaired or the impairment losses recognized in prior years no longer exist.

When the Group's share of losses exceeds the carrying amount of the investment, the investment is reported at nil value and recognition of losses is discontinued except to the extent of the Group's commitment.

***Leases***

Lease income from operating leases of vessels where the Group is a lessor is recognized in the consolidated statement of profit or loss on a straight-line basis over the lease term. The respective leased assets are included in the statement of financial position based on their nature under "Tangible fixed assets".

The Group is a lessee under vessel sale and leaseback arrangements and also leases various properties, vessel and office equipment. Rental contracts are typically made for fixed periods but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Following the implementation of IFRS 16, a lease is recognized 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. The corresponding rental obligations, net of finance charges, are included in current and non-current liabilities as lease liabilities. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest rate method) and by reducing the carrying amount to reflect lease payment made. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to 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. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

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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: (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable, (b) variable lease payments that are based on an index or a rate (if any), initially measured using the index or rate as at the commencement date, (c) amounts expected to be payable by the lessee under residual value guarantees (if any), (d) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and (e) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate, which is the Group's current average borrowing rate. Right-of-use assets are measured at cost comprising the following: (a) the amount of the initial measurement of lease liability, (b) any lease payments made at or before the commencement date less any lease incentives received, (c) any initial direct costs, and (d) restoration costs. Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in the consolidated statement of profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value items comprise of low value vessel or office equipment.

***Accounting for (i) revenues and related operating expenses and (ii) voyage expenses and commissions***

The Group's revenues comprise revenues from time charters for the charter hire of its vessels, management fees, project supervision income and other income earned during the period in accordance with existing contracts.

A time charter represents a contract entered into for the use of a vessel for a specific period of time and a specified daily charter hire rate. Time charter revenue is recognized as earned on a straight-line basis over the term of the relevant time charter starting from the vessel's delivery to the charterer, except for the off-hire period. When a charter agreement exists, the vessel is made available and services are provided to the charterer and collection of the related revenue is reasonably assured. Unearned revenue includes cash received prior to the balance sheet date relating to services to be rendered after the balance sheet date. Accrued revenue represents income recognized in advance as a result of the straight-line revenue recognition in respect of charter agreements that provide for varying charter rates.

Under a time charter arrangement, the hire rate per the charter agreement has two components: the lease component and the service component relating to the vessel operating costs. Each component is accounted for in accordance with the applicable accounting standard. The revenue in relation to the lease component of the agreements is accounted for under IFRS 16 *Leases*. The revenue in relation to the service component relates to vessel operating expenses, which include expenses that are paid by the vessel owner such as management fees, crew wages, provisions and stores, technical maintenance and insurance expenses. These costs are essential to operating a charter and the charterers receive the benefit of these when the vessel is used during the contracted time and, therefore, these costs are accounted for in accordance with the requirements of IFRS 15 *Revenue from Contracts with Customers*. This revenue is recognized "over time" as the customer (i.e. the charterer) is simultaneously receiving and consuming the benefits of the service.

Revenue from vessel management and vessel construction project supervision contracts is recognized when earned and when it is probable that future economic benefits will flow to the Group and such a benefit can be measured reliably.

Time charter hires received in advance are classified as liabilities until the criteria for recognizing the revenue as earned are met.

Under a time charter arrangement, the vessel operating expenses such as management fees, crew wages, provisions and stores, technical maintenance and insurance expenses and broker's commissions are paid by the vessel owner, whereas voyage expenses such as bunkers, port expenses, agents' fees and extra war risk insurance are paid by the charterer.

Management believes that mobilization of a vessel from a previous port of discharge to a subsequent port of loading does not result in a separate benefit for charterers and that the activity is thus incapable of being distinct. This activity is considered to be a required set-up activity to fulfill the contract. Consequently, positioning and repositioning fees and associated expenses should be recognized over the period of the contract to match the recognition of the respective hire revenues realized, and not at a certain point in time following the adoption of IFRS 15 *Revenue from Contracts with Customers*. All other voyage expenses and vessel operating costs are expensed as incurred, with the exception of commissions, which are also recognized on a pro-rata basis over the duration of the period of the time charter. Bunkers' consumption included in voyage expenses represents mainly bunkers consumed during vessels' unemployment and off-hire.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

***Financial income and costs***

Interest income is recognized on an accrual basis. Dividend income is recognized when the right to receive payment is established.

Interest expense, other borrowing costs and realized loss on CCSs are recognized on an accrual basis.

***Foreign currencies***

Transactions in currencies other than the USD are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in other currencies are retranslated into USD at the rates prevailing at that date. All resulting exchange differences are recognized in the consolidated statement of profit or loss in the period in which they arise. The exchange differences from cash and bonds are classified in Financial costs, while all other foreign exchange differences are classified in General and administrative expenses.

***Deferred financing costs for undrawn facilities***

Commitment, arrangement, structuring, legal and agency fees incurred for obtaining new loans or refinancing existing facilities are recorded as deferred loan issuance costs and classified contra to debt, while the fees incurred for the undrawn facilities are classified under non-current assets in the statement of financial position and are reclassified contra to debt on the drawdown dates.

Deferred financing costs are deferred and amortized to financial costs over the term of the relevant loan, using the effective interest method. When the relevant loan is terminated or extinguished, the unamortized loan fees are written-off in the consolidated statement of profit or loss.

***Non-current assets held for sale***

Non-current assets (such as vessels) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use, where the asset is available for immediate sale in its present condition and the sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of derecognition. Non-current assets held for sale are presented separately from the other assets in the statement of financial position and are not depreciated or amortized while they are classified as held for sale.

***Vessels under construction***

Vessels under construction are presented at cost less identified impairment losses, if any. Costs include scheduled advance shipyard installment payments and other vessel costs including capitalized interest incurred during the construction period that are directly attributable to the acquisition or construction of the vessels.

Upon completion of the construction, the vessels are presented on the statement of financial position in accordance with the “Tangible fixed assets: Property, plant and equipment” policy as described below.

**GasLog Ltd. and its Subsidiaries****Notes to the consolidated financial statements (Continued)****For the years ended December 31, 2020, 2021 and 2022****(All amounts expressed in thousands of U.S. Dollars, except share and per share data)*****Tangible fixed assets: Property, plant and equipment***

Tangible fixed assets are stated at cost less accumulated depreciation and any accumulated impairment loss. The initial cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition. The cost of an LNG vessel is split into two components, a “vessel component” and a “dry-docking component”. Depreciation for the vessel component is calculated on a straight-line basis, after taking into account the estimated residual values, over the estimated useful life of this major component of the vessels. Residual values are based on management’s estimation about the amount that the Group would currently obtain from disposal of its vessels, after deducting the estimated costs of disposal, if the vessels were already of the age and in the condition expected at the end of their useful life.

The LNG vessels are required to undergo dry-docking overhaul every five years to restore their service potential and to meet their classification requirements that cannot be performed while the vessels are operating. The dry-docking component is estimated at the time of a vessel’s delivery from the shipyard or acquisition from the previous owner and is measured based on the estimated cost of the first dry-docking subsequent to its acquisition, based on the Group’s historical experience with similar types of vessels. For subsequent dry-dockings, actual costs are capitalized when incurred. The dry-docking component is depreciated over the period of five years in case of new vessels, and until the next dry-docking for secondhand vessels (which is performed within five years from the vessel’s last dry-docking).

Costs that will be capitalized as part of the future dry-dockings will include a variety of costs incurred directly attributable to the dry-dock and costs incurred to meet classification and regulatory requirements, as well as expenses related to the dock preparation and port expenses at the dry-dock shipyard, dry-docking shipyard expenses, expenses related to hull, external surfaces and decks, and expenses related to machinery and engines of the vessel, as well as expenses related to the testing and correction of findings related to safety equipment on board. Dry-docking costs do not include vessel operating expenses such as replacement parts, crew expenses, provisions, lubricants consumption, insurance, management fees or management costs during the dry-docking period. Expenses related to regular maintenance and repairs of vessels are expensed as incurred, even if such maintenance and repair occurs during the same time period as dry-docking.

The LNG vessels are also required to undergo an underwater survey in lieu of dry-docking (“intermediate survey”) in order to meet certain classification requirements. The intermediate survey component is recognized after the first intermediate survey, which takes place between the first and the second dry-docking and is amortized over the period until the next dry-docking which is estimated to be two and a half years. The extent of the underwater inspection is to be sufficient to include all items which would normally be examined if the vessel was on dry-docking. If the intermediate survey reveals a damage or deterioration that requires further attention, the surveyor may require that the vessel be dry-docked earlier than scheduled in order to undertake a detailed survey and necessary repairs.

The expected useful lives of all long-lived assets are as follows:

<b>Vessel</b>	
LNG vessel component	35 years
Dry-docking component	5 years
Intermediate survey component	the period until the next dry-docking (i.e. 1-3 years)
Furniture, computer, software and other office equipment	3-5 years
Leasehold improvements	12 years (or remaining term of the lease)

Management estimates the useful life of its vessels to be 35 years from the date of initial delivery from the shipyard. Secondhand vessels are depreciated from the date of their acquisition through their remaining estimated useful life.

The useful lives of all assets and the depreciation method are reviewed annually to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from items of property, plant and equipment. The residual value is also reviewed at each financial period-end. If expectations differ from previous estimates, the changes are accounted for prospectively in the consolidated statement of profit or loss in the period of the change and future periods.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

Management estimates the residual value of its vessels to be equal to the product of their lightweight tonnage (“LWT”) and an estimated scrap rate per LWT. Effective December 31, 2022, following management’s annual reassessment, the estimated scrap rate per LWT was increased. This change in estimate is expected to decrease the future annual depreciation by \$2,151. The estimated residual value of the vessels may not represent the fair market value at any time partly because market prices of scrap values tend to fluctuate. The Group might revise the estimate of the residual values of the vessels in the future in response to changing market conditions.

Ordinary maintenance and repairs that do not extend the useful life of the asset are expensed as incurred.

When assets are sold, they are derecognized and any gain or loss resulting from their disposal is included in the consolidated statement of profit or loss.

***Impairment of tangible fixed assets, vessels under construction and right-of-use assets***

All assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in the consolidated statement of profit or loss. The recoverable amount is the higher of an asset’s fair value less cost of disposal and “value in use”. The fair value less cost of disposal is the amount obtainable from the sale of an asset in an arm’s length transaction less the costs of disposal, while “value in use” is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit. Each vessel is considered to be a separate cash-generating unit. The fair values of the vessels are estimated from market-based evidence by appraisal that is normally undertaken by professionally qualified brokers.

***Reimbursable capital expenditures***

Costs eligible for capitalization that are contractually reimbursable by our charterers are recognized on a gross basis in the period incurred under “Vessels”. Concurrently, an equal amount is deferred as a liability and amortized to the consolidated statement of profit or loss as revenue over the remaining tenure of the charter party agreement.

***Provisions***

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

***Inventories***

Inventories represent lubricants on board the vessel and, in the event of a vessel not being employed under a charter, the bunkers on board the vessel. Inventories are stated at the lower of cost calculated on a first in, first out basis, and net realizable value.

***Financial instruments***

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. All financial instruments are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.



**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

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- **Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments which are readily convertible into known amounts of cash with original maturities of three months or less at the time of purchase that are subject to an insignificant risk of change in value.

- **Restricted cash**

Restricted cash comprises cash held that is not available for use by the Group including cash held in blocked accounts in order to comply with the covenants under the Group's credit facilities and amounts held as guarantees as part of stand-by letters of credit.

- **Short-term cash deposits**

Short-term cash deposits represent short-term, highly liquid time deposits placed with financial institutions which are readily convertible into known amounts of cash with original maturities of more than three months but less than 12 months at the time of purchase that are subject to an insignificant risk of change in value.

- **Trade receivables**

Trade receivables are carried at the amount expected to be received from the third party to settle the obligation. At each reporting date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate allowance for doubtful accounts. Trade receivables are recognized initially at their transaction price and subsequently measured at amortized cost using the effective interest method. Trade receivables are written off when there is no reasonable expectation of recovery. See Note 9 for further information about the Group's accounting for trade receivables.

The simplified approach is applied to trade and other receivables and the Group recognizes lifetime expected credit losses ("ECLs") on trade receivables. Under the simplified approach, the loss allowance is always equal to ECLs.

- **Borrowings**

Borrowings are initially recognized at fair value (net of transaction costs). Borrowings are subsequently measured at amortized cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement of the borrowings is recognized in the consolidated statement of profit or loss over the term of the borrowings.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Borrowings also include arrangements such as sale and leaseback transactions with an option or obligation to repurchase the asset. The Group continues to recognize the asset and a financial liability for the amount of the consideration received from the customer.

- **Derivative financial instruments**

The Group enters into a variety of derivative financial instruments to economically hedge its exposure to interest rate and foreign exchange rate risks, including interest rate swaps, CCSs and forward foreign exchange contracts.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

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Derivative financial instruments are initially recognized at fair value on the date the derivative contracts are entered into and are subsequently remeasured to their fair value at each reporting date. The resulting changes in fair value are recognized in the consolidated statement of profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the consolidated statement of profit or loss depends on the nature of the hedge relationship. Derivatives are presented as assets when their valuation is favorable to the Group and as liabilities when unfavorable to the Group.

The Group's criteria for classifying a derivative instrument in a hedging relationship include: (1) the existence of an economic relationship between the hedged item and the hedging instrument (i.e., the hedging instrument and hedged item must, based on an economic rationale, be expected to move in opposite directions as a result of a change in the hedged risk); (2) the effect of the credit risk should not dominate the value changes of either the hedged item or the hedging instrument (i.e., credit risk can arise on both the hedging instrument and the hedged item in the form of the counterparty's credit risk or the entity's own credit risk); and (3) the hedge ratio (i.e., the ratio between the amount of hedged item and the amount of hedging instrument) of the hedging relationship is the same as that actually used in the economic hedge.

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

*Cash flow hedges that qualify for hedge accounting*

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income/loss. The gain or loss relating to the ineffective portion is recognized immediately in the consolidated statement of profit or loss. Amounts previously recognized in other comprehensive income/loss and accumulated in equity are reclassified to the consolidated statement of profit or loss in the periods when the hedged item affects profit or loss, in the same line item as the recognized hedged item. Hedge accounting is discontinued when the Group terminates the hedging relationship, when the hedging instrument expires or is sold, terminated or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss accumulated in equity at that time remains in equity and is recognized in the consolidated statement of profit or loss when the hedged item affects the consolidated statement of profit or loss. When a forecast transaction designated as the hedged item in a cash flow hedge is no longer expected to occur, the gain or loss accumulated in equity is recycled immediately to the consolidated statement of profit or loss.

In accordance with the transition provisions, in December 2019 the Group adopted the amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures which provide certain reliefs in connection with interest rate benchmark reform*, retrospectively to hedging relationships that existed at the start of the reporting period or were designated thereafter. The amendments provide temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by interbank offered rate ("IBOR") reform. The reliefs have the effect that IBOR reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness should continue to be recorded in the income statement. The reliefs will cease to apply when the uncertainty arising from interest rate benchmark reform is no longer present. The Group uses CCSs in order to hedge the Group's exposure to fluctuations deriving from its bonds (Note 26). The amendments permit continuation of hedge accounting even though there is uncertainty about the replacement of the floating interest rates included in its CCSs (Note 24).

- **Lease liabilities**

Lease liabilities are initially measured at the fair value of the leased property or, if lower, the present value of the minimum lease payments—discounted at the interest rate implicit in the lease, if practicable, or else at the Group's incremental borrowing rate—and subsequently measured at amortized cost, using the effective interest rate method. Finance charges in respect of finance leases are recognized in the consolidated statement of profit or loss under "Financial costs".

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

***Segment information***

The information provided to the Group's chief operating decision maker, being the Chief Executive Officer, to review the Group's operating results and allocate resources is on a consolidated basis for a single reportable segment. Furthermore, when the Group charters a vessel to a charterer, the charterer is free to trade the vessel worldwide and, as a result, the disclosure of geographic information is impracticable.

***Employee benefits***

**(i) Short-term employee benefits**

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current liabilities in the consolidated statement of financial position.

**(ii) Long-term employee benefits**

Long-term employee benefits are employee benefits that are not expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the service that gives rise to the benefit. These obligations are measured as the present value of expected future payments to be made with any unwind in the discount reflected in the consolidated statement of profit or loss.

**(iii) Share-based compensation**

Share-based compensation to employees and others providing similar services are measured at the fair value of the equity instruments on the grant date. Details regarding the determination of the fair value of share-based transactions are set out in Note 22.

The fair value determined at the grant date of the equity-settled share-based compensation is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in the consolidated statement of profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based compensation reserve.

If a grant of equity instruments is cancelled or settled during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied) (a) the Group shall account for the cancellation or settlement as an acceleration of vesting, and shall therefore recognize immediately the amount that otherwise would have been recognized for services received over the remainder of the vesting period and (b) any payment made to the employee on the cancellation or settlement of the grant shall be accounted for as the repurchase of an equity interest, i.e. as a deduction from equity, except to the extent that the payment exceeds the fair value of the equity instruments granted, measured at the repurchase date. Any such excess shall be recognized as an expense.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

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**(iv) Termination benefits**

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognizes costs for a restructuring that is within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

***Critical accounting judgments and key sources of estimation uncertainty***

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses recognized in the consolidated financial statements. The Group's management evaluates whether estimates should be made on an ongoing basis, utilizing historical experience, consultation with experts and other methods management considers reasonable in the particular circumstances. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the assets or liabilities in the future. Critical accounting judgments are those that reflect significant judgments of uncertainties and potentially result in materially different results under different assumptions and conditions.

***Critical accounting judgments***

In the process of applying GasLog's accounting policies, management has made the following judgments, apart from those involving estimations, that had the most significant effect on the amounts recognized in the consolidated financial statements.

***Classification of the non-controlling interests:*** The non-controlling interests in the Partnership comprise the portion of the Partnership's common units that are not directly or indirectly held by GasLog (36,066,259 units as of December 31, 2022). Under the terms of the partnership agreement, the Partnership is required to distribute 100% of available cash (as defined in the partnership agreement) with respect to each quarter within 45 days of the end of the quarter to the partners. Available cash can be summarized as cash and cash equivalents less an amount equal to cash reserves established by the Partnership's board of directors to (i) provide for the proper conduct of the business of the Partnership (including reserves for future capital expenditures and for anticipated future credit needs of the Partnership) subsequent to such quarter, (ii) comply with applicable law or any loan agreement, security agreement, mortgage, debt instrument or other agreement or obligation to which any Partnership member is a party or by which it is bound or its assets are subject and/or (iii) provide funds for certain distributions relating to future periods.

In reaching a judgment as to whether the non-controlling interests in the Partnership should be classified as liabilities or equity interests, management has considered the wide discretion of the board of directors of the Partnership to determine whether any portion of the amount of cash available to the Partnership constitutes available cash and that it is possible that there could be no available cash. In the event that there is no available cash, as determined by the Partnership's board of directors, the Partnership does not have a contractual obligation to make a distribution. Accordingly, management has concluded that the non-controlling interests do not represent a contractual obligation on the Partnership to deliver cash and therefore should be classified as equity within the financial statements.

**Key sources of estimation uncertainty are as follows:**

***Impairment loss on vessels:*** The Group evaluates the carrying amounts of each of its vessels and vessels under construction to determine whether there is any indication that they have suffered an impairment loss by considering both internal and external sources of information. If any such indication exists, their recoverable amounts are estimated in order to determine the extent of the impairment loss, if any. With respect to vessels, their total carrying amount as of December 31, 2022, was \$4,480,422 (December 31, 2021: \$4,972,283). Recoverable amount is the higher of fair value less costs to sell and value in use. The Group's estimates of recoverable value assume that the vessels are all in seaworthy condition without need for repair and certified in class without notations of any kind.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

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In assessing the fair value less cost to sell of the vessel, the Group obtains charter free market values for each vessel from independent and internationally recognized ship brokers on a semi-annual basis, which are also commonly used and accepted by the Group's lenders for determining compliance with the relevant covenants in its credit facilities. Vessel values can be highly volatile, so the charter-free market values may not be indicative of the current or future market value of the Group's vessels, or prices that could be achieved if it were to sell them.

As of December 31, 2022, a number of negative indicators such as the continuous decline of the charter-free market values of the Group's steam turbine propulsion ("Steam") vessels, as estimated by ship brokers, driven by reduced market expectations of the long-term rates at which the Group could expect to secure term employment for the remaining economic lives of the Steam vessels, combined with potential costs of compliance with environmental regulations applicable from 2023 onwards, continued to influence management's strategic decisions and prompted the Group to conclude that events and circumstances triggered the existence of potential impairment of Steam vessels, with no impairment indicators identified with respect to the remaining owned and bareboat fleet as of December 31, 2022.

The Group performed an impairment assessment for the Steam vessels by comparing each vessel's value in use applying the "expected cash flow" approach, i.e. using all expectations about possible cash flows instead of the single most likely cash flow known as the "traditional approach". The expected cash flow approach was considered more appropriate in light of the increasing uncertainty pertaining to the business outlook for our Steam vessels. As of December 31, 2022, the Group's management established its expectations for recovering each Steam vessel's carrying amount in the form of two alternative scenarios: (a) continued operation of the vessel until the end of its useful economic life or (b) sale (at fair value less costs to sell) post expiry of its charter party agreement currently in effect. Appropriate probabilities were determined and assigned to each probable outcome, taking into account management's established strategic goals and tactical objectives with respect to vessels' operation and residual value risk management. In both scenarios, estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. The projection of cash flows related to vessels is complex and requires management to make various estimates. The assumptions that the Group used in its discounted projected net operating cash flow analysis included, among others, utilization, operating revenues, voyage expenses and commissions, dry-docking costs, operating expenses (including vessel management costs), residual values, fair values less costs to sell and the discount rate. The key assumptions, being those to which the outcome of the impairment assessment is most sensitive, are the estimates of long-term charter rates for non-contracted revenue days and the discount rate used in the projected operating revenues.

Revenue assumptions were based on contracted time charter rates up to the end of the current contract for each vessel, as well as the estimated average time charter rates for the remaining life of the vessel after the completion of its current contract. The revenue assumptions exclude days of scheduled off-hire based on the fleet's historical performance and internal forecasts. The estimated daily time charter rates used for non-contracted revenue days after the completion of the current time charter are based on a combination of (i) recent charter market rates, (ii) conditions existing in the LNG market as of December 31, 2022, (iii) historical average time charter rates, based on publications by independent third party maritime research services ("maritime research publications"), (iv) estimated future time charter rates, based on maritime research publications that provide such forecasts and (v) management's internal assessment of long-term charter rates achievable by each class of vessel.

More specifically, for vessels whose charters expire within the next twelve months, the estimated charter rates and utilization for the first year from the assessment date were based on the approved annual budget for the respective year, which was formed based on the anticipated market conditions for that period and the latest available maritime research publications from ship brokers for short-term (less than 12 months) employment of a vessel operating in the spot market on less than one-year time charter contracts.

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**Notes to the consolidated financial statements (Continued)**

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For non-contracted periods starting on the second year for already expired charters or upon the expiration of the firm charter period of a vessel through the end of each vessel's useful life, the estimated average time charter rates for Steam vessels were based on analysis of future supply and demand for LNG, internally estimated and market-derived costs of building and financing newbuild LNG vessels, the technical characteristics of each vessel and an assessment of the appropriate discount for Steam vessels' charter rates compared to modern newbuild LNG carriers, which is driven largely by unit freight cost differentials and utilization of such vessels. The Group also considered estimated future time charter rates taking into account the significant uncertainties regarding future demand for such vessels in light of the continued addition of modern, larger and more fuel-efficient LNG carriers to the global fleet and the anticipated developments in terms of environmental regulations.

Recognizing that the LNG industry is cyclical and subject to significant volatility based on factors beyond the Group's control, management believes that the use of the revenue estimates discussed above to be reasonable as of the reporting date. The Group has assumed no inflation or any other revenue escalation or growth factors in determining forecasted time charter rates beyond the contracted charter period through the end of a vessel's useful life, consistent with long-run historical evidence and industry expectations.

The Group used an annual operating expenses escalation factor equal to 1% based on its historical data and experience, as well as its expectations of future inflation on operating and dry-docking costs. Estimates for the remaining useful lives of the current fleet and residual and scrap values are the same as those used for the Group's depreciation policy. All estimates used and assumptions made were in accordance with the Group's internal budgets and historical experience of the shipping industry, taking into account the effect of observable inflationary pressures as of December 31, 2022.

In the Group's impairment assessment as of December 31, 2022, the rate used to discount future estimated cash flows to their present values was 8.4% (7.5% as of December 31, 2021). This was based on an estimated weighted average cost of capital calculated using cost of equity and cost of debt components, adjusted also for vessel-specific risks and uncertainties, as applicable to each probable outcome.

The recoverable amounts (values in use) for three of the four Steam vessels calculated as per above were lower than the respective carrying amounts of those vessels and, consequently, an impairment loss of \$11,376 was recognized in the year ended December 31, 2022 (Note 6).

In connection with the impairment testing of our vessels as of December 31, 2022, we performed a sensitivity analysis on the most difficult, subjective or complex assumptions that have the potential to affect the outcome of the impairment assessment, which are the projected charter hire rate used to forecast future cash flows for non-contracted revenue days and the discount rate used, in particular for the Steam vessels (Note 6). It is reasonably possible that changes to these assumptions within the next financial year could require a material adjustment of the carrying amount of the Group's Steam vessels.

***Adoption of new and revised IFRS***

**(a) Standards and interpretations adopted in the current period**

There were no IFRS standards or amendments that became effective in the current year which were relevant to the Group or material with respect to the Group's financial statements.

**(b) Standards and amendments in issue not yet adopted**

At the date of authorization of these consolidated financial statements, the following standards and amendments relevant to the Group were in issue but not yet effective:

## **GasLog Ltd. and its Subsidiaries**

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**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

In January 2020, the IASB issued a narrow-scope amendment to IAS 1 *Presentation of Financial Statements* (as further amended in October 2022), to clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the “settlement” of a liability, as the extinguishment of a liability with cash, other economic resources or an entity’s own equity instruments. The amendment will be effective for annual periods beginning on or after January 1, 2024 and should be applied retrospectively in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. Earlier application is permitted. Management anticipates that this amendment will not have a material impact on the Group’s financial statements.

In February 2021, the IASB amended IAS 1 *Presentation of Financial Statements*, IFRS Practice Statement 2 and IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* to improve accounting policy disclosures and to help the users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies. The amendments will be effective for annual periods beginning on or after January 1, 2023. Management anticipates that these amendments will not have a material impact on the Group’s financial statements.

The impact of all other IFRS standards and amendments issued but not yet adopted is not expected to be material with respect to the Group’s financial statements.

### **3. Goodwill**

Goodwill resulted from the acquisition in 2005 of Ceres LNG Services Ltd., the vessel management company, which represents a cash-generating unit. On September 30, 2011, Ceres LNG Services Ltd. was renamed “GasLog LNG Services Ltd”. As of December 31, 2022, the Group assessed the recoverable amount of goodwill and concluded that goodwill associated with the Group’s vessel management company was not impaired. The recoverable amount of the vessel management operations is determined based on discounted future cash flows based on the financial budget approved by management for the year-ending December 31, 2023 and management forecasts until 2026.

The key assumptions used in the value-in-use calculations (2023 and beyond) are as follows:

- (i) Average inflation of 1.0% per annum based on historical data and performance;
- (ii) A pre-tax discount rate of 8.3% per annum based on cost of equity;
- (iii) Annual growth rate of 1.0%; and
- (iv) 1 Euro (“EUR”) = USD 1.03 based on the 2023 budget.

Growth is based on the number of vessels expected to be under management based on the shipbuilding contracts in place at the end of the year and the long-term strategy of the Group. Management believes that any reasonably possible further change in the key assumptions on which recoverable amount is based would not cause the carrying amount of the cash-generating unit to exceed its recoverable amount.

### **4. Equity Transactions**

#### ***GasLog Partners’ offerings***

On February 5, 2020, the board of directors of GasLog Partners authorized a renewal of the unit repurchase programme taking the total authority outstanding under the programme to \$25,000, to be utilized from February 10, 2020 to December 31, 2021. In the year ended December 31, 2020, GasLog Partners repurchased and cancelled a total of 191,490 units at a weighted average price of \$5.18 per common unit for a total amount of \$996, including commissions.



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On April 3, 2020, GasLog Partners issued 46,843 common units in connection with the vesting of 25,551 Restricted Common Units (“RCUs”) and 21,292 Performance Common Units (“PCUs”) under its 2015 Long-Term Incentive Plan (the “GasLog Partners’ Plan”). On June 30, 2020, GasLog Partners issued an additional 21,589 common units in connection with the vesting of 11,776 RCUs and 9,813 PCUs under the GasLog Partners’ Plan.

On July 1, 2020, GasLog Partners issued 415,000 common units in connection with GasLog’s option to convert the first tranche of its Class B units issued upon the elimination of incentive distribution rights (“IDRs”) in June 2019.

Finally, on September 25, 2020, GasLog Partners issued 365,700 common units in connection with the vesting of 182,850 RCUs and 182,850 PCUs under the GasLog Partners’ Plan.

On March 31, 2021, GasLog Partners entered into a Fourth Amended and Restated Equity Distribution Agreement to renew the Partnership’s “at-the-market” common equity offering programme (“ATM Programme”). Under the ATM Programme, in the year ended December 31, 2021, GasLog Partners issued and received payment for 3,195,401 common units at a weighted average price of \$3.19 per common unit for total net proceeds, after deducting fees and other expenses, of \$9,633. As of December 31, 2022, the unutilized portion of the ATM Programme was \$116,351.

On April 6, 2021, GasLog Partners issued 8,976 common units in connection with the vesting of 5,984 RCUs and 2,992 PCUs under the GasLog Partners’ Plan.

On July 1, 2021, GasLog Partners issued 415,000 common units in connection with GasLog’s option to convert the second tranche of its Class B units issued upon the elimination of IDRs in June 2019.

On April 1, 2022, GasLog Partners issued 33,700 common units in connection with the vesting of 19,638 RCUs and 14,062 PCUs under the GasLog Partners’ Plan. On June 30, 2022, GasLog Partners issued 101,964 common units in connection with the vesting of 50,982 RCUs and 50,982 PCUs under the GasLog Partners’ Plan.

On July 1, 2022, GasLog Partners issued 415,000 common units in connection with GasLog’s option to convert the third tranche of its Class B units issued upon the elimination of IDRs in June 2019. After the conversion of the first three tranches of 415,000 Class B units to common units on July 1, 2020, July 1, 2021 and July 1, 2022, the remaining 1,245,000 Class B units will become eligible for conversion on a one-for-one basis into common units at GasLog’s option on July 1, 2023, July 1, 2024 and July 1, 2025 for the Class B-4 units, Class B-5 units and the Class B-6 units, respectively.

Under the Partnership’s preference unit repurchase programme established in 2021, renewed in 2022 and covering the period from March 11, 2021 to March 31, 2023, the preference units repurchased and cancelled as well as the amounts paid including commissions for the years ended December 31, 2021 and 2022 are presented in the following table:

Series	Number of units	Amount paid including commissions
Partnership’s Series B Preference Units <sup>(1)</sup>	464,429	11,580
Partnership’s Series C Preference Units <sup>(2)</sup>	269,549	6,808
<b>Total for the year ended December 31, 2021</b>	<b>733,978</b>	<b>\$ 18,388</b>
Partnership’s Series A Preference Units <sup>(3)</sup>	665,016	16,420
Partnership’s Series B Preference Units	639,189	16,080
Partnership’s Series C Preference Units	669,406	16,744
<b>Total for the year ended December 31, 2022</b>	<b>1,973,611</b>	<b>\$ 49,244</b>

(1) The “Partnership’s Series B Preference Units” refer to the 8.200% Series B Cumulative Redeemable Perpetual Fixed to Floating Rate Preference Units.

(2) The “Partnership’s Series C Preference Units” refer to the 8.500% Series C Cumulative Redeemable Perpetual Fixed to Floating Rate Preference Units.

(3) The “Partnership’s Series A Preference Units” refer to the 8.625% Series A Cumulative Redeemable Perpetual Fixed to Floating Rate Preference Units.

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Dividends declared attributable to non-controlling interests included in the consolidated statement of changes in equity represent cash distributions to holders of common and preference units.

In the year ended December 31, 2022, the board of directors of the Partnership approved and declared cash distributions of \$1,441 and of \$27,001 for the common units and preference units, respectively, held by non-controlling interests.

Following the IDRs' elimination, 98% of the available cash (after deducting the earnings attributable to preference unitholders) is distributed to the common unitholders and 2% is distributed to the general partner.

<i>Allocation of GasLog Partners' profit/(loss)</i>	2020	2021	2022
Partnership's profit/(loss) attributable to:			
Common unitholders	25,970	(23,486)	90,630
General partner	561	(482)	1,898
Preference unitholders	30,328	29,694	26,458
<b>Total</b>	<b>56,859</b>	<b>5,726</b>	<b>118,986</b>
Partnership's profit/(loss) allocated to GasLog	8,622	(7,127)	29,189
Partnership's profit allocated to non-controlling interests	48,237	12,853	89,797
<b>Total</b>	<b>56,859</b>	<b>5,726</b>	<b>118,986</b>

**5. Investment in Associates**

The Group participates in the following associates:

Name	Country of incorporation	% of ownership interest		Nature of relationship	Measurement method	Principal activity
		2021	2022			
Egypt LNG Shipping Ltd. <sup>(1)</sup>	Bermuda	25 %	25 %	Associate	Equity method	Vessel-owning company
Gastrade <sup>(2)</sup>	Greece	20 %	20 %	Associate	Equity method	Service company

<sup>(1)</sup> Egypt LNG Shipping Ltd. owns and operates a 145,000 cbm LNG vessel built in 2007.

<sup>(2)</sup> Gastrade is a private limited company licensed to develop an independent natural gas system offshore Alexandroupolis in Northern Greece utilizing an FSRU along with other fixed infrastructure.

The changes in investment in associates are reported in the following table:

	Associates	
	2021	2022
As of January 1,	21,759	23,508
Additions	230	753
Share of profit of associates	1,969	4,562
Dividend declared	(450)	—
<b>As of December 31,</b>	<b>23,508</b>	<b>28,823</b>

The additions of \$753 relate to the investment in Gastrade (December 31, 2021: \$230). On February 9, 2017, the Group acquired a 20% shareholding in Gastrade, a private limited company licensed to develop an independent natural gas system offshore Alexandroupolis in Northern Greece utilizing an FSRU along with other fixed infrastructure. The Group, as well as being a shareholder, will provide operations and maintenance ("O&M") services for the FSRU through an O&M agreement which was signed on February 23, 2018.

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**6. Tangible Fixed Assets and Vessels Under Construction**

The movements in tangible fixed assets and vessels under construction are reported in the following table:

	Vessels	Office property and other tangible assets	Total tangible fixed assets	Vessels under construction
<b>Cost</b>				
<b>As of January 1, 2021</b>	<b>6,078,041</b>	<b>33,380</b>	<b>6,111,421</b>	<b>132,839</b>
Additions	16,337	3,839	20,176	483,029
Disposals	(396,271)	—	(396,271)	—
Transfer from vessels under construction	581,952	—	581,952	(581,952)
Fully amortized fixed assets	(14,512)	—	(14,512)	—
<b>As of December 31, 2021</b>	<b>6,265,547</b>	<b>37,219</b>	<b>6,302,766</b>	<b>33,916</b>
Additions	7,924	4,374	12,298	187,160
Disposals	(530,752)	—	(530,752)	—
Fully amortized fixed assets	(2,903)	(371)	(3,274)	—
<b>As of December 31, 2022</b>	<b>5,739,816</b>	<b>41,222</b>	<b>5,781,038</b>	<b>221,076</b>
<b>Accumulated depreciation and impairment loss</b>				
<b>As of January 1, 2021</b>	<b>1,076,867</b>	<b>6,045</b>	<b>1,082,912</b>	<b>—</b>
Depreciation	185,035	628	185,663	—
Disposals	(96,818)	—	(96,818)	—
Impairment loss	142,692	—	142,692	10,977
Fully amortized fixed assets	(14,512)	—	(14,512)	—
<b>As of December 31, 2021</b>	<b>1,293,264</b>	<b>6,673</b>	<b>1,299,937</b>	<b>10,977</b>
Depreciation	167,481	679	168,160	—
Disposals	(266,735)	—	(266,735)	—
Impairment loss	68,287	—	68,287	—
Fully amortized fixed assets	(2,903)	(371)	(3,274)	—
<b>As of December 31, 2022</b>	<b>1,259,394</b>	<b>6,981</b>	<b>1,266,375</b>	<b>10,977</b>
<b>Net book value</b>				
<b>As of December 31, 2021</b>	<b>4,972,283</b>	<b>30,546</b>	<b>5,002,829</b>	<b>22,939</b>
<b>As of December 31, 2022</b>	<b>4,480,422</b>	<b>34,241</b>	<b>4,514,663</b>	<b>210,099</b>

Vessels with an aggregate carrying amount of \$4,480,422 as of December 31, 2022 (December 31, 2021: \$4,972,283) have been pledged as collateral under the terms of the Group's credit facilities (Note 13).

On October 26, 2021, GAS-three Ltd. and GAS-ten Ltd. completed the sale and leaseback of the *GasLog Shanghai* and the *GasLog Salem*, respectively, with a wholly-owned subsidiary of CDBL (Note 7).

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On February 2, 2022, GasLog entered into an agreement for the sale of the *GasLog Chelsea*, a 153,600 cbm tri-fuel diesel electric propulsion (“TFDE”) LNG carrier built in 2010 to Gastrade for \$265,086, payable in installments, following its conversion to an FSRU expected to be completed by the fourth quarter of 2023. On February 3, 2022, GasLog, through its subsidiary GAS-fifteen Ltd., issued a Final Notice to Proceed to Keppel Shipyard Ltd. (“Keppel”) to convert the *GasLog Chelsea*, into an FSRU in connection with the Final Investment Decision (“FID”) taken by Gastrade for the construction of a regasification terminal in Alexandroupolis. The proceeds from the sale of the *GasLog Chelsea* and specifically the amount of \$108,632 (including \$2,598 of extra proceeds due to variation orders) already received as of December 31, 2022 and the amount of \$159,052 to be received in the future were considered as a significant financing component according to IFRS 15 *Revenue from Contracts with Customers* and are recognized under Other non-current liabilities. Consequently, the Group assessed the interest to be capitalized over time relating to the transaction, and the capitalized amount as of December 31, 2022 was \$3,294 and was included in Vessels Under Construction. Following the signing of this agreement, as of March 31, 2022, the vessel was remeasured at the lower of its carrying amount and its recoverable amount (value in use), and a non-cash impairment loss of \$19,350 was recorded.

On March 28, 2022, GAS-six Ltd. completed the sale and leaseback of the TFDE vessel *GasLog Skagen* with a wholly-owned subsidiary of CDBL (Note 7). The carrying amount of the vessel (\$160,116) was initially remeasured at the lower of the vessel’s carrying amount and fair value less costs to sell and a non-cash impairment loss of \$9,534 was recorded as of March 31, 2022. Subsequently, upon sale, a loss of \$577 arising from the sale and leaseback transaction was recorded in the consolidated statement of profit or loss.

In June 2022, GAS-twenty Ltd., the vessel-owning entity of the Steam vessel *Methane Shirley Elisabeth*, entered into a Memorandum of Agreement with respect to the sale of its vessel to an unrelated third party, with the transaction completed on September 14, 2022. Also, as of June 30, 2022, GasLog Partners was actively pursuing to enter into an agreement for the sale and lease-back of a Steam vessel, the *Methane Heather Sally*, which was completed on October 31, 2022 (Note 7). All criteria outlined by IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* were deemed to have been met as of June 30, 2022 with respect to both vessels. As a result, the carrying amounts of the *Methane Shirley Elisabeth* (\$67,339) and the *Methane Heather Sally* (\$74,123) were remeasured at the lower of their carrying amounts and fair values less costs to sell, resulting in the recognition of an impairment loss of \$14,664 and \$13,363, respectively, and were reclassified as “Vessels held for sale” (within current assets). During the year ended December 31, 2022, a loss of \$166 arising from the sale of the *Methane Shirley Elisabeth* and a gain of \$337 arising from the sale and leaseback transaction of the *Methane Heather Sally* were recorded in the consolidated statement of profit or loss.

As of December 31, 2022, a number of negative indicators such as the continuous decline of the charter-free market values of the Group’s Steam vessels, as estimated by ship brokers, driven by reduced market expectations of the long-term rates at which the Group could expect to secure term employment for the remaining economic lives of the Steam vessels, combined with potential costs of compliance with environmental regulations applicable from 2023 onwards, continued to influence management’s strategic decisions and prompted the Group to conclude that events and circumstances triggered the existence of potential impairment of Steam vessels, in accordance with the Group’s accounting policy (Note 2), with no impairment indicators identified with respect to the remaining owned and bareboat fleet as of December 31, 2022.

The recoverable amounts (values in use) for two of the three Steam vessels owned by the Partnership and the one Steam vessel owned by GasLog (in the table below) were lower than the respective carrying amounts of these vessels and, consequently, an aggregate impairment loss of \$11,376 was recognized in the consolidated statement of profit or loss in the year ended December 31, 2022.

Vessel	As of December 31, 2022	
	Impairment loss	Recoverable amount
<i>Methane Jane Elizabeth</i>	(1,412)	65,408
<i>GasLog Athens</i>	(6,932)	64,115
<i>Methane Alison Victoria</i>	(3,032)	64,992
<b>Total</b>	<b>(11,376)</b>	<b>194,515</b>

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As of December 31, 2022, the most sensitive and/or subjective assumptions that have the potential to affect the outcome of the impairment assessment for the Steam vessels are the projected charter hire rate used to forecast future cash flows for non-contracted revenue days (the “re-chartering rate”) and the discount rate used. The average long-term re-chartering rate over the remaining useful life of the vessels used in our impairment exercise for the Steam vessels was \$35 per day (\$35 per day as of December 31, 2021). Increasing/decreasing the average re-chartering rate used by \$5 per day would (decrease)/increase the impairment loss by \$(22,034)/\$14,027. The discount rate used for the Steam vessels was 8.4% (7.5% as of December 31, 2021). Increasing/decreasing the discount rate by 0.5% would increase/(decrease) the impairment loss by \$3,076/(\$3,078), respectively.

On October 11, 2016, GasLog LNG Services Ltd. entered into an arrangement whereby it would have access to all long lead items (“LLIs”) necessary for the conversion of a GasLog LNG carrier vessel into FSRUs whereby such conversion work would be undertaken by Keppel. GasLog was only obligated to pay for such LLIs if utilized for a GasLog vessel conversion or, if the LLIs had not been utilized in a GasLog vessel conversion within three years from November 2016, the items might be put to GasLog at 85% of the original cost, or GasLog might call for the purchase of such LLIs at 115% of the original cost. On February 7, 2020, GasLog paid \$17,625 for the acquisition of such LLIs, following the expiration of the arrangement.

Related to the acquisition of six vessels from a subsidiary of Methane Services Limited (“MSL”) in 2014 and another two vessels in 2015, the Group was committed to purchase depot spares from MSL with an aggregate initial value of \$8,000 which were all purchased and paid by June 2020.

In June 2020, GasLog LNG Services Ltd. agreed to sell a low-pressure turbine which was included in Office property and other tangible assets to Egypt LNG Shipping Ltd. to be installed on the *Methane Nile Eagle* at a price of \$2,457. The disposal resulted in a loss of \$572.

In August 2018, GAS-thirty three Ltd. entered into a shipbuilding contract with Samsung Heavy Industries Co., Ltd. (“Samsung”) for the construction of one LNG carrier (174,000 cbm). The vessel (the *GasLog Galveston*) was delivered on January 4, 2021.

In December 2018, GAS-thirty four Ltd. entered into a shipbuilding contract with Samsung for the construction of one LNG carrier (180,000 cbm). The vessel (the *GasLog Wellington*) was delivered on June 15, 2021.

In December 2018, GAS-thirty five Ltd. entered into a shipbuilding contract with Samsung for the construction of one LNG carrier (180,000 cbm). The vessel (the *GasLog Winchester*) was delivered on August 24, 2021.

**Vessels under construction**

As of December 31, 2022, GasLog has the following newbuildings on order at Daewoo Shipbuilding and Marine Engineering Co., Ltd. (“DSME”):

LNG Carrier	Date of agreement	Estimated delivery	Cargo Capacity (cbm)
Hull No. 2532	November 2021	Q3 2024	174,000
Hull No. 2533	November 2021	Q3 2024	174,000
Hull No. 2534	November 2021	Q3 2025	174,000
Hull No. 2535	November 2021	Q4 2025	174,000

Vessels under construction represent scheduled advance payments to the shipyards as well as certain capitalized expenditures. As of December 31, 2022, the Group has paid to the shipyard \$179,314 for the vessels that are under construction and expects to pay the remaining installments as they come due upon each vessel’s keel laying, launching and delivery or achievement of other agreed milestones (Note 23(a)).

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The vessels under construction costs as of December 31, 2021 and 2022 are comprised of:

	As of December 31,	
	2021	2022
Progress shipyard installments	—	179,314
Onsite supervision costs	—	1,485
Critical spare parts, equipment and other vessel delivery expenses	22,939	29,300
<b>Total</b>	<b>22,939</b>	<b>210,099</b>

**7. Leases**

On adoption of IFRS 16, the Group recognised lease liabilities in relation to leases of various properties, vessel communication equipment and certain printers which had previously been classified as operating leases under IAS 17 *Leases*.

On February 24, 2016, GasLog's subsidiary, GAS-twenty six Ltd., completed the sale and leaseback of the *Methane Julia Louise* with a subsidiary of Mitsui & Co., Ltd. ("Mitsui"). Mitsui has the right to on-sell and lease back the vessel. The vessel was sold to Mitsui for a cash consideration of \$217,000. GasLog leased back the vessel under a bareboat charter from Mitsui for a period of up to 20 years. GasLog has the option to repurchase the vessel on pre-agreed terms no earlier than the end of year ten and no later than the end of year 17 of the bareboat charter. The bareboat hire is fixed and GasLog had a holiday period for the first 210 days, which expired on September 21, 2016. This leaseback meets the definition of a finance lease under IAS 17 *Leases*.

On October 26, 2021, GasLog Partners' subsidiary, GAS-three Ltd., and GasLog's subsidiary, GAS-ten Ltd. completed the sale and leaseback of the *GasLog Shanghai* and the *GasLog Salem*, respectively, with a wholly-owned subsidiary of CDBL. CDBL has the right to sell the vessels to third parties. The vessels were sold to CDBL for net proceeds of \$242,979. GasLog Partners and GasLog, respectively, leased back the vessels under bareboat charters from CDBL for a period of five years with no repurchase option or obligation. These sale and leasebacks meet the definition of a lease under IFRS 16 *Leases*, resulting in the recognition of a right-of-use asset of \$173,550 and a corresponding lease liability of \$118,176.

On March 28, 2022, GasLog's subsidiary, GAS-six Ltd. completed the sale and leaseback of the *GasLog Skagen* with a wholly-owned subsidiary of CDBL. CDBL has the right to sell the vessel to third parties. The vessel was sold to CDBL for net proceeds of \$123,448. GasLog leased back the vessel under a bareboat charter from CDBL for a period of five years with no repurchase option or obligation. The sale and leaseback meets the definition of a lease under IFRS 16 *Leases*, resulting in the recognition of a right-of-use asset of \$83,969 and a corresponding lease liability of \$57,412.

On October 31, 2022, GasLog Partners' subsidiary, GAS-twenty one Ltd. completed the sale and leaseback of the *Methane Heather Sally* with an unrelated third party (which has the right to sell the vessel to third parties) for net proceeds of \$49,472. GasLog Partners leased back the vessel under a bareboat charter until the middle of 2025, with no repurchase option or obligation. The sale and leaseback meets the definition of a lease under IFRS 16 *Leases*, resulting in the recognition of a right-of-use asset of \$30,345 and a corresponding lease liability of \$18,719.

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The movements in right-of-use assets are reported in the following table:

<b>Right-of-Use Assets</b>	<b>Vessels</b>	<b>Vessels' Equipment</b>	<b>Properties</b>	<b>Other</b>	<b>Total</b>
<b>As of January 1, 2021</b>	<b>197,668</b>	<b>1,437</b>	<b>4,258</b>	<b>74</b>	<b>203,437</b>
Additions, net	173,542	1,426	1,961	(41)	176,888
Depreciation	(14,655)	(1,223)	(1,396)	(16)	(17,290)
<b>As of December 31, 2021</b>	<b>356,555</b>	<b>1,640</b>	<b>4,823</b>	<b>17</b>	<b>363,035</b>
Additions/(write-offs), net	114,271	896	(1,238)	—	113,929
Depreciation	(57,675)	(1,674)	(1,127)	(3)	(60,479)
<b>As of December 31, 2022</b>	<b>413,151</b>	<b>862</b>	<b>2,458</b>	<b>14</b>	<b>416,485</b>

An analysis of the lease liabilities is as follows:

	<b>Lease Liabilities</b>	
	<b>2021</b>	<b>2022</b>
<b>As of January 1,</b>	<b>196,170</b>	<b>302,850</b>
Additions, net	121,520	75,788
Interest expense on leases (Note 19)	10,269	13,639
Payments	(25,109)	(55,901)
<b>As of December 31,</b>	<b>302,850</b>	<b>336,376</b>
Lease liabilities, current portion	30,905	48,548
Lease liabilities, non-current portion	271,945	287,828
<b>Total</b>	<b>302,850</b>	<b>336,376</b>

An amount of \$337 has been recognized in the consolidated statement of profit or loss for the year ended December 31, 2022 (\$344 for the year ended December 31, 2021), which represents the lease expense incurred for low value leases not included in the measurement of the right-of-use assets and the lease liability.

An amount of \$6 has been recognized in the consolidated statement of profit or loss for the year ended December 31, 2022 (\$23 for the year ended December 31, 2021), which represents the lease expense incurred for short-term leases not included in the measurement of the right-of-use assets and lease liability.

An amount of \$108,773 has been recognized in the consolidated statement of profit or loss for the year ended December 31, 2022 (\$42,034 for the year ended December 31, 2021), which represents the revenue from subleasing right-of-use assets.

**8. Cash and Cash Equivalents**

Cash and cash equivalents consist of the following:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2022</b>
Current accounts	175,741	146,611
Time deposits (with original maturities of three months or less)	104,274	220,986
Ship management client accounts	119	14
Restricted cash	2,112	675
<b>Total</b>	<b>282,246</b>	<b>368,286</b>

Restricted cash as of December 31, 2021 and 2022 represents cash provided for bank guarantees (Note 23).



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Ship management client accounts represent amounts provided by the clients of GasLog LNG Services Ltd. in order to enable the Group to cover obligations of vessels under management. A compensating balance is held as a current liability.

As of December 31, 2022, an amount of \$36,000 of time deposits with an original duration greater than three months was classified under short-term cash deposits.

**9. Trade and Other Receivables**

Trade and other receivables consist of the following:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2022</b>
Trade receivables	574	3,207
VAT receivable	922	832
Accrued income	10,426	8,647
Insurance claims	7,839	1,444
Other receivables	8,834	8,767
<b>Total</b>	<b>28,595</b>	<b>22,897</b>

Trade and other receivables are amounts due from third parties for services performed in the ordinary course of business. They are generally due for settlement immediately and therefore are all classified as current. Trade and other receivables are recognized initially at the amount of consideration that is unconditional unless they contain certain significant financing components, at which point they are recognized at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest rate method.

Accrued income represents net revenues receivable from charterers, which have not yet been invoiced; all other amounts not yet invoiced are included under Other receivables.

As of December 31, 2021 and 2022 no allowance for expected credit losses was recorded.

**10. Other Non-Current Assets**

Other non-current assets consist of the following:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2022</b>
Various guarantees	603	219
Other long-term assets	4,263	1,873
<b>Total</b>	<b>4,866</b>	<b>2,092</b>

**11. Share Capital and Preference Shares**

GasLog's authorized share capital consists of 500,000,000 shares with a par value \$0.01 per share.

On February 13, 2020 and February 14, 2020, GasLog repurchased 323,919 common shares at a weighted average price of \$6.1443 per share for a total amount of \$2,000 under its share repurchase programme.

On June 29, 2020, GasLog issued 14,400,000 common shares at a price of \$2.50 per share for total gross proceeds of \$36,000 through a private placement of unregistered common shares.

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As of December 31, 2022, the share capital consisted of 95,389,062 issued and outstanding common shares, par value \$0.01 per share and 4,600,000 Preference Shares issued and outstanding (December 31, 2021: 95,389,062 issued and outstanding common shares, par value \$0.01 per share and 4,600,000 Preference Shares issued and outstanding, December 31, 2020: 95,176,443 issued and outstanding common shares, par value \$0.01 per share, 216,683 treasury shares issued and held by GasLog and 4,600,000 Preference Shares issued and outstanding). The movements in the number of shares, the share capital, the Preference Shares, the contributed surplus and the treasury shares are reported in the following table:

	Number of Shares			Amounts			
	Number of common shares	Number of treasury shares	Number of preference shares	Share capital	Preference shares	Contributed surplus	Treasury shares
<b>Outstanding as of January 1, 2020</b>	<b>80,871,670</b>	<b>121,456</b>	<b>4,600,000</b>	<b>810</b>	<b>46</b>	<b>760,671</b>	<b>(2,159)</b>
Purchase of treasury shares	(323,919)	323,919	—	—	—	—	(2,000)
Proceeds from private placement, net of offering costs	14,400,000	—	—	144	—	34,849	—
Treasury shares distributed for awards vested or exercised in the year	228,692	(228,692)	—	—	—	—	2,819
Dividends declared deducted from contributed surplus due to accumulated deficit	—	—	—	—	—	(35,698)	—
<b>Outstanding as of December 31, 2020</b>	<b>95,176,443</b>	<b>216,683</b>	<b>4,600,000</b>	<b>954</b>	<b>46</b>	<b>759,822</b>	<b>(1,340)</b>
Treasury shares distributed for awards vested or exercised in the year	212,619	(212,619)	—	—	—	—	1,314
Treasury shares cancelled	—	(4,064)	—	—	—	—	26
Dividends declared deducted from contributed surplus due to accumulated deficit	—	—	—	—	—	(67,286)	—
<b>Outstanding as of December 31, 2021</b>	<b>95,389,062</b>	<b>—</b>	<b>4,600,000</b>	<b>954</b>	<b>46</b>	<b>692,536</b>	<b>—</b>
Dividends declared deducted from contributed surplus due to accumulated deficit	—	—	—	—	—	(33,648)	—
<b>Outstanding as of December 31, 2022</b>	<b>95,389,062</b>	<b>—</b>	<b>4,600,000</b>	<b>954</b>	<b>46</b>	<b>658,888</b>	<b>—</b>

The treasury shares acquired by GasLog in 2014, 2018, 2019 and 2020 in relation to the settlement of share-based compensation awards (Note 22) were cancelled in 2021.

**12. Reserves**

The movements in reserves are reported in the following table:

	Hedging	Employee benefits	Share-based compensation reserve	Total reserves
<b>Balance as of January 1, 2020</b>	<b>(3,072)</b>	<b>(156)</b>	<b>20,027</b>	<b>16,799</b>
Effective portion of changes in fair value of cash flow hedges	(750)	—	—	(750)
Share-based compensation, net of accrued dividend	—	—	5,385	5,385
Settlement of share-based compensation	—	—	(2,824)	(2,824)
Actuarial gain	—	57	—	57
<b>Balance as of December 31, 2020</b>	<b>(3,822)</b>	<b>(99)</b>	<b>22,588</b>	<b>18,667</b>
Effective portion of changes in fair value of cash flow hedges	(161)	—	—	(161)
Share-based compensation, net of accrued dividend	—	—	3,351	3,351
Settlement of share-based compensation	—	—	(6,535)	(6,535)
<b>Balance as of December 31, 2021</b>	<b>(3,983)</b>	<b>(99)</b>	<b>19,404</b>	<b>15,322</b>
Effective portion of changes in fair value of cash flow hedges	384	—	—	384
Share-based compensation, net of accrued dividend	—	—	758	758
<b>Balance as of December 31, 2022</b>	<b>(3,599)</b>	<b>(99)</b>	<b>20,162</b>	<b>16,464</b>

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**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**
**Dividend distributions**

GasLog's dividend distributions for the years ended December 31, 2020, 2021 and 2022 are presented in the following table:

Declaration date	Type of shares	Dividend per share	Payment date	Amount paid
February 5, 2020	Common	\$ 0.15	March 12, 2020	12,082
March 12, 2020	Preference	\$ 0.546875	April 1, 2020	2,516
May 6, 2020	Common	\$ 0.05	May 28, 2020	4,035
May 14, 2020	Preference	\$ 0.546875	July 1, 2020	2,516
August 4, 2020	Common	\$ 0.05	August 27, 2020	4,758
September 16, 2020	Preference	\$ 0.546875	October 1, 2020	2,516
November 9, 2020	Common	\$ 0.05	November 30, 2020	4,759
December 9, 2020	Preference	\$ 0.546875	January 4, 2021	2,516
<b>Total</b>				<b>35,698</b>
February 21, 2021	Common	\$ 0.05	March 11, 2021	4,759
March 11, 2021	Preference	\$ 0.546875	March 31, 2021	2,516
May 5, 2021	Common	\$ 0.05	May 26, 2021	4,769
May 13, 2021	Preference	\$ 0.546875	June 30, 2021	2,516
August 4, 2021	Common	\$ 0.15	August 11, 2021	14,308
September 16, 2021	Preference	\$ 0.546875	October 1, 2021	2,516
September 30, 2021	Common	\$ 0.10	October 1, 2021	9,539
November 15, 2021	Preference	\$ 0.546875	December 31, 2021	2,516
November 15, 2021	Common	\$ 0.15	November 18, 2021	14,308
November 15, 2021	Common	\$ 0.10	February 28, 2022	9,539
<b>Total</b>				<b>67,286</b>
February 23, 2022	Common	\$ 0.15	March 1, 2022	14,308
March 9, 2022	Preference	\$ 0.546875	April 1, 2022	2,516
May 10, 2022	Common	\$ 0.15	May 12, 2022	14,308
May 10, 2022	Preference	\$ 0.546875	July 1, 2022	2,516
August 3, 2022	Common	\$ 0.15	August 5, 2022	14,308
August 3, 2022	Preference	\$ 0.546875	October 4, 2022	2,516
November 9, 2022	Common	\$ 0.15	November 10, 2022	14,308
November 29, 2022	Preference	\$ 0.546875	December 30, 2022	2,516
<b>Total</b>				<b>67,296</b>

**13. Borrowings**

An analysis of the borrowings is as follows:

	As of December 31,	
	2021	2022
Amounts due within one year	565,503	305,975
Less: unamortized premium	144	—
Less: unamortized deferred loan/bond issuance costs	(12,486)	(10,998)
<b>Borrowings, current portion</b>	<b>553,161</b>	<b>294,977</b>
Amounts due after one year	3,152,426	3,047,916
Less: unamortized discount	—	(2,100)
Less: unamortized deferred loan/bond issuance costs	(47,367)	(41,049)
<b>Borrowings, non-current portion</b>	<b>3,105,059</b>	<b>3,004,767</b>
<b>Total</b>	<b>3,658,220</b>	<b>3,299,744</b>

**GasLog Ltd. and its Subsidiaries**

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**Loans**

**Terminated facilities:**

**(a) ABN AMRO Bank N.V. (“ABN”), DNB (UK) Ltd., DVB Bank America N.V., Commonwealth Bank of Australia, ING Bank N.V. (“ING”), London Branch, Credit Agricole Corporate and Investment Bank and National Australia Bank Limited loan (Five Vessel Refinancing, as defined below)**

On February 18, 2016, GAS-eighteen Ltd., GAS-nineteen Ltd., GAS-twenty Ltd., GAS-twenty one Ltd. and GAS-twenty seven Ltd. entered into a credit agreement to refinance the debt maturities that were scheduled to become due in 2016 and 2017 (the “Five Vessel Refinancing”). The Five Vessel Refinancing comprised a five-year senior tranche facility of up to \$396,500 and a two-year bullet junior tranche facility of up to \$180,000. The vessels covered by the Five Vessel Refinancing were the GasLog Partners-owned *Methane Alison Victoria*, *Methane Shirley Elisabeth*, *Methane Heather Sally* and *Methane Becki Anne* and the GasLog-owned *Methane Lydon Volney*.

On July 21, 2020, pursuant to the multiple credit agreements entered into by the Group to refinance its existing indebtedness which was scheduled to become due in 2021 (refer to (e), (f) and (g) in the Existing Facilities section), the outstanding balances of GAS-eighteen Ltd., GAS-nineteen Ltd., GAS-twenty Ltd., GAS-twenty one Ltd. and GAS-twenty seven Ltd., totaling \$265,911, were fully repaid. The existing loan facilities of the specified vessels under the Five Vessel Refinancing were terminated and the respective unamortized loan fees of \$1,183 written-off to the consolidated statement of profit or loss. A few days earlier, \$7,933 were repaid in accordance with the repayment terms under the Five Vessel Refinancing Facility since the closing of the refinancing was delayed by approximately two weeks due to COVID-19.

**(b) Citigroup Global Market Limited, Credit Suisse AG, Nordea Bank AB, London Branch, Skandinaviska Enskilda Banken AB (publ) (“SEB”), HSBC Bank plc (“HSBC”), ING Bank N.V., London Branch, Danmarks Skibskredit A/S, Korea Development Bank and DVB Bank America N.V. loan (Legacy Facility Refinancing, as defined below)**

On July 19, 2016, GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-seven Ltd., GAS-eight Ltd., GAS-nine Ltd., GAS-ten Ltd. and GAS-fifteen Ltd. entered into a credit agreement with a number of international banks (the “Legacy Facility Refinancing”) to refinance the existing indebtedness on eight of GasLog’s on-the-water vessels of up to \$1,050,000, extending the maturities of six existing credit facilities to 2021. The vessels covered by the Legacy Facility Refinancing are the GasLog-owned *GasLog Savannah*, *GasLog Singapore*, *GasLog Skagen*, *GasLog Saratoga*, *GasLog Salem* and *GasLog Chelsea* and the GasLog Partners owned *GasLog Seattle* and *Solaris*.

The balance outstanding as of December 31, 2019 was \$775,000. On February 13, 2020, March 13, 2020 and March 18, 2020, \$23,346, \$50,714 and \$25,940 were drawn under the revolving credit facility.

On July 21, 2020, pursuant to the multiple credit agreements entered into by the Group to refinance its existing indebtedness which was scheduled to become due in 2021 (refer to (e), (g) and (h) in the Existing Facilities section), the outstanding balances of GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-seven Ltd., GAS-eight Ltd., GAS-nine Ltd. and GAS-ten Ltd., totaling \$724,514 were fully repaid. In addition, on August 3, 2020, the outstanding balance of GAS-fifteen Ltd. of \$92,153 was fully repaid. The existing loan facilities of the specified vessels under the Legacy Facility Refinancing were terminated and the respective unamortized loan fees of \$3,591 were written-off to the consolidated statement of profit or loss. A few days earlier, \$25,875 were repaid in accordance with the repayment terms under the Legacy Facility Refinancing since the closing of the refinancing was delayed by approximately two weeks due to COVID-19.

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**Existing facilities:**

**(a) Citibank, N.A., London Branch, Nordea Bank AB, London Branch, The Export-Import Bank of Korea, Bank of America, National Association, BNP Paribas, Crédit Agricole Corporate and Investment Bank, Credit Suisse AG, HSBC Bank plc, ING Bank N.V., London Branch, KEB HANA Bank, London Branch, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Société Générale and The Korea Development Bank loan (October 2015 Facility, as defined below)**

On October 16, 2015, GAS-eleven Ltd., GAS-twelve Ltd., GAS-thirteen Ltd., GAS-fourteen Ltd., GAS-twenty two Ltd., GAS-twenty three Ltd., GAS-twenty four Ltd. and GAS-twenty five Ltd. entered into a debt financing agreement with 14 international banks (“October 2015 Facility”) for \$1,311,356 to partially finance the delivery of the eight newbuildings delivered in 2016, 2018 and 2019. The financing was backed by the Export Import Bank of Korea (“KEXIM”) and the Korea Trade Insurance Corporation (“K-Sure”), who were either directly lending or providing cover for over 60% of the facility.

The loan agreement provided for three tranches of \$412,458, \$201,094 and \$206,115 repayable in 24 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to a 12-year profile and a fourth tranche of \$491,690 repayable in 20 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to a 20-year profile, with a balloon payment together with the final installment. Amounts drawn bear interest at USD London Interbank Offered Rate (“LIBOR”) plus a margin.

On October 21, 2020, the outstanding indebtedness of GAS-twenty five Ltd., in the amount of \$136,776 was prepaid pursuant to the sale and leaseback agreement entered into with a wholly owned subsidiary of CMB Financial Leasing Co. Ltd., Sea 190 Leasing Co. Limited (“Sea 190 Leasing”) (refer below). The relevant tranches of the loan agreement were terminated and the respective unamortized loan fees of \$3,571 written-off to the consolidated statement of profit or loss.

On January 22, 2021, the outstanding indebtedness of GAS-twenty four Ltd., in the amount of \$130,889 was prepaid pursuant to the sale and leaseback agreement entered into with a wholly owned subsidiary of ICBC Financial Leasing Co., Ltd., Hai Kuo Shipping 2051G Limited (“Hai Kuo Shipping”) (refer below). The relevant tranches of the loan agreement were terminated and the respective unamortized loan fees of \$3,528 written-off to the consolidated statement of profit or loss.

The aggregate balance outstanding under the loan facility as of December 31, 2022 is \$598,313 (December 31, 2021: \$667,656).

**(b) Credit Suisse AG, Nordea Bank Abp, filial I Norge and Iyo Bank Ltd., Singapore Branch (2019 GasLog Partners Facility, as defined below)**

On February 20, 2019, GAS-three Ltd., GAS-four Ltd., GAS-five Ltd., GAS-sixteen Ltd., GAS-seventeen Ltd., GasLog Partners and GasLog Partners Holdings LLC entered into a loan agreement with Credit Suisse AG, Nordea Bank Abp, filial I Norge and Iyo Bank Ltd., Singapore Branch, each an original lender and Nordea acting as security agent and trustee for and on behalf of the other finance parties mentioned above, for a credit facility of up to \$450,000 (the “2019 GasLog Partners Facility”). Subsequently, on the same date, the Development Bank of Japan, Inc. entered the facility as lender via transfer certificate. The vessels covered by the 2019 GasLog Partners Facility are the *GasLog Shanghai*, the *GasLog Santiago*, the *GasLog Sydney*, the *Methane Rita Andrea* and the *Methane Jane Elizabeth*.

The agreement provided for an amortizing revolving credit facility which can be repaid and redrawn at any time, subject to the outstanding amount immediately after any drawdown not exceeding (i) 75% of the aggregate of the market values of all vessels under the agreement, or (ii) the total facility amount. The total facility amount reduces in 20 equal quarterly amounts of \$7,357, with a final balloon amount of up to \$302,860, together with the last quarterly reduction in February 2024. The credit facility bears interest at LIBOR plus a margin.

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On October 26, 2021, the outstanding indebtedness of GAS-three Ltd., in the amount of \$97,050 was prepaid pursuant to the sale and leaseback agreement entered into with a wholly-owned subsidiary of CDBL (refer to Note 7). The relevant advance of the loan agreement was cancelled and the respective unamortized loan fees of \$604 written-off to the consolidated statement of profit or loss. The aggregate balance outstanding as of December 31, 2022 is \$250,320 (December 31, 2021: \$273,568), with no amount available to be redrawn as of December 31, 2022 (December 31, 2021: nil).

**(c) ABN AMRO BANK N.V. and Oversea-Chinese Banking Corporation Limited (“OCBC”) (*GasLog Warsaw Facility*, as defined below)**

On June 25, 2019, GasLog Hellas-1 Special Maritime Enterprise entered into a loan agreement with ABN AMRO BANK N.V. and OCBC, for the financing of the *GasLog Warsaw*, which was delivered on July 31, 2019 (the “*GasLog Warsaw Facility*”). The agreement provided for a single tranche of \$129,500 that was drawn on July 25, 2019 and is repayable in 28 equal quarterly installments of \$1,619 each and a final balloon payment of \$84,175 payable concurrently with the last quarterly installment in June 2026. The loan bears interest at LIBOR plus a margin. The balance outstanding as of December 31, 2022 is \$108,456 (December 31, 2021: \$114,931).

**(d) Citibank, N.A., London Branch, DNB (UK) Ltd., Skandinaviska Enskilda Banken AB (publ), The Export-Import Bank of Korea, Bank of America, National Association, BNP Paribas, Seoul Branch, Commonwealth Bank of Australia, KfW IPEX-Bank GmbH, National Australia Bank Limited, Oversea-Chinese Banking Corporation Limited, Société Générale, Standard Chartered Bank (“SCB”), The Korea Development Bank and KB Kookmin Bank (7xNB Facility, as defined below)**

On December 12, 2019, GAS-twenty eight Ltd., GAS-thirty Ltd., GAS-thirty one Ltd., GAS-thirty two Ltd., GAS-thirty three Ltd., GAS-thirty four Ltd. and GAS-thirty five Ltd. entered into a loan agreement (the “7xNB Facility”) with 13 international banks, with Citibank N.A. London Branch and DNB Bank ASA (“DNB”), London Branch acting as agents on behalf of the other finance parties. The financing is backed by KEXIM and K-Sure, who are either directly lending or providing cover for over 60% of the facility. The agreement of up to \$1,052,791 partially financed the delivery of seven newbuildings delivered in 2020 and 2021. The loan agreement provided for four tranches of \$176,547, \$174,787, \$356,671 and \$344,786. The facility is also sub-divided into seven loans, one loan per newbuilding vessel, to be provided for each of the vessels on a pro rata basis under each of the four tranches. Each drawing under the first and the third tranche are combined and repaid in 24 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to an average 12-year profile. Each drawing under the second tranche is repaid in 14 consecutive semi-annual equal installments commencing six months after the actual delivery of the relevant vessel according to an average 7-year profile. Each drawing under the fourth tranche is repaid in a single bullet seven years after the actual delivery of the relevant vessel.

On March 26, 2020, on May 7, 2020, on July 9, 2020, on November 12, 2020, on December 29, 2020, on June 11, 2021 and on August 20, 2021, \$152,525, \$149,386, \$149,281, \$147,845, \$147,845, \$152,955 and \$152,955, respectively, was drawn down with respect to the deliveries of the *GasLog Windsor*, the *GasLog Wales*, the *GasLog Westminster*, the *GasLog Georgetown*, the *GasLog Galveston*, the *GasLog Wellington* and the *GasLog Winchester*. The aggregate balance outstanding under the loan facility as of December 31, 2022 is \$939,188 (December 31, 2021: \$998,189). Amounts drawn bear interest at LIBOR plus a margin.

**(e) BNP Paribas, Credit Suisse AG and Alpha Bank S.A. (GasLog Partners \$260.3M Facility, as defined below)**

On July 16, 2020, GasLog Partners entered into a credit agreement of \$260,331 (the “GasLog Partners \$260.3M Facility”) with BNP Paribas, Credit Suisse AG and Alpha Bank S.A., each an original lender, with BNP Paribas acting as security agent and trustee for and on behalf of the other finance parties mentioned above, in order to refinance the existing indebtedness due in 2021 on three of its vessels. The facility will amortize over ten equal semi-annual installments of \$8,597 beginning in January 2021, with a final balloon amount of \$174,361 payable concurrently with the last installment in July 2025. Interest on the facility is payable at a rate of LIBOR plus a margin. An amount of \$260,331 was drawn on July 21, 2020, out of which \$258,532 was used to refinance the outstanding indebtedness of GAS-twenty Ltd., GAS-seven Ltd. and GAS-eight Ltd., the respective entities owning the *Methane Shirley Elisabeth*, the *GasLog Seattle* and the *Solaris*.

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On September 14, 2022, the outstanding indebtedness of GAS-twenty Ltd. in the amount of \$32,154 was prepaid pursuant to the sale of the *Methane Shirley Elisabeth* (refer to Note 6). The relevant advance of the loan agreement was cancelled and the respective unamortized loan fees of \$294 written-off on the consolidated statement of profit or loss.

The aggregate balance outstanding as of December 31, 2022 is \$193,790 (December 31, 2021: \$243,137).

**(f) DNB Bank ASA, London Branch, and ING Bank N.V., London Branch (GasLog Partners \$193.7M Facility, as defined below)**

On July 16, 2020, GasLog Partners entered into a credit agreement of \$193,713 (the “GasLog Partners \$193.7M Facility”) with DNB Bank ASA, London Branch, and ING Bank N.V., London Branch, each an original lender (together, the “Lenders”), with DNB Bank ASA, London Branch acting as security agent and trustee for and on behalf of the other finance party mentioned above, in order to refinance the existing indebtedness due in 2021 on three of its vessels. The facility will amortize over ten equal semi-annual installments of \$8,599 beginning in January 2021, with a final balloon amount of \$107,723 payable concurrently with the last installment in July 2025. Interest on the facility is payable at a rate of LIBOR plus a margin. An amount of \$193,713 was drawn down on July 21, 2020, out of which \$174,867 was used to refinance the outstanding indebtedness of GAS-nineteen Ltd., GAS-twenty one Ltd. and GAS-twenty seven Ltd., the respective entities owning the *Methane Alison Victoria*, the *Methane Heather Sally* and the *Methane Becki Anne*.

In July 2022, pursuant to a “margin reset clause” included in the GasLog Partners \$193.7M Facility, which required the Lenders and GAS-nineteen Ltd., GAS-twenty one Ltd., and GAS-twenty seven Ltd. (together, the “Borrowers”) to renegotiate the facility’s margin, the Borrowers and Lenders agreed the margin would remain unchanged and the facility would be transitioned from the six-month LIBOR to the three-month Chicago Mercantile Exchange (“CME”) Term Secured Overnight Financing Rate (“SOFR”) Reference Rates as administered by CME Group Benchmark Administration Limited (“CBA”), effective July 21, 2022.

On October 31, 2022, the outstanding indebtedness of GAS-twenty one Ltd. in the amount of \$32,939 was prepaid pursuant to the sale and leaseback agreement entered into with an unrelated third party (refer to Note 7). The relevant advance of the loan agreement was cancelled and the respective unamortized loan fees of \$360 written-off on the consolidated statement of profit or loss.

The aggregate balance outstanding as of December 31, 2022 is \$126,378 (December 31, 2021: \$176,515).

**(g) ABN AMRO Bank N.V., Citigroup Global Markets Limited and Nordea Bank ABP, Filial I Norge, HSBC Bank plc, Credit Agricole Corporate and Investment Bank, Unicredit Bank AG and National Bank of Australia Limited (GasLog \$576.9M Facility, as defined below)**

On July 16, 2020 GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-nine Ltd., GAS-ten Ltd., and GAS-eighteen Ltd. entered into a credit agreement of \$576,888 (the “GasLog \$576.9M Facility”) with ABN AMRO Bank N.V., Citigroup Global Markets Limited and Nordea Bank ABP, Filial I Norge acting as global co-ordinators and bookrunners, while HSBC Bank plc acting as mandated lead arranger; Credit Agricole Corporate and Investment Bank acting as lead arranger and Unicredit Bank AG and National Bank of Australia Limited acting as arrangers, each of those being an original lender. The credit agreement was entered to refinance the existing indebtedness due in 2021 of six of the Group’s vessels. ABN AMRO Bank N.V. was appointed by the other finance parties in this syndicate as security agent and trustee. The facility comprises of a \$494,475 Term Loan Facility which amortizes over 18 equal quarterly installments of \$9,349 beginning in April 2021 (following an initial repayment in January 2021 in the amount of \$18,698), with a final balloon amount of \$307,495 payable concurrently with the last installment in June 2025 and a \$82,413 revolving loan facility which also matures in June 2025. The facility bears interest at LIBOR plus a margin. An amount of \$576,888 was drawn on July 21, 2020, out of which \$557,026 was used to refinance the outstanding indebtedness of GAS-one Ltd., GAS-two Ltd., GAS-six Ltd., GAS-nine Ltd., GAS-ten Ltd., and GAS-eighteen Ltd., the respective entities owning the *GasLog Savannah*, the *GasLog Singapore*, the *GasLog Skagen*, the *GasLog Saratoga*, the *GasLog Salem* and the *Methane Lydon Volney*. The balance of the proceeds was used for general corporate and working capital purposes.



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**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

On October 26, 2021, the outstanding indebtedness of GAS-ten Ltd., in the amount of \$87,390 and \$15,794 outstanding under the term and revolving loan facility, respectively, was prepaid pursuant to the sale and leaseback agreement entered into with a wholly-owned subsidiary of CDBL (refer to Note 7). The relevant advance of the loan agreement was cancelled and the respective unamortized loan fees of \$1,302 written-off to the consolidated statement of profit or loss.

On March 28, 2022, the outstanding indebtedness of GAS-six Ltd. in amounts of \$86,027 and \$15,984 outstanding under the term and revolving loan facility, respectively, was prepaid pursuant to the sale and leaseback agreement entered into with a wholly-owned subsidiary of CDBL (refer to Note 7). The relevant advance of the loan agreement was cancelled and the respective unamortized loan fees of \$1,150 written-off on the consolidated statement of profit or loss.

In April 2022, the outstanding indebtedness of GAS-eighteen Ltd. was reduced by an amount of \$2,500 which was prepaid in accordance with the terms of the credit agreement.

In October 2022, the *Methane Lydon Volney*, changed from the flag of Bermuda to the flag of Greece, was renamed to *GasLog Athens* and sold from GAS-eighteen Ltd. to the subsidiary GasLog Hellas-2 Special Maritime Enterprise.

In October 2022, a supplemental agreement was entered into, which among other things, provided for the addition of GasLog Hellas-2 Special Maritime Enterprise as a new borrower, the change of flag and name of the *Methane Lydon Volney* and the transition of the rate of interest on the facility to a risk-free rate. It was agreed that the margin would remain unchanged, and the facility transitioned from LIBOR to the daily non-cumulative compounded SOFR rate as administered by Federal Reserve Bank of New York plus the applicable Credit Adjustment Spread ("CAS"), effective October 6, 2022.

The aggregate balance outstanding under the term and revolving loan facility as of December 31, 2022 is \$245,990 and \$50,215, respectively (December 31, 2021: \$360,338 and \$66,619, respectively) with no amount available to be redrawn under the revolving loan facility as of December 31, 2022 (December 31, 2021: nil).

**(h) National Bank of Greece S.A. ("NBG") (GasLog Chelsea \$96.8M Facility, as defined below)**

On July 30, 2020, GasLog entered into a credit agreement of \$96,815 (the "*GasLog Chelsea* \$96.8M Facility") with National Bank of Greece S.A. for the refinancing of GAS-fifteen Ltd., the entity owning the *GasLog Chelsea*. National Bank of Greece S.A. is acting as the sole original lender. An amount of \$96,815 was drawn on July 31, 2020, out of which \$92,153 was used to refinance the then outstanding indebtedness of the *GasLog Chelsea*. The balance of the proceeds was used for general corporate and working capital purposes. The facility amortizes over 20 equal quarterly installments of \$1,891 beginning in October 2020, with a final balloon amount of \$58,995 payable concurrently with the last installment in July 2025. The loan bears interest at LIBOR plus a margin. The balance outstanding as of December 31, 2022 is \$79,790 (December 31, 2021: \$87,357).

**(i) Sea 190 Leasing (GasLog Hong Kong SLB, as defined below)**

On October 21, 2020, GasLog refinanced through a sale-and-leaseback transaction the *GasLog Hong Kong*, a 174,000 cbm LNG carrier with low pressure dual fuel two-stroke engine ("X-DF") propulsion built in 2018. GasLog-twenty five Ltd. ("G25") sold the vessel to Sea 190 Leasing (the "*GasLog Hong Kong SLB*"), raising \$163,406 and leased it back under a bareboat charter for a period of twelve years. At the end of the period, G25 has the option to buy the vessel for \$70,000 otherwise a premium of \$30,000 will be payable. G25 can also buy back the vessel at any time by paying the capital outstanding and a prepayment fee where applicable. The amount drawn was used to refinance the outstanding indebtedness of G25, in the amount of \$136,776. The amount drawn on October 21, 2020, is repayable in 48 quarterly installments, the first 20 installments amount to \$2,670 each and the following 28 installments amount to \$1,429 each, and a final balloon payment of \$70,000 payable concurrently with the last quarterly installment in October 2032. Interest on the outstanding capital of the bareboat charter is payable at a rate of LIBOR plus a margin. G25 has the option to repurchase the vessel and as a result under IFRS 15, the transfer of the vessel does not qualify as a sale and leaseback. The Company did not derecognize the respective vessel from its balance sheet and accounted for the amount received under the sale-and-leaseback transaction as a financial liability. The balance outstanding as of December 31, 2022 is \$142,044 (December 31, 2021: \$152,725).

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

**(j) Hai Kuo Shipping (*GasLog Houston* SLB, as defined below)**

On January 22, 2021, GasLog refinanced through a sale-and-leaseback transaction the *GasLog Houston*, a 174,000 cbm LNG carrier with X-DF propulsion built in 2018. GAS-twenty four Ltd. (“G24”) sold the vessel to Hai Kuo Shipping (the “*GasLog Houston* SLB”), raising \$165,958 and leased it back under a bareboat charter for a period of up to eight years. At the end of the charter period, G24 has the obligation to re-purchase the vessel for \$99,575. G24 has also the option to re-purchase the vessel on pre-agreed terms no earlier than the end of the first interest period, and no later than the end of year eight, of the bareboat charter. The amount drawn was used to refinance the outstanding indebtedness of G24, in the amount of \$130,889. The amount drawn on January 22, 2021, is repayable in 32 quarterly installments of \$2,074 each and a final balloon payment of \$99,575 payable concurrently with the last quarterly installment in January 2029. Interest on the outstanding capital of the bareboat charter is payable at a rate of LIBOR plus a margin. G24 has the obligation to re-purchase the vessel and as a result under IFRS 15, the transfer of the vessel does not qualify as a sale and leaseback. The Company did not derecognize the respective vessel from its balance sheet and accounted for the amount received under the sale-and-leaseback transaction as a financial liability. The balance outstanding as of December 31, 2022 is \$151,437 (December 31, 2021: \$159,735).

**(k) CMB Financial Leasing Co., Ltd. (“CMBFL”) (4xNB SLBs, as defined below)**

On July 6, 2022, each of GAS-thirty eight Ltd., GAS-thirty nine Ltd., GAS-forty Ltd. and GAS-forty one Ltd. entered into sale and leaseback agreements (the “4xNB SLBs”) with wholly owned subsidiaries of CMBFL that provide for the financing of each LNG carrier on order at DSME. The Group will sell the aforementioned newbuildings for a total amount of up to \$762,604, raising 92.5% of the newbuilding contract price in form of pre- and post- delivery financing and will lease the newbuildings back for a period of ten years (under a 20-year profile) from each delivery date. GasLog has the option to repurchase the vessels no earlier than the third anniversary of each delivery date and as a result, under IFRS 15 the transaction does not qualify as a sale and leaseback. The Company recognized the respective advance shipyard installment payments on its balance sheet under Vessels under construction and accounted for the amount received under the sale-and-leaseback transaction as a financial liability. The interest on the outstanding capital is calculated on a daily compounded SOFR plus a margin. All criteria outlined by IAS 23 *Borrowing Costs* were deemed to have been met upon the initial installment drawdown and as a result such borrowing costs incurred or to be incurred up to the delivery of the vessels qualify for capitalization under Vessels under construction. As of December 31, 2022, \$776 of capitalized interest was classified under Vessels under construction in the statement of financial position (December 31, 2021: nil).

On July 15, 2022, the amount of \$20,611 was drawn under these agreements to partially finance installments already paid by the Company to the shipyard. All future installments (including the delivery installment) will be financed by CMBFL. On November 30, 2022, the amount of \$41,411 was drawn down to finance shipyard installments. The delivery installment is subject to a fair market value test. The aggregate balance outstanding as of December 31, 2022 is \$62,022 (December 31, 2021: nil), with \$700,582 available to be drawn as of December 31, 2022.

As of December 31, 2022, commitment, underwriting and legal fees of \$8,764 for obtaining the undrawn portion of the financing were classified under Deferred financing costs in the statement of financial position and will be netted off debt on the respective drawdown dates (December 31, 2021: nil).

**GasLog Ltd. and its Subsidiaries****Notes to the consolidated financial statements (Continued)****For the years ended December 31, 2020, 2021 and 2022****(All amounts expressed in thousands of U.S. Dollars, except share and per share data)*****Securities covenants and guarantees***

The obligations under the aforementioned facilities are secured by a first priority mortgage over the vessels, a pledge or negative pledge of the share capital of the respective vessel owning companies and a first priority assignment of earnings and insurance related to the vessels, including charter revenue, management revenue, any insurance and requisition compensation and pre-delivery assignments of the shipbuilding contracts and the refund guarantees in the case of the 4xNB SLBs. Obligations under the 2019 GasLog Partners Facility, the GasLog Partners \$260.3M Facility and the GasLog Partners \$193.7M Facility are facilities guaranteed by the Partnership and GasLog Partners Holdings LLC, obligations under the October 2015 Facility are guaranteed by the Partnership and GasLog Partners Holdings LLC for up to the value of the commitments relating to the *GasLog Greece*, the *GasLog Geneva*, the *GasLog Glasgow* and the *GasLog Gibraltar* and by GasLog and GasLog Carriers for up to the value of the commitments on the remaining vessels, while obligations under the *GasLog Warsaw* Facility, the 7xNB Facility, the GasLog \$576.9M Facility and the *GasLog Chelsea* \$96.8M Facility are guaranteed by GasLog and GasLog Carriers. Charter guarantees under the *GasLog Hong Kong* SLB, the *GasLog Houston* SLB and the 4xNB SLBs are guaranteed by GasLog. The facilities include customary respective covenants, and among other restrictions the facilities include a fair market value covenant pursuant to which the majority lenders may request additional security under the facilities if the aggregate fair market value of the collateral vessels (without taking into account any charter arrangements) were to fall below 120%; in the case of the October 2015 Facility and the 7xNB Facility, 115.0% for the first two years after each drawdown and 120.0% at any time thereafter; 100% in the case of the 4xNB SLBs following the vessels' delivery and the *GasLog Hong Kong* SLB, 100% until December 31<sup>st</sup> 2022 inclusive and 110% at any time thereafter in the case of the *GasLog Houston* SLB and in the case of the GasLog Partners \$193.7M facility, 130.0%. The Group is in compliance with the required minimum security coverage as of December 31, 2022. In addition, under the facilities, the respective vessel-owning entities are also required to maintain at all times minimum liquidity of \$1,500 per entity and the equivalent of the next hire payment or \$5,200 as of December 31, 2022 for GAS-twenty five Ltd. and are in compliance as of December 31, 2022.

***Bonds***

On June 27, 2016, GasLog completed the issuance of Norwegian Kroner ("NOK") 750,000 (equivalent to \$90,150) of new senior unsecured bonds (the "NOK 2021 Bonds") in the Norwegian bond market. The NOK 2021 Bonds were due to mature in May 2021 and have a coupon of 6.9% over three-month Norwegian Interbank Offered Rate ("NIBOR"). On November 27, 2019, GasLog repurchased and cancelled NOK 316,000 of the outstanding NOK 2021 Bonds at a price of 104.75% of par value.

On January 31, 2020, GasLog repurchased and cancelled NOK 434,000 of the outstanding NOK 2021 Bonds at a price of 104.0% of par value, resulting in a loss of \$1,937. The aforementioned repurchase was considered an extinguishment of the existing NOK 2021 Bonds, and as a result, the unamortized bond fees of \$316 were written off to the consolidated statement of profit or loss for the year ended December 31, 2020.

On March 22, 2017, GasLog closed a public offering of \$250,000 aggregate principal amount of the 8.875% senior unsecured notes due in 2022 (the "8.875% Senior Notes") at a public offering price of 100% of the principal amount. On May 16, 2019, GasLog closed a follow-on issue of \$75,000 aggregate principal amount of the 8.875% Senior Notes priced at 102.5% of par with a yield to maturity of 7.89%. The gross proceeds from this offering were \$76,875, including a \$1,875 premium. In addition, GasLog paid \$10,000 for the partial exchange of the outstanding 8.875% Senior Notes at a price of 104.75% of par value, resulting in a loss of \$475 for the year ended December 31, 2019. The exchange was completed on January 13, 2020. The carrying amount under the 8.875% Senior Notes, net of unamortized financing costs and premium as of December 31, 2021, was \$314,738. On March 21, 2022, the Group used the proceeds of the 2029 Notes, as defined below, to repay the \$315,000 of 8.875% Senior Notes at maturity.

On November 27, 2019, GasLog completed the issuance of NOK 900,000 (equivalent to \$98,550) of new senior unsecured bonds (the "NOK 2024 Bonds") in the Norwegian bond market. The NOK 2024 Bonds mature in November 2024 and bear interest at NIBOR plus margin. Interest payments are made in arrears on a quarterly basis. GasLog may redeem the aforementioned bond in whole or in part as from May 2024 at 101% of par plus accrued interests on the redeemed amount.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

**For the years ended December 31, 2020, 2021 and 2022**

**(All amounts expressed in thousands of U.S. Dollars, except share and per share data)**

The carrying amount under the NOK 2024 Bonds, net of unamortized financing costs and unamortized premium, as of December 31, 2022 was \$90,241 (carrying amount under the NOK 2024 Bonds as of December 31, 2021: \$101,129) while their fair value was \$93,414 based on a USD/NOK exchange rate of 0.1011 as of December 31, 2022 (December 31, 2021: \$105,990, based on a USD/NOK exchange rate of 0.1135).

On September 24, 2021, GasLog entered into a Note Purchase Agreement (the “Note Purchase Agreement”) with certain affiliates of The Carlyle Group and EIG Management Company, LLC (such affiliates, the “Purchasers”) and Wilmington Trust (London) Limited, as administrative agent, for an amount of up to \$325,000 of 7.75% Notes due in 2029 (the “2029 Notes”). On March 21, 2022, the Company proceeded with the issuance of \$315,000 of the 2029 Notes. The proceeds of the 2029 Notes were used to refinance the Company’s 8.875% Senior Notes at maturity. The Note Purchase Agreement allows for the issuance of additional notes in an amount up to \$100,000 for the purpose of refinancing existing obligations or pursuing new growth opportunities.

The 2029 Notes were issued at 99.25% of face value and bear a fixed interest rate of 7.75%. The Purchasers received an upfront fee of 0.75% on signing and received a ticking fee of 1.5% from signing until drawing. Under certain conditions, the Company may elect to pay interest in kind up to three times, with the interest rate increasing to 9.75% for the applicable quarter. The carrying amount under the 2029 Notes, net of unamortized financing costs and discount as of December 31, 2022, was \$306,432.

The 2029 Notes can be redeemed in whole or in part at any time subject to a pre-determined premium until year 4 and at par thereafter. If the Company’s historical or projected EBITDA to debt service ratio falls below a certain threshold during years 6 and 7, a percentage of the Company’s excess cash flow will be applied towards prepayment of the 2029 Notes. Upon funding, the Purchasers have obtained a charge on the shares of GasLog Carriers Limited (“GLC”) held by the Company and a pledge on a designated bank account of GLC.

In addition, the Note Purchase Agreement includes restrictions on distributions consistent with the Company’s NOK denominated bond, according to which the Company may not make distributions that in aggregate exceed \$1.10/share during any calendar year. Notwithstanding the foregoing, GasLog may make any amounts of distributions so long as the Company’s cash and cash equivalents (on a consolidated basis) exceed \$150,000. Finally, the Note Purchase Agreement also contains certain restrictions on indebtedness, liens, guarantees, asset sales and distributions, among others. Among other exceptions, new indebtedness is permitted when the Company meets pre-determined thresholds on a pro-forma basis for its “Charter Coverage Ratio” (the ratio of the present value of qualified contracted revenues to the aggregate indebtedness of the Company on any date).

As of December 31, 2021, commitment, arrangement, upfront and legal and other fees of \$5,564 for obtaining the undrawn amount of the financing are classified under Deferred financing costs in the statement of financial position and were netted off debt on the respective drawdown date (December 31, 2022: nil).

***Corporate guarantor financial covenants***

***GasLog Partners’ financial covenants***

GasLog Partners as corporate guarantor for the 2019 GasLog Partners Facility, the GasLog Partners \$260.3M Facility, the GasLog Partners \$193.7M Facility and for the debt of the vessels owned by GasLog Partners under the October 2015 Facility is subject to specified financial covenants on a consolidated basis. These financial covenants include the following:

- (i) the aggregate amount of cash and cash equivalents, short-term cash deposits and available undrawn facilities with remaining maturities of at least six months (excluding loans from affiliates) must be at least \$45,000;
- (ii) total indebtedness divided by total assets must be less than 65.0%;
- (iii) the Partnership is permitted to declare or pay any distributions, subject to no event of default having occurred or occurring as a consequence of the payment of such distributions.

**GasLog Ltd. and its Subsidiaries**

**Notes to the consolidated financial statements (Continued)**

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The 2019 GasLog Partners Facility, the GasLog Partners \$260.3M Facility, the GasLog Partners \$193.7M Facility and the October 2015 Facility also impose certain restrictions relating to GasLog Partners, including restrictions that limit its ability to make any substantial change in the nature of its business or to change the corporate structure without approval from the lenders.

Compliance with the financial covenants is required to be reported to the Partnership's lenders on a semi-annual basis. GasLog Partners was in compliance with the respective financial covenants as of December 31, 2022.

***GasLog's financial covenants***

GasLog, as corporate guarantor for the loan facilities (except for the 2019 GasLog Partners Facility, the GasLog Partners \$260.3M Facility, the GasLog Partners \$193.7M Facility and the debt of the vessels owned by GasLog Partners under the October 2015 Facility), 2029 Notes and NOK 2024 Bonds and as a charter guarantor for the GasLog Hong Kong SLB, the GasLog Houston SLB and the 4xNB SLBs, is subject to specified financial covenants on a consolidated basis.

These financial covenants include the following:

- (i) net working capital (excluding the current portion of long-term debt) must be not less than \$0;
- (ii) total indebtedness divided by total assets must not exceed 75.0%;
- (iii) the aggregate amount of all unencumbered cash and cash equivalents must be at least \$75,000;
- (iv) the ratio of EBITDA over debt service obligations (including interest and debt repayments) on a trailing twelve-month basis must be not less than 1.10:1 provided that such covenant is not applicable as long as all unencumbered cash and cash equivalent are not less than \$110,000;
- (v) the market value adjusted net worth of GasLog must at all times be not less than \$350,000; and
- (vi) GasLog is permitted to pay dividends, subject to no event of default having occurred or occurring as a consequence of the payment of such dividends.

The credit facilities also impose certain restrictions relating to GasLog, including restrictions that limit its ability to make any substantial change in the nature of its business or to engage in transactions that would constitute a change of control, as defined in the relevant credit facilities, without repaying all of the Group's indebtedness in full, or to allow the Group's largest shareholders to reduce their shareholding in GasLog below specified thresholds.

In addition, the terms of the NOK 2024 Bonds include a dividend restriction according to which GasLog may not (i) declare or make any dividend payment or distribution, whether in cash or in kind, (ii) repurchase any of the Group's shares or undertake other similar transactions (including, but not limited to, total return swaps related to the Group's shares), or (iii) grant any loans or make other distributions or transactions constituting a transfer of value to the Group's shareholders (items (i), (ii) and (iii) collectively referred to as the "Distributions") that in aggregate exceed during any calendar year \$1.10/share. Notwithstanding the foregoing, GasLog may make any amount of Distributions, so long as the Group's cash and cash equivalents and short-term cash deposits exceed \$150,000, provided that GasLog can demonstrate, by delivering a compliance certificate to the bond trustee, that no event of default is continuing or would result from such Distributions.

The terms of the 2029 Notes impose certain restrictions on GasLog and our wholly owned subsidiaries. These restrictions generally limit our ability to, among other things:

- (i) incur additional indebtedness, create liens or provide guarantees in relation to indebtedness above an aggregate amount of \$30,000; certain exceptions apply mainly for indebtedness incurred in the normal course of business;

**GasLog Ltd. and its Subsidiaries**
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- (ii) incur indebtedness for acquisitions of new vessels unless the Charter Coverage Ratio on a pro-forma basis is either above what it would have been without the acquisition and incurrence of the associated debt or above pre-determined thresholds for the remaining tenor of the 2029 Notes;
- (iii) incur indebtedness for acquisitions of second-hand vessels unless the Charter Coverage Ratio on a pro-forma basis is above pre-determined thresholds for the remaining tenor of the 2029 Notes;
- (iv) engage in merger or other corporate reconstruction transactions;
- (v) sell or otherwise dispose of ships or shares in subsidiaries if the net proceeds are above \$10,000 unless such proceeds are applied towards prepayment of the 2029 Notes;
- (vi) undergo a change in ownership;
- (vii) provide any loans to third parties except in the ordinary course of business; or
- (viii) declare or make any dividend payment of distribution, that in aggregate exceed during any calendar year \$1.10/share.

Notwithstanding the foregoing, GasLog may make any amount of Distributions, so long as the Group's cash and cash equivalents and short term investments exceed \$150,000, provided that GasLog can demonstrate by delivering a compliance certificate to the administrative agent that no event of default is continuing or would result from such Distributions.

In connection with the de-listing of Gaslog's common shares from the New York Stock Exchange completed in June 2021, supplemental agreements have been signed with certain lenders with respect to clauses relating to GasLog. Costs relating to the aforementioned amendment of the agreements amounted to \$15,718 for the year ended December 31, 2021, respectively and have been included in Financial costs (Note 19).

Compliance with the loan financial covenants is required to be reported to the Group's lenders on a semi-annual basis while compliance with the NOK 2024 Bonds and the 2029 Notes covenants is required at all times. The Group was in compliance with all financial covenants as of December 31, 2022.

**Debt Repayment Schedule**

The maturity table below reflects the principal repayments of the loans, the sale-and-leaseback transactions, the NOK 2024 Bonds and the 2029 Notes outstanding as of December 31, 2022 based on the repayment schedule of the respective borrowings (as described above):

	As of December 31, 2022
Not later than one year	305,975
Later than one year and not later than three years	1,196,148
Later than three years and not later than five years	730,712
Later than five years	1,121,056
<b>Total</b>	<b>3,353,891</b>

The weighted average interest rate for the outstanding credit facilities and bonds for the year ended December 31, 2022 was 4.3% (December 31, 2021: 3.02%) excluding the fixed interest rate for the interest rate swaps where hedge accounting is not applicable (Note 26).

After excluding the unamortized deferred loan issuance costs the carrying amount of the Group's debt recognized in the consolidated financial statements approximates its fair value since the debt bears interest at a variable interest rate.

**GasLog Ltd. and its Subsidiaries**
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**14. Other Payables and Accruals**

An analysis of other payables and accruals is as follows:

	As of December 31,	
	2021	2022
Unearned revenue	69,768	71,228
Accrued off-hire	2,461	4,490
Accrued purchases	10,169	10,662
Accrued interest	26,186	43,712
Other accruals	44,917	36,840
<b>Total</b>	<b>153,501</b>	<b>166,932</b>

The unearned revenue represents charter hires received in advance in December 2022 relating to the hire period of January 2023 for 29 vessels (December 2021: 32 vessels).

**15. Vessel Operating and Supervision Costs**

An analysis of vessel operating and supervision costs is as follows:

	For the year ended December 31,		
	2020	2021	2022
Crew and vessel management employee costs	89,463	103,936	107,639
Technical maintenance expenses	39,369	37,996	36,844
Other vessel operating expenses	19,403	24,500	26,108
<b>Total</b>	<b>148,235</b>	<b>166,432</b>	<b>170,591</b>

**16. Voyage Expenses and Commissions**

An analysis of voyage expenses and commissions is as follows:

	For the year ended December 31,		
	2020	2021	2022
Brokers' commissions on revenue	7,050	8,363	9,676
Bunkers' consumption and other voyage expenses	14,833	11,067	4,584
<b>Total</b>	<b>21,883</b>	<b>19,430</b>	<b>14,260</b>

Bunkers' consumption and other voyage expenses represent mainly bunkers consumed during vessels' unemployment and off-hire (including bunkers consumed during dry-docking).



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**17. General and Administrative Expenses**

An analysis of general and administrative expenses is as follows:

	<b>For the year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
Employee costs	24,051	16,079	18,343
Share-based compensation (Note 22)	5,486	3,032	760
Amortization of long-term employee benefits	—	684	2,332
Other expenses	17,712	23,518	13,572
<b>Total</b>	<b>47,249</b>	<b>43,313</b>	<b>35,007</b>

On April 1, 2021, the Company granted \$3,355 of cash settled awards to selected employees, in consideration of their key roles in the Company's operations and their continuing commitment to its success. This grant will be settled in cash three years after the grant date, i.e. in April 2024. It is subject to the employees' continuing employment with the Company.

On April 1, 2022, the Company granted \$6,000 of cash settled awards to selected employees, in consideration of their key roles in the Company's operations and their continuing commitment to its success. This grant will be settled 25% on each of the first and second anniversary (April 1 of 2023 and 2024, respectively) and 50% on the third anniversary (April 1, 2025), without performance conditions. This grant is subject to the employees' continuing employment with the Company. These obligations are measured as the present value of expected future payments to be made with any unwind in the discount reflected in the consolidated statement of profit or loss. The expense of the period is included in Amortization of long-term employee benefits in the table above.

Other expenses include legal and professional costs relating to the Transaction of \$136 for the year ended December 31, 2022 (\$10,698 for the year ended December 31, 2021 and \$937 for the year ended December 31, 2020).

**18. Revenues from Contracts with Customers**

The Group has recognized the following amounts relating to revenues:

	<b>For the year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
Revenues from long-term fleet	502,865	541,738	536,334
Revenues from spot fleet	170,412	266,776	378,439
Revenues from vessel management services	812	1,063	852
<b>Total</b>	<b>674,089</b>	<b>809,577</b>	<b>915,625</b>

Management allocates vessel revenues to two categories: a) spot fleet and b) long-term fleet, which reflects its commercial strategy. Specifically, the spot fleet category contains all vessels that have contracts with initial duration of up to three years. The long-term fleet category contains all vessels that have charter party agreements with initial duration of more than three years. Both categories, exclude optional periods.

Until December 31, 2021, the Group presented revenues from charter party agreements with an initial duration of less than five years (excluding optional periods) as revenues from spot time charters. Management believes that the revised presentation, using an initial duration of less than three years, represents more faithfully the Group's exposure to the spot and short-term market as opposed to the long-term market and better reflects management's view of the Group's business, as evolved over the last two years. Comparative figures have been retrospectively adjusted to reflect this change in policy, resulting in the reclassification of \$39,978 and \$44,538 from Revenues from spot fleet to Revenues from long-term fleet for the years ended December 31, 2020 and 2021, respectively.

**GasLog Ltd. and its Subsidiaries**
**Notes to the consolidated financial statements (Continued)**
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The technical management service components of revenue from time charters (Revenues from long-term fleet and Revenues from spot fleet) during the years ended December 31, 2020, 2021 and 2022 were \$147,750, \$176,087 and \$184,191. These figures are not readily quantifiable as the Group's contracts (under time charter arrangements) do not separate these components. The service component amounts are estimated based on the amounts of the vessel operating expenses for each year, using the "cost plus margin" approach.

Payments received include payments for the service components in these time charter arrangements.

**19. Financial Income and Costs**

An analysis of financial income and costs is as follows:

	<b>For the year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
<b>Financial Income</b>			
Interest income	726	142	4,118
<b>Total financial income</b>	<b>726</b>	<b>142</b>	<b>4,118</b>
<b>Financial Costs</b>			
Amortization and write-off of deferred loan/bond issuance costs/premium and discount	22,876	20,286	15,936
Interest expense on loans	93,860	82,325	119,339
Interest expense on bonds and realized loss on CCSs	35,891	34,766	33,788
Interest expense on leases	9,921	10,269	13,639
Loss arising on bond repurchases at a premium (Note 13)	1,937	—	—
Other financial costs, net	796	19,309	1,973
<b>Total financial costs</b>	<b>165,281</b>	<b>166,955</b>	<b>184,675</b>

Other financial costs, net includes an amount of \$15,718 for the year ended December 31, 2021, relating to fees (bank consent, legal fees, etc.) to obtain the third-party consents and waivers in connection with the de-listing of the Group's shares from NYSE after the consummation of the Transaction.

**20. Contingencies**

Various claims, suits and complaints, including those involving government regulations, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, environmental claims, agents and insurers and from claims with suppliers relating to the operations of the Group's vessels. Currently, management is not aware of any such claims or contingent liabilities requiring disclosure in the consolidated financial statements.

**21. Related Party Transactions**

The Group had the following balances with related parties which have been included in the consolidated statements of financial position:

**Current Assets**
**Amounts due from related parties**

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	As of December 31,	
	2021	2022
Other receivables	18	61
<b>Total</b>	<b>18</b>	<b>61</b>

**Current Liabilities**
**Amounts due to related parties**

	As of December 31,	
	2021	2022
Ship management creditors	119	14
Amounts due to related parties	27	26

Ship management creditors' liability comprises cash collected from Egypt LNG Shipping Ltd. to cover the obligations of its vessel under the Group's management.

Amounts due to related parties of \$26 as of December 31, 2022 (December 31, 2021: \$27) are expenses paid by a related party on behalf of the Group and payables to other related parties for the office lease and other operating expenses.

As of December 31, 2022, GasLog has issued a letter of credit of EUR15,400 to GasLog Cyprus Investments Ltd., a wholly owned subsidiary of GasLog and a 20% shareholder in Gastrade, in connection with the development of an FSRU (Note 6).

The Group had the following transactions with related parties which have been included in the consolidated statements of profit or loss for the years ended December 31, 2020, 2021 and 2022:

Company	Details	Statement of income account	2020	2021	2022
(a) Egypt LNG Shipping Ltd.	Vessel management services	Revenues	(703)	(703)	(703)
(a) Egypt LNG Shipping Ltd.	Sale of office property	Loss on disposal of non-current assets	572	—	—
(b) Nea Dimitra Property	Office rent and utilities	General and administrative expenses	478	593	647
(b) Nea Dimitra Property	Office rent	Financial costs/Depreciation	669	780	717
(b) Nea Dimitra Property	Other office services	General and administrative expenses	1	—	—
(c) Seres S.A.	Catering services	General and administrative expenses	268	306	326
(c) Seres S.A.	Consultancy services	General and administrative expenses	56	65	51
(d) Chartwell Management Inc.	Travel expenses	General and administrative expenses	23	—	—
(e) Ceres Monaco S.A.M.	Professional services	General and administrative expenses	144	—	—
(e) Ceres Monaco S.A.M.	Travel expenses	General and administrative expenses	1	—	—
(f) Ceres Shipping Ltd.	Travel expenses	General and administrative expenses	1	—	—
(g) Blenheim Holdings Ltd.	Professional services	General and administrative expenses	—	—	1

- (a) One of the Group's subsidiaries, GasLog LNG Services Ltd. provides vessel management services to Egypt LNG Shipping Ltd., the LNG vessel owning company, in which another subsidiary, GasLog Shipping Company Ltd., holds a 25% ownership interest. In addition, in June 2020, GasLog LNG Services Ltd. agreed to sell a low-pressure turbine to Egypt LNG Shipping Ltd. to be installed on the *Methane Nile Eagle*. The disposal resulted in a loss of \$572 (Note 6).
- (b) Through its subsidiaries, GasLog LNG Services Ltd., GasLog Hellas-1 Special Maritime Enterprise and GasLog Hellas-2 Special Maritime Enterprise, the Group leases office space in Piraeus, Greece, from an entity controlled by Ceres Shipping, Nea Dimitra Ktimatikhi kai Emporikh S.A.
- (c) GasLog LNG Services Ltd. has also entered into an agreement with Seres S.A., an entity controlled by the Livanos family, for the latter to provide catering services to the staff based in the Piraeus office. Amounts paid pursuant to the agreement are generally less than Euro 10 per person per day, but are slightly higher on special occasions. In addition, GasLog LNG Services Ltd. has entered into an agreement with Seres S.A. for the latter to provide human resources, telephone and documentation services for the staff based in Piraeus.
- (d) Chartwell Management Inc. is an entity controlled by the Livanos family which provides travel services to GasLog's directors and officers.

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- (e) GasLog entered into a consulting agreement for the services of an employee of Ceres Monaco S.A.M., an entity controlled by the Livanos family, for consultancy services in connection with the acquisition of GasLog's shareholding in Gastrade. GasLog agreed to pay a fixed fee for work carried out between May 1, 2016 and December 31, 2017 in the sum of \$100 and a consultancy arrangement fee of \$12 per month up to December 31, 2020.
- (f) Ceres Shipping Ltd., an entity controlled by the Livanos family, requested reimbursement of travel expenses provided during the year.
- (g) Blenheim Holdings Ltd., an entity controlled by the Livanos family, requested reimbursement of professional expenses provided during the year.
- (h) In the year ended December 31, 2020, Ceres Shipping Enterprises S.A., an entity controlled by the Livanos family, received a fee of \$1,000 for consultancy services provided in relation to the Group's debt re-financings completed in July and August 2020. This amount is classified under Deferred loan issuance costs (i.e. contra debt) and is amortized over the duration of the respective facilities.
- (i) In the year ended December 31, 2021, Ceres Shipping Ltd., an entity controlled by the Livanos family, received a fee of \$488 for consultancy services provided in relation to the refinancing of the Group's 8.875% Senior Notes. This amount was classified under Deferred financing costs in the consolidated statement of financial position as of December 31, 2021. On the date that the 2029 Notes were drawn this amount was netted off debt and is amortized over the duration of the 2029 Notes (Note 13).

**Compensation of key management personnel**

The remuneration of directors and key management was as follows:

	<b>For the year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
Remuneration	8,663	4,815	5,719
Short-term benefits	181	79	56
Amortization of long-term employee benefits	—	537	1,940
Expense recognized in respect of share-based compensation	2,951	1,225	713
<b>Total</b>	<b>11,795</b>	<b>6,656</b>	<b>8,428</b>

**22. Share-Based Compensation**
**Omnibus Incentive Compensation Plan**

GasLog has granted to executives, managers and certain employees of the Group, Restricted Stock Units ("RSUs"), Stock Appreciation Rights or Stock Options (collectively, the "SARs") and Performance Stock Units ("PSUs") in accordance with its 2013 Omnibus Incentive Compensation Plan (the "Plan").

Following the consummation of the Transaction, the previously unvested RSUs and PSUs vested; the PSUs vested assuming 100% achievement of performance conditions. In addition, all SARs have been cancelled and replaced by cash consideration.

**Fair value**

The fair value of the SARs has been calculated based on the Modified Black-Scholes-Merton method. Expected volatility was based on historical share price volatility for the period since the Group's initial public offering. The expected dividend was based on management's expectations of future payments on the grant date.

The fair value of the RSUs and PSUs was determined by using the grant date closing price and was not further adjusted since the holders are entitled to dividends.

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**Movement in RSUs, SARs and PSUs**

The summary of RSUs, SARs and PSUs is presented below:

	Number of awards	Weighted average exercise price per share	Weighted average share price at the date of exercise	Weighted average contractual life	Aggregate fair value
<b>RSUs</b>					
<b>Outstanding as of January 1, 2021</b>	<b>643,853</b>	—	—	<b>1.90</b>	<b>4,124</b>
Vested during the year	(642,637)	—	—	—	(4,104)
Forfeited during the year	(1,216)	—	—	—	(20)
<b>Outstanding as of December 31, 2021</b>	<b>—</b>	—	—	—	—
<b>Outstanding as of December 31, 2022</b>	<b>—</b>	—	—	—	—
<b>SARs</b>					
<b>Outstanding as of January 1, 2021</b>	<b>2,452,478</b>	<b>14.44</b>	—	<b>5.47</b>	<b>10,523</b>
Cancelled during the year	(2,452,478)	—	—	—	(10,523)
<b>Outstanding as of December 31, 2021</b>	<b>—</b>	—	—	—	—
<b>Outstanding as of December 31, 2022</b>	<b>—</b>	—	—	—	—
<b>PSUs</b>					
<b>Outstanding as of January 1, 2021</b>	<b>501,444</b>	—	—	<b>2.25</b>	<b>1,759</b>
Vested during the year	(501,444)	—	—	—	(1,759)
<b>Outstanding as of December 31, 2021</b>	<b>—</b>	—	—	—	—
<b>Outstanding as of December 31, 2022</b>	<b>—</b>	—	—	—	—

GasLog Partners has granted to its executives RCUs and PCUs in accordance with the GasLog Partners' Plan. The RCUs and PCUs will vest three years after the grant dates subject to the recipients' continued service; vesting of the PCUs is also subject to the achievement of certain performance targets in relation to total unitholder return. Specifically, the performance measure is based on the total unitholder return ("TUR") achieved by the Partnership during the performance period, benchmarked against the TUR of a selected group of peer companies. TUR above the 75th percentile of the peer group results in 100% of the award vesting; TUR between the 50th and 75th percentile of the peer group results in 50% of award vesting; TUR below the 50th percentile of the peer group results in none of the award vesting. The holders are entitled to cash distributions that are accrued and will be settled on vesting.

The details of the granted awards are presented in the following table:

Awards	Number	Grant date	Fair value at grant date
RCUs	233,688	April 1, 2020	\$ 2.02
PCUs	233,688	April 1, 2020	\$ 2.02
RCUs	98,255	April 1, 2021	\$ 2.75
PCUs	98,255	April 1, 2021	\$ 2.75
RCUs	21,663	September 14, 2021	\$ 4.09
PCUs	21,663	September 14, 2021	\$ 4.09
RCUs	113,793	April 1, 2022	\$ 5.80

In accordance with the terms of the GasLog Partners' Plan, the awards will be settled in cash or in common units at the sole discretion of the board of directors or such committee as may be designated by the board to administer the GasLog Partners' Plan. These awards have been treated as equity settled because the Partnership has no present obligation to settle them in cash.

**Fair value**

The fair value of the RCUs and PCUs in accordance with the GasLog Partners' Plan was determined by using the grant date closing price and was not further adjusted since the holders are entitled to cash distributions.

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**Movement in RCUs and PCUs**

The summary of RCUs and PCUs is presented below:

	Number of awards	Weighted average contractual life	Aggregate fair value
<b>RCUs</b>			
<b>Outstanding as of January 1, 2021</b>	<b>89,978</b>	<b>2.04</b>	<b>446</b>
Granted during the year	119,918	—	368
Vested during the year	(5,984)	—	(140)
<b>Outstanding as of December 31, 2021</b>	<b>203,912</b>	<b>1.86</b>	<b>674</b>
Granted during the year	113,793	—	660
Vested during the year	(70,620)	—	(317)
<b>Outstanding as of December 31, 2022</b>	<b>247,085</b>	<b>1.49</b>	<b>1,017</b>
<b>PCUs</b>			
<b>Outstanding as of January 1, 2021</b>	<b>89,978</b>	<b>2.04</b>	<b>446</b>
Granted during the year	119,918	—	368
Vested during the year	(2,992)	—	(70)
Forfeited during the year	(2,992)	—	(70)
<b>Outstanding as of December 31, 2021</b>	<b>203,912</b>	<b>1.86</b>	<b>674</b>
Vested during the year	(65,044)	—	(189)
Forfeited during the year	(5,576)	—	(128)
<b>Outstanding as of December 31, 2022</b>	<b>133,292</b>	<b>0.84</b>	<b>357</b>

The total expense recognized in respect of share-based compensation for the year ended December 31, 2022 was \$760 (December 31, 2021: \$3,032 and December 31, 2020: \$5,486). The total accrued cash distribution as of December 31, 2022 is \$56 (December 31, 2021: \$86).

**23. Commitments**

(a) Commitments relating to the vessels under construction (Note 6) on December 31, 2022 payable to DSME were as follows:

	As of December 31, 2022
Not later than one year	123,855
Later than one year and not later than three years	576,727
<b>Total</b>	<b>700,582</b>

All installments, including the delivery installment but excluding the part of the initial installments that were already paid by the Company to the shipyard, will be paid directly to DSME by CMBFL according to the terms of the 4xNB SLBs (Note 13). The delivery installment is subject to a fair market value test.

(b) Commitments relating to the vessels under construction (Note 6) on December 31, 2022 payable to Keppel not later than one year were \$61,836.

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(c) Future minimum lease payments receivable in relation to non-cancellable time charter agreements for vessels in operation, including vessels under a lease (Note 7) as of December 31, 2022 are as follows (30 off-hire days are assumed when each vessel will undergo scheduled dry-docking; in addition, early delivery of the vessels by the charterers or any exercise of the charterers' options to extend the terms of the charters are not accounted for):

	As of December 31, 2022
Not later than one year	656,072
Later than one year and not later than two years	477,474
Later than two years and not later than three years	379,389
Later than three years and not later than four years	287,113
Later than four years and not later than five years	214,922
Later than five years	210,599
<b>Total</b>	<b>2,225,569</b>

Future minimum lease payments receivable disclosed in the above table exclude the lease payments of the vessels that are under construction as of December 31, 2022 (Note 6). For these vessels, the following charter party agreements have been signed:

- In February 2022, GAS-thirty nine Ltd. signed an agreement with Mitsui for its newbuilding Hull No. 2533 to be chartered to Mitsui upon delivery in 2024 for an initial term of nine years.
- In February 2022, GAS-forty Ltd. signed an agreement with Woodside Energy Shipping Singapore Pte Ltd. ("Woodside") for its newbuilding Hull No. 2534 to be chartered to Woodside upon delivery in 2025 for an initial term of ten years.
- In February 2022, GAS-forty one Ltd. signed an agreement with Woodside for its newbuilding Hull No. 2535 to be chartered to Woodside upon delivery in 2025 for an initial term of ten years.
- In April 2022, GAS- thirty eight Ltd. signed an agreement with a multinational oil and gas company for its newbuilding Hull No. 2532 to be chartered to the multinational oil and gas company upon delivery in 2024 for an initial term of seven years.

(d) In the period commencing September 2017 until June 2021, GasLog LNG Services Ltd. entered into new or renewed maintenance agreements with Wartsila Greece S.A. ("Wartsila") in respect of twenty-four LNG carriers. The agreements ensure dynamic maintenance planning, technical support, security of spare parts supply, specialist technical personnel and performance monitoring.

(e) In March 2019, GasLog LNG Services entered into an agreement with Samsung in respect of nineteen of GasLog's vessels. The agreement covers the supply of ballast water management systems on board the vessels by Samsung and associated field, commissioning and engineering services for a firm period of six years. As of December 31, 2022, ballast water management systems had been installed on fourteen out of the nineteen vessels.

(f) In October 2021, GasLog LNG Services entered into long term service agreements with Hyundai Global Service Europe B.V. ("Hyundai") in respect of six of GasLog's vessels. The agreement covers the supply of spare parts and/or services to maintain the engines of these vessels for a period of five years.

(g) Other Guarantees:

As of December 31, 2022, GasLog LNG Services Ltd. has provided bank guarantees as follows:

- Up to \$250 to third parties relating to the satisfactory performance of its ship management activities;
- Bank guarantee of \$10 to the Greek Ministry of Finance relating to the satisfactory performance of the obligations arising under Greek laws 89/1967, 378/1968 as amended by law 814/1978.



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- Bank guarantee of \$338 relating to the United Kingdom Mutual Steamship Assurance Association Limited relating to the punctual payment in the event a supplementary call is levied for policy years in which GasLog vessels were entered with the club.
- Bank guarantee for \$337 relating to the participation in an FSRU tender.

**24. Financial Risk Management**

The Group's activities expose it to a variety of financial risks, including market risk, liquidity risk and credit risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The Group makes use of derivative financial instruments such as interest rate swaps to moderate certain risk exposures.

**Market risk**

**Interest rate risk:** The Group is subject to market risks relating to changes in interest rates because it has floating rate debt outstanding. Significant increases in interest rates could adversely affect the Group's results of operations and its ability to service its debt. The Group uses interest rate swaps to reduce its exposure to market risk from changes in interest rates. The principal objective of these contracts is to minimize risks associated with its floating rate debt and not for speculative or trading purposes. As of December 31, 2022, the Group has economically hedged 30.7% of its variable rate interest exposure relating to its existing credit facilities and the bonds by swapping the variable rate to a fixed rate (December 31, 2021: 43.7%).

The aggregate principal amount of our outstanding floating rate debt as of December 31, 2022 was \$2,110,036. As an indication of the extent of our sensitivity to interest rate changes, an increase in LIBOR or SOFR of 10 basis points would increase the annual interest expense on the un-hedged portion of the Group's loans by approximately \$2,076 (December 31, 2021: \$1,942 and December 31, 2020: \$1,665).

**Interest rate sensitivity analysis:** The fair value of the interest rate swaps as of December 31, 2022 was estimated as a net asset of \$35,486 (December 31, 2021: net liability of \$53,192).

The interest rate swap agreements described below are subject to market risk as they are recorded at fair value in the statement of financial position at year end. The fair value of interest rate swap liabilities increases when interest rates decrease and decreases when interest rates increase. At December 31, 2022, if interest rates had increased or decreased by 10 basis points with all other variables held constant, the positive/(negative) impact, respectively, on the fair value of the interest rate swaps would have amounted to \$1,937 (December 31, 2021: \$3,187 and December 31, 2020: \$5,162) affecting loss/(gain) on derivatives in the respective reporting dates.

**Other price risk:** The decrease in the fair value of Egypt LNG Shipping Ltd., in response to unfavorable market conditions resulting in a decrease in charter rates and vessel values, could negatively impact the value of the Group's investment in associate. Therefore, management might conclude that impairment is necessary in the future.

**Currency risk:** Currency risk is the risk that the value of financial instruments and/or the cost of commercial transactions will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's subsidiaries' functional currency. The Group is exposed to foreign exchange risk arising from various currency exposures primarily with respect to general and crew costs denominated in EUR. Specifically, for the year ended December 31, 2022, \$134,883 of the operating and administrative expenses were denominated in EUR (December 31, 2021: \$126,988 and December 31, 2020: \$130,861). As of December 31, 2022, \$29,343 of the Group's outstanding trade payables and accruals were denominated in EUR (December 31, 2021: \$27,323). The Group is also exposed in currency risk in relation to our NOK 2024 Bonds (Note 13).

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The Group has entered into CCSs (Note 26) to hedge its currency exposure from the NOK 2024 Bonds and forward foreign exchange contracts to hedge its currency exposure from payments in EUR and Singapore dollars (“SGD”). In addition, management monitors exchange rate fluctuations on a continuous basis. As an indication of the extent of the Group’s sensitivity to changes in exchange rate, a 10% increase in the average EUR/USD exchange rate would have decreased the Group’s profit and cash flows during the year ended December 31, 2022 by \$13,488, based upon its expenses during the year (December 31, 2021: \$12,699 and December 31, 2020: \$13,086).

**Interest rate risk on NOK 2024 Bonds (cash flow hedge):** The Group uses approved instruments such as CCSs, in order to reduce the variability of the cash flows associated with the functional currency equivalent interest and principal of the NOK 2024 Bonds as well as changes in the cash flows associated with changes in the currency rates and is therefore exposed to the following interest rate benchmarks within its hedge accounting relationship, which are subject to interest rate benchmark reform: LIBOR and NIBOR (collectively “IBORs”).

The Group has closely monitored the market and the output from the various industry working groups managing the transition to new benchmark interest rates. This includes announcements made by LIBOR regulators (including the Financial Conduct Authority (“FCA”) and the US Commodity Futures Trading Commission) regarding the transition away from IBORs to the SOFR and the Norwegian Overnight Weighted Average (“NOWA”) respectively. The FCA has made clear that, at the end of 2021, it will no longer seek to persuade or compel banks to submit LIBOR estimates.

The Group believes that all areas potentially impacted (including borrowings, derivative financial instruments etc.) have been identified.

The Group’s NOK 2024 Bonds agreement includes fall back provisions for a case of cessation of the referenced benchmark interest rate. Specifically, it states that in the case that the interest rate referenced IBOR is no longer available, the interest rate will be set by the bond trustee in consultation with the issuer to: (i) any relevant replacement reference rate generally accepted in the market; or (ii) such interest rate that best reflects the interest rate for deposits in the bond currency offered for the relevant interest period. In each case, if any such rate is below zero, the reference rate will be deemed to be zero.

For the Group’s CCSs, the International Swaps and Derivatives Association’s (“ISDA”) fall back clauses were made available at the end of 2019. These clauses or similar language has been inserted into a number of ISDA agreements across the Group and all outstanding agreements will be considered on a case by case basis with each counterparty.

Below are details of the hedging instruments and hedged item in scope of the IFRS 9 amendments due to interest rate benchmark reform, by hedge type. The terms of the hedged item match those of the corresponding hedging instruments.

Hedge type	Instrument type	Counterparty	Maturing in	Notional amount	Hedged item
Cash flow hedges	Receive 3-month NIBOR, pay 3-month LIBOR floating CCS	DNB	Nov 2024	\$ 32,850	NOK 2024 Bonds of the same maturity and notional of the CCSs.
	Receive 3-month NIBOR, pay 3-month LIBOR floating CCS	SEB	Nov 2024	\$ 32,850	
	Receive 3-month NIBOR, pay 3-month LIBOR floating CCS	Nordea	Nov 2024	\$ 32,850	
			<b>Total</b>	<b>\$ 98,550</b>	

The Group will continue to apply the amendments to IFRS 9 until the uncertainty arising from the interest rate benchmark reforms with respect to the timing and the amount of the underlying cash flows that the Group is exposed ends. The Group has assumed that this uncertainty will not end until the Group’s contracts that reference IBORs are amended to specify the date on which the interest rate benchmark will be replaced, the cash flows of the alternative benchmark rate and relevant spread adjustment.

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**Liquidity risk**

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Group minimizes liquidity risk by maintaining sufficient cash and cash equivalents and by having available adequate amounts of undrawn credit facilities.

The following tables detail the Group's expected cash flows for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. Variable future interest payments were determined based on an average LIBOR/SOFR plus the margins applicable to the Group's credit facilities at the end of each year presented.

	Weighted average effective interest rate	Less than 1 month	1-3 months	3-12 months	1-5 years	5+ years	Total
<b>December 31, 2021</b>							
Trade accounts payable		\$ 15,770	122	—	—	—	15,892
Amounts due to related parties		27	—	—	—	—	27
Other payables and accruals*		22,513	42,026	17,893	—	—	82,432
Other non-current liabilities*		—	—	—	814	1,314	2,128
Variable interest loans	2.33 %	39,834	41,548	227,108	2,135,245	1,186,584	3,630,319
Bonds		—	323,503	5,082	115,817	—	444,402
Lease liabilities		3,775	7,199	32,220	174,048	166,582	383,824
<b>Total</b>		<b>\$ 81,919</b>	<b>414,398</b>	<b>282,303</b>	<b>2,425,924</b>	<b>1,354,480</b>	<b>4,559,024</b>
<b>December 31, 2022</b>							
Trade accounts payable		\$ 18,848	877	—	—	—	19,725
Amounts due to related parties		26	—	—	—	—	26
Other payables and accruals*		37,471	31,797	25,352	—	—	94,620
Other non-current liabilities*		—	—	—	1,458	1,402	2,860
Variable interest loans	6.41 %	35,718	126,423	288,527	2,288,419	929,869	3,668,956
Bonds		—	1,808	26,819	200,005	350,873	579,505
Lease liabilities		5,350	10,192	45,989	197,221	150,504	409,256
<b>Total</b>		<b>\$ 97,413</b>	<b>171,097</b>	<b>386,687</b>	<b>2,687,103</b>	<b>1,432,648</b>	<b>4,774,948</b>

\* Non-financial liabilities are excluded.

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

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The following tables detail the Group's expected cash flows for its derivative financial instruments. The table has been drawn up based on the undiscounted contractual net cash inflows and outflows on derivative instruments that are settled on a net basis. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The undiscounted contractual cash flows are based on the contractual maturities of the derivatives.

	Less than 1 month	1-3 months	3-12 months	1-5 years	5+ years	Total
<b>December 31, 2021</b>						
Interest rate swaps	605	1,138	23,877	28,263	1,217	55,100
Cross currency swaps	—	(76)	(430)	(1,961)	—	(2,467)
Forward foreign exchange contracts	175	345	427	—	—	947
<b>Total</b>	<b>780</b>	<b>1,407</b>	<b>23,874</b>	<b>26,302</b>	<b>1,217</b>	<b>53,580</b>
<b>December 31, 2022</b>						
Interest rate swaps	4,711	—	18,398	14,174	319	37,602
Cross currency swaps	—	(363)	(2,229)	(5,964)	—	(8,556)
Forward foreign exchange contracts	136	1,311	1,163	—	—	2,610
<b>Total</b>	<b>4,847</b>	<b>948</b>	<b>17,332</b>	<b>8,210</b>	<b>319</b>	<b>31,656</b>

**Credit risk**

Credit risk is the risk that a counterparty will fail to discharge its obligations and cause a financial loss and arises from cash and cash equivalents, short-term cash deposits, favorable derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to customers, including trade and other receivables and amounts due from related parties. The Group is exposed to credit risk in the event of non-performance by any of its counterparties. To limit this risk, the Group currently deals primarily with financial institutions and customers with high credit ratings.

	As of December 31,	
	2021	2022
Cash and cash equivalents	282,246	368,286
Short-term cash deposits	—	36,000
Trade and other receivables	28,595	22,897
Amounts due from related parties	18	61
Derivative financial instruments	2,509	38,608

For the year ended December 31, 2022, 31.0% of the Group's revenue was earned from Shell plc (December 31, 2021 and December 31, 2020, 38.0% and 57.2%, respectively) and accounts receivable were not collateralized; however, management believes that the credit risk is partially offset by the creditworthiness of the Group's counterparties. The Group did not experience significant credit losses on its accounts receivable portfolio during the three years ended December 31, 2022. The carrying amount of financial assets recorded in the consolidated financial statements represents the Group's maximum exposure to credit risk. Management monitors exposure to credit risk, and they believe that there is no substantial credit risk arising from the Group's counterparties.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

**25. Capital Risk Management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholders value.

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The Group monitors capital using a gearing ratio, defined under certain of the Group's credit facilities as total debt and derivative financial instruments divided by total equity plus total debt and derivative financial instruments (Note 13). The gearing ratio is calculated as follows:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2022</b>
Borrowings, current portion	553,161	294,977
Borrowings, non-current portion	3,105,059	3,004,767
Lease liabilities, current portion	30,905	48,548
Lease liabilities, non-current portion	271,945	287,828
Derivative financial instruments, current liability	25,518	2,834
Derivative financial instruments, non-current liability	28,694	5,498
Derivative financial instruments, current assets	(596)	(25,383)
Derivative financial instruments, non-current assets	(1,913)	(13,225)
<b>Total debt</b>	<b>4,012,773</b>	<b>3,605,844</b>
<b>Total equity</b>	<b>1,568,371</b>	<b>1,721,778</b>
<b>Total debt and equity</b>	<b>5,581,144</b>	<b>5,327,622</b>
<b>Gearing ratio</b>	<b>71.9 %</b>	<b>67.7 %</b>

**26. Derivative Financial Instruments**

The fair value of the derivative assets is as follows:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2022</b>
<b>Derivative assets carried at fair value through profit or loss (FVTPL)</b>		
Interest rate swaps	—	35,486
Forward foreign exchange contracts	91	3,122
<b>Derivative assets designated and effective as hedging instruments carried at fair value</b>		
Cross currency swaps	2,418	—
<b>Total</b>	<b>2,509</b>	<b>38,608</b>
Derivative financial instruments, current assets	596	25,383
Derivative financial instruments, non-current assets	1,913	13,225
<b>Total</b>	<b>2,509</b>	<b>38,608</b>

The fair value of the derivative liabilities is as follows:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2022</b>
<b>Derivative liabilities carried at fair value through profit or loss (FVTPL)</b>		
Interest rate swaps	53,192	—
Forward foreign exchange contracts	1,020	320
<b>Derivative liabilities designated and effective as hedging instruments carried at fair value</b>		
Cross currency swaps	—	8,012
<b>Total</b>	<b>54,212</b>	<b>8,332</b>
Derivative financial instruments, current liability	25,518	2,834
Derivative financial instruments, non-current liability	28,694	5,498
<b>Total</b>	<b>54,212</b>	<b>8,332</b>

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**Interest rate swap agreements**

The Group enters into interest rate swap agreements which convert the floating interest rate exposure into a fixed interest rate in order to hedge a portion of the Group's exposure to fluctuations in prevailing market interest rates. Under the interest rate swaps, the bank counterparty effects quarterly floating-rate payments to the Group for the notional amount based on the LIBOR, and the Group effects quarterly payments to the bank on the notional amount at the respective fixed rates.

**Interest rate swaps designated as cash flow hedging instruments**

As of December 31, 2021 and 2022, there are no interest rate swaps designated as cash flow hedging instruments for accounting purposes.

**Interest rate swaps held for trading**

The principal terms of the interest rate swaps held for trading were as follows:

Company	Counterparty	Trade Date	Effective Date	Termination Date	Fixed Interest Rate	Notional Amount	
						December 31, 2021	December 31, 2022
GasLog	Deutsche Bank AG	July 2016	July 2016	July 2022	1.98 %	66,667	N/A
GasLog	DNB	July 2016	July 2016	July 2022	1.719 %	73,333	N/A
GasLog	HSBC	July 2016	July 2016	July 2022	1.79 %	33,333	N/A
GasLog	SCB	July 2020	July 2016	July 2022	2.015 %	66,667	N/A
GasLog	HSBC	Feb 2017	Feb 2017	Feb 2022	2.005%/2.17 %	100,000	N/A
GasLog	SCB	July 2020	Feb 2017	Mar 2022	2.2145 %	100,000	N/A
GasLog	ABN	Feb 2017	Feb 2017	Mar 2022	2.003 %	100,000	N/A
GasLog	Nordea Bank Finland ("Nordea")	May 2018	July 2020	July 2026	3.070 %	66,667	66,667
GasLog	Nordea	May 2018	May 2018	July 2026	2.562 %	66,667	66,667
GasLog	SEB	May 2018	July 2020	July 2024	3.025 %	50,000	50,000
GAS-twenty seven Ltd.	DNB	July 2020	July 2020	July 2024	3.146 %	48,889	48,889
GAS-twenty seven Ltd.	ING	July 2020	July 2020	July 2024	3.24 %	24,444	24,444
GasLog	DNB	May 2018	July 2018	July 2025	2.472 %	73,333	73,333
GasLog	HSBC	May 2018	Apr 2018	July 2024	2.475 %	33,333	33,333
GasLog <sup>(1)</sup>	HSBC	May 2018	Apr 2018	June 2021	2.550 %	N/A	N/A
GasLog <sup>(1)</sup>	ABN	June 2021	Apr 2021	July 2025	2.550 %	33,333	33,333
GasLog	Citibank Europe Plc. ("CITI")	May 2018	July 2020	July 2024	3.082 %	30,000	30,000
GasLog	CITI	May 2018	July 2021	July 2025	3.095 %	30,000	30,000
GasLog	SEB	December 2018	October 2018	July 2026	2.745 %	50,000	50,000
GasLog	Nordea	December 2018	October 2018	July 2028	2.793 %	66,667	66,667
GasLog	DNB	December 2018	January 2019	July 2025	2.685 %	73,333	73,333
GasLog	SEB	December 2018	July 2020	July 2024	2.958 %	50,000	50,000
GasLog <sup>(2)</sup>	ING	May 2020	July 2020	July 2024	3.127 %	100,000	100,000
GAS-twenty seven Ltd.	DNB	July 2020	April 2020	April 2025	3.069 %	40,000	40,000
GAS-twenty seven Ltd.	ING	July 2020	July 2020	April 2025	3.176 %	20,000	20,000
GAS-fifteen Ltd.	NBG	September 2020	October 2020	July 2025	1.795 %	87,357	79,790
<b>Total</b>						<b>1,484,023</b>	<b>936,456</b>

(1) In June 2021, the Group novated to ABN an interest rate swap with HSBC originally maturing in July 2025 with notional amount of \$33,333.

(2) In May 2020, the Group terminated an interest rate swap with Nordea originally maturing in July 2024 and replaced it with a new swap with ING of the same notional amount of \$100,000 and the same maturity date of July 2024 with an effective date of July 2020. The impact of these parallel transactions for the Group was a loss of \$41.

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The derivative instruments listed above were not designated as cash flow hedging instruments. The change in the fair value of these contracts for the year ended December 31, 2022 amounted to a net gain of \$88,678 (December 31, 2021: \$60,663 net gain, December 31, 2020: \$63,982 net loss), which was recognized against profit or loss in the period incurred and is included in (Loss)/gain on derivatives. During the year ended December 31, 2022, the net gain of \$88,678 derived from changes in the LIBOR curve.

**Cross currency swap agreements**

The Group entered into CCSs which converted the floating interest rate exposure and the variability of the USD functional currency equivalent cash flows into a fixed interest rate and principal on maturity with respect to the NOK 2021 Bonds and maintains CCSs which convert the floating interest rate exposure and the variability of the USD functional currency equivalent cash flows into a floating interest rate and principal on maturity with respect to NOK 2024 Bonds, in order to hedge the Group's exposure to fluctuations deriving from NOK.

The CCSs are designated as cash flow hedging instruments for accounting purposes.

The principal terms of the CCSs designated as cash flow hedging instruments were as follows:

Company	Counterparty	Trade Date	Effective Date	Termination Date	Interest Rate	Notional Amount	
						December 31, 2021	December 31, 2022
GasLog	DNB	Nov 2019	Nov 2019	Nov 2024	floating	32,850	32,850
GasLog	SEB	Nov 2019	Nov 2019	Nov 2024	floating	32,850	32,850
GasLog	Nordea	Nov 2019	Nov 2019	Nov 2024	floating	32,850	32,850
Total						98,550	98,550

For the year ended December 31, 2022, the effective portion of changes in the fair value of CCSs amounting to a loss of \$11,711 has been recognized in Other comprehensive (loss)/income (December 31, 2021: \$3,086 loss, December 31, 2020: \$1,873 gain). For the year ended December 31, 2022, a loss of \$883 was recycled to profit or loss representing the realized loss on CCSs in relation to the interest expenses component of the hedge (December 31, 2021: \$259 gain, December 31, 2020: \$625 loss). Additionally, for the year ended December 31, 2022, a gain of \$11,212 was recognized in Other comprehensive (loss)/income in relation to the retranslation of the NOK Bonds in USD as of December 31, 2022 (December 31, 2021: \$3,184 gain, December 31, 2020: \$3,248 loss).

**Forward foreign exchange contracts**

The Group uses forward foreign exchange contracts to mitigate foreign exchange transaction exposures in EUR and SGD. Under these forward foreign exchange contracts, the bank counterparty will effect fixed payments in EUR or SGD to the Group and the Group will effect fixed payments in USD to the bank counterparty on the respective settlement dates. All forward foreign exchange contracts are considered by management to be part of economic hedge arrangements but have not been formally designated as such.



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The principal terms of the forward foreign exchange contracts held for trading which remain open and unsettled as of December 31, 2022 are as follows:

Company	Counterparty	Trade Date	Number of contracts	Settlement Dates	Fixed Exchange Rate (EUR/USD)	Total Exchange Amount (in thousands)
GasLog	HSBC	February 2022	3	January - March 2023	1.1373 - 1.1403	€ 1,500
GasLog	DNB	April 2022	6	January - June 2023	1.1000	€ 6,000
GasLog	OCBC	April 2022	3	January - March 2023	1.1051 - 1.1098	€ 3,000
GasLog	DNB	June 2022	6	July - December 2023	1.1300	€ 6,000
GasLog	Societe Generale/Paris	July 2022	12	January - December 2023	1.0466	€ 5,733
GasLog	ABN	October 2022	2	November - December 2023	1.0122 - 1.0143	€ 1,000
GasLog	DNB	October 2022	6	January - June 2023	0.9991	€ 3,000
GasLog	HSBC	October 2022	10	January - October 2023	1.0058	€ 5,000
GasLog	ING Bank N.V., Amsterdam	October 2022	7	January - June 2023	0.9894 - 0.9994	€ 4,500
GasLog	Nordea Bank Abp	October 2022	3	January - March 2023	0.9924 - 0.9967	€ 3,000
GasLog	SCB	October 2022	9	January - September 2023	1.0016	€ 4,500
GasLog	DNB	December 2022	6	July - December 2023	1.0950	€ 6,000
<b>Total</b>						<b>€ 49,233</b>

Company	Counterparty	Trade Date	Number of contracts	Settlement Dates	Fixed Exchange Rate (USD/SGD)	Total Exchange Amount (in thousands)
GasLog	ABN	June 2022	1	February 2023	1.3845	S\$ 2,500
GasLog	Citibank Europe PLC UK	June 2022	1	February 2023	1.3846	S\$ 2,500
GasLog	Goldman Sachs Bank Europe SE	June 2022	1	February 2023	1.3768	S\$ 2,500
GasLog	OCBC	June 2022	1	February 2023	1.3852	S\$ 2,500
GasLog	Citibank Europe PLC UK	July 2022	1	February 2023	1.3997	S\$ 5,000
GasLog	ING Bank N.V., Amsterdam	July 2022	1	June 2023	1.3991	S\$ 2,000
GasLog	ING Bank N.V., Amsterdam Societe	October 2022	2	February - June 2023	1.4306 - 1.4355	S\$ 10,000
GasLog	Generale/Paris	October 2022	2	February - June 2023	1.4286 - 1.4329	S\$ 5,000
GasLog	SCB	October 2022	1	February 2023	1.4335	S\$ 2,500
GasLog	OCBC	November 2022	2	June - July 2023	1.3705 - 1.3717	S\$ 5,000
<b>Total</b>						<b>S\$ 39,500</b>

Apart from the abovementioned contracts the Group did not enter any other forward foreign exchange contracts, while 94 contracts expired with staggered maturities from January to December 2022.

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The derivative instruments listed above were not designated as cash flow hedging instruments as of December 31, 2022. The change in the fair value of these contracts for the year ended December 31, 2022 amounted to a net gain of \$3,731 (for the year ended December 31, 2021: \$1,256 net loss, December 31, 2020: \$21 net loss), which was recognized against profit or loss in the year incurred and is included in (Loss)/gain on derivatives.

An analysis of (Loss)/gain on derivatives is as follows:

	For the year ended December 31,		
	2020	2021	2022
Unrealized (loss)/gain on derivative financial instruments held for trading	(64,044)	59,407	92,409
Realized loss on interest rate swaps held for trading	(20,855)	(35,585)	(12,065)
Realized gain/(loss) on forward foreign exchange contracts held for trading	564	(1,137)	(5,935)
Ineffective portion of cash flow hedges	(323)	(5)	398
<b>Total</b>	<b>(84,658)</b>	<b>22,680</b>	<b>74,807</b>

**Fair value measurements**

The fair value of the Group's financial assets and liabilities approximate to their carrying amounts at the reporting date.

The fair value of the interest rate swaps at the end of reporting period was determined by discounting the future cash flows using the interest rate yield curves at the end of reporting period and the credit risk inherent in the contract. The fair value of the CCSs at the end of the reporting period was determined by discounting the future cash flows that are estimated based on forward exchange rates and contract forward rates, discounted at a rate that reflects the credit risk of the counterparties. The Group uses its judgment to make assumptions that are primarily based on market conditions for the estimation of the counterparty risk and the Group's own risk that are considered for the calculation of the fair value of the interest rate swaps and CCSs. The interest rate swaps, the forward foreign exchange contracts and the CCSs meet Level 2 classification, according to the fair value hierarchy as defined by IFRS 13 *Fair Value Measurement*. The cash and cash equivalents meet Level 1 classification. There were no financial instruments in Level 3 and no transfers between Levels 1, 2 or 3 during the periods presented. The definitions of the levels provided by IFRS 13 are based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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**27. Cash Flow Reconciliations**

The reconciliation of the Group's financing activities for the three years ended December 31, 2022 are presented in the tables below:

A reconciliation of borrowings arising from financing activities is as follows:

	Cash flows	Other comprehensive loss/(income)	Non-cash items	Deferred financing costs, assets	Borrowings
<b>January 1, 2020</b>					<b>3,147,395</b>
Proceeds from loans and bonds	2,138,035	—	—	—	2,138,035
Loans and bond repayments	(1,481,709)	—	(8,063)	—	(1,489,772)
Payment for bond repurchase at premium	(1,937)	—	—	—	(1,937)
Additions in deferred loan fees	(35,795)	—	997	(6,442)	(41,240)
Deferred loan fees received	792	—	—	—	792
Amortization and write-off of deferred loan/bond issuance costs/premium (Note 19)	—	—	22,876	—	22,876
Retranslation of the NOK 2024 Bonds in USD	—	3,248	(6,176)	—	(2,928)
<b>December 31, 2020</b>					<b>3,773,221</b>
Proceeds from loans	471,867	—	—	—	471,867
Loans and bond repayments	(592,463)	—	—	—	(592,463)
Additions in deferred loan fees	(13,437)	—	297	1,254	(11,886)
Deferred loan fees received	379	—	—	—	379
Amortization and write-off of deferred loan/bond issuance costs/premium (Note 19)	—	—	20,286	—	20,286
Retranslation of the NOK 2024 Bonds in USD	—	(3,184)	—	—	(3,184)
<b>December 31, 2021</b>					<b>3,658,220</b>
Proceeds from loans and bonds, net of discount	374,659	—	—	—	374,659
Loans and bond repayments	(729,849)	—	—	—	(729,849)
Additions in deferred loan fees	(5,188)	—	(6,036)	3,214	(8,010)
Amortization and write-off of deferred loan/bond issuance costs/premium (Note 19)	—	—	15,936	—	15,936
Retranslation of the NOK 2024 Bonds in USD	—	(11,212)	—	—	(11,212)
<b>December 31, 2022</b>					<b>3,299,744</b>

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A reconciliation of derivatives arising from financing activities is as follows:

	Cash flows	Other comprehensive income/(loss)	Non-cash items	Net derivative (liabilities)/assets
<b>January 1, 2020</b>				<b>(45,931)</b>
Unrealized loss on derivative financial instruments held for trading (Note 26)	—	—	(64,044)	(64,044)
Ineffective portion of cash flow hedges (Note 26)	—	—	(323)	(323)
Payment for interest rate swaps termination	31,662	—	—	31,662
Proceeds from entering into interest rate swaps	(31,622)	—	—	(31,622)
Payment for CCS termination/modification	4,052	—	(4,052)	—
Effective portion of changes in the fair value of derivatives designated as cash flow hedging instruments	—	2,498	—	2,498
<b>December 31, 2020</b>				<b>(107,760)</b>
Unrealized gain on derivative financial instruments held for trading (Note 26)	—	—	59,407	59,407
Ineffective portion of cash flow hedges (Note 26)	—	—	(5)	(5)
Effective portion of changes in the fair value of derivatives designated as cash flow hedging instruments	—	(3,345)	—	(3,345)
<b>December 31, 2021</b>				<b>(51,703)</b>
Unrealized gain on derivative financial instruments held for trading (Note 26)	—	—	92,409	92,409
Ineffective portion of cash flow hedges (Note 26)	—	—	398	398
Effective portion of changes in the fair value of derivatives designated as cash flow hedging instruments	—	(10,828)	—	(10,828)
<b>December 31, 2022</b>				<b>30,276</b>

A reconciliation of lease liabilities arising from financing activities is as follows:

	Cash flows	Non-cash items	Lease liabilities
<b>January 1, 2020</b>			<b>204,930</b>
Interest expense on leases (Note 19)	—	9,921	9,921
Additions	—	2,155	2,155
Payments for interest	(9,911)	—	(9,911)
Principal elements of lease payments	(11,150)	225	(10,925)
<b>December 31, 2020</b>			<b>196,170</b>
Interest expense on leases (Note 19)	—	10,269	10,269
Additions	—	121,520	121,520
Payments for interest	(10,269)	—	(10,269)
Principal elements of lease payments	(14,843)	3	(14,840)
<b>December 31, 2021</b>			<b>302,850</b>
Interest expense on leases (Note 19)	—	13,639	13,639
Additions	—	75,788	75,788
Payments for interest	(13,639)	—	(13,639)
Principal elements of lease payments	(42,262)	—	(42,262)
<b>December 31, 2022</b>			<b>336,376</b>

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**28. Taxation**

Under the laws of the countries of the Group's domestication/incorporation and/or vessels' registration, the Group is not subject to tax on international shipping income. However, it is subject to registration and tonnage taxes, which are included in vessel operating and supervision costs in the consolidated statement of profit or loss.

Under the United States Internal Revenue Code of 1986, as amended (the "Code"), the U.S. source gross transportation income of a ship-owning or chartering corporation, such as GasLog, is subject to a 4% U.S. Federal income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the Treasury Regulations promulgated thereunder. U.S. source gross transportation income consists of 50% of the gross shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States.

GasLog Partners did not qualify for this exemption for the three years ended December 31, 2022. During the year ended December 31, 2022, the estimated U.S. source gross transportation tax was \$1,529 (December 31, 2021: \$1,357 and December 31, 2020: \$1,300).

GasLog does not expect to qualify for the statutory tax exemption for the year ended December 31, 2022. GasLog has qualified for the statutory tax exemption for the year of 2021. During the year ended December 31, 2022, the estimated U.S. source gross transportation tax for GasLog's wholly owned subsidiaries was \$2,730 (December 31, 2021: \$3,300, December 31, 2020: \$0) and the tax accrual reversals from prior years was \$3,300 (December 31, 2021: \$0, December 31, 2020: \$0).

**29. Subsequent Events**

On January 17, 2023, GasLog Hellas-2 Special Maritime Enterprise, the vessel-owning entity of the *GasLog Athens*, entered into a Memorandum of Agreement with respect to the sale of its vessel to an unrelated third party, with the transaction expected to be completed upon redelivery of the vessel from its current charterer.

On January 24, 2023, the board of directors extended to GasLog Partners an unsolicited non-binding proposal to acquire all of the outstanding common units representing limited partner interests of the Partnership not already beneficially owned by GasLog, at an aggregate purchase price of \$7.70 per common unit in cash, consisting in part of a special distribution by the Partnership of \$2.33 per common unit in cash to be distributed to the Partnership's unitholders immediately prior to the closing of the proposed transaction and the remainder to be paid by GasLog as merger consideration at the closing of the proposed transaction. The Partnership's board of directors has authorized its conflicts committee, consisting only of non-GasLog affiliated directors, to review, evaluate, negotiate and accept or reject the proposed transaction. GasLog's proposal is non-binding and is subject to the negotiation and execution of mutually acceptable definitive documentation.

On February 7, 2023, GasLog prepaid an amount of \$77,899 with respect to the associated debt of the *GasLog Chelsea* pursuant to the commencement of the conversion of the vessel to an FSRU, using the additional proceeds of \$92,780 received from Gastrade at the same date. GasLog has agreed to sell the vessel following its conversion to an FSRU.

On February 22, 2023, the board of directors declared a quarterly cash dividend of \$0.15 per common share paid on February 24, 2023 to shareholders of record as of February 23, 2023.

On March 1, 2023, the board of directors declared a dividend on the Series A Preference Shares of \$0.546875 per share, payable on April 3, 2023, to holders of record as of March 31, 2023.

## SUBSIDIARIES OF GASLOG LTD.

The following companies are subsidiaries of GasLog Ltd.

<b>Name of Subsidiary</b>	<b>Jurisdiction of Incorporation</b>	<b>Proportion of Ownership Interest</b>
Gaslog Investments Ltd.	BVI	100%
GasLog Investment Holdings Ltd.	Bermuda	100%
GasLog LNG Services Ltd.	Bermuda	100%
GasLog Carriers Ltd.	Bermuda	100%
GasLog Shipping Company Ltd.	Bermuda	100%
GasLog Services US Inc.	Delaware, U.S.	100%
GasLog Services UK Ltd.	England and Wales	100%
GasLog Asia Pte. Ltd.	Singapore	100%
GasLog Cyprus Investments Ltd.	Cyprus	100%
GAS-one Ltd.	Bermuda	100%
GAS-two Ltd.	Bermuda	100%
GAS-six Ltd.	Bermuda	100%
GAS-nine Ltd.	Bermuda	100%
GAS-ten Ltd.	Bermuda	100%
GAS-fifteen Ltd.	Bermuda	100%
GAS-eighteen Ltd.	Bermuda	100%
GAS-twenty two Ltd.	Bermuda	100%
GAS-twenty three Ltd.	Bermuda	100%
GAS-twenty four Ltd.	Bermuda	100%
GAS-twenty five Ltd.	Bermuda	100%
GAS-twenty six Ltd.	Bermuda	100%
GAS-twenty eight Ltd.	Bermuda	100%
GAS-thirty Ltd.	Bermuda	100%
GAS-thirty one Ltd.	Bermuda	100%
GAS-thirty two Ltd.	Bermuda	100%
GAS-thirty three Ltd.	Bermuda	100%
GAS-thirty four Ltd.	Bermuda	100%
GAS-thirty five Ltd.	Bermuda	100%
GAS-thirty eight Ltd.	Bermuda	100%
GAS-thirty nine Ltd.	Bermuda	100%
GAS-forty Ltd.	Bermuda	100%
GAS-forty one Ltd.	Bermuda	100%
GAS-FFA Trading Ltd.	Bermuda	100%
GAS-FFA Partnership Trading Ltd.	Bermuda	100%
GasLog Hellas-1 SME	Greece	100%
GasLog Hellas-2 SME	Greece	100%
GAS-Two Panama S.A	Panama	100%
GasLog-one Malta Ltd.	Malta	100%
GasLog Partners GP LLC	Marshall Islands	100%
GasLog Partners LP	Marshall Islands	33.2%
GasLog Partners Holdings LLC	Marshall Islands	33.2%
GasLog-two Malta Ltd.	Malta	100%
GAS-three Ltd.	Bermuda	33.2%
GAS-four Ltd.	Bermuda	33.2%
GAS-five Ltd.	Bermuda	33.2%
GAS-seven Ltd.	Bermuda	33.2%
GAS-eight Ltd.	Bermuda	33.2%
GAS-eleven Ltd.	Bermuda	33.2%
GAS-twelve Ltd.	Bermuda	33.2%
GAS-thirteen Ltd.	Bermuda	33.2%

GAS-fourteen Ltd.	Bermuda	33.2%
GAS-sixteen Ltd.	Bermuda	33.2%
GAS-seventeen Ltd.	Bermuda	33.2%
GAS-nineteen Ltd.	Bermuda	33.2%
GAS-twenty Ltd.	Bermuda	33.2%
GAS-twenty one Ltd.	Bermuda	33.2%
GAS-twenty seven Ltd.	Bermuda	33.2%

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## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

## I, Paolo Enoizi, certify that:

1. I have reviewed this annual report on Form 20-F of GasLog Ltd. (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Dated: March 3, 2023

By: /s/ Paolo Enoizi

Name: Paolo Enoizi

Title: Chief Executive Officer

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## CERTIFICATION OF CHIEF FINANCIAL OFFICER

**I, Achilleas Tasioulas, certify that:**

1. I have reviewed this annual report on Form 20-F of GasLog Ltd. (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Dated: March 3, 2023

By: /s/ Achilleas Tasioulas

Name: Achilleas Tasioulas

Title: Chief Financial Officer

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**CERTIFICATION PURSUANT TO**  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of GasLog Ltd., a Bermuda exempted company (the “Company”), for the period ending December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the report.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002 and is not intended to be used or relied upon for any other purpose.

Date: March 3, 2023

By: /s/ Paolo Enoizi

Name: Paolo Enoizi

Title: Chief Executive Officer

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**CERTIFICATION PURSUANT TO**  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of GasLog Ltd., a Bermuda exempted company (the “Company”), for the period ending December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the report.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002 and is not intended to be used or relied upon for any other purpose.

Date: March 3, 2023

By: /s/ Achilleas Tasioulas

Name: Achilleas Tasioulas

Title: Chief Financial Officer

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statements No. 333-230205 on Form F-3 and No. 333-187020 on Form S-8, of our reports dated March 5, 2021, relating to the consolidated statements of profit or loss, comprehensive income or loss, changes in equity and cash flow of GasLog Ltd. for the year ended December 31, 2020, appearing in this Annual Report on Form 20-F of GasLog Ltd. for the year ended December 31, 2022.

/s/ Deloitte LLP

London, United Kingdom

March 3, 2023

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statements No. 333- 230205 on Form F-3 and No. 333-187020 on Form S-8, of our report dated March 3, 2023, relating to the consolidated financial statements of GasLog Ltd appearing in this Annual Report on Form 20-F of GasLog Ltd. for the year ended December 31, 2022.

/s/ Deloitte Certified Public Accountants S.A.

Athens, Greece

March 3, 2023

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