



# Second Party Opinion

on alignment of MPCC's Green Financing Framework with  
the Green Bond Principal (GBP) guidance developed by  
ICMA  
and Green Loan Principles (GLP) of the Loan Market  
Association (LMA)



## Executive Summary

MPC Container Ships ASA (*hereafter referred to as 'MPCC'*) is a prominent container tonnage provider specializing in small to mid-size container ships. As a company listed on the Oslo Stock Exchange, its core business revolves around owning and operating a fleet of container vessels engaged in regional and intra-regional trade lanes under time-charter agreements. To facilitate the issuance of Green Finance bonds and loans, MPCC has developed a Green Financing Framework which can be used by all the Group entities, subject to meeting the eligibility criterion illustrated in the framework.

MPCC has engaged the American Bureau of Shipping (*hereafter referred to as 'ABS'*) to provide a Second Party Opinion (SPO) on the alignment of the framework and its characteristics with the Green Bond Principles (GBP) and Green Loan Principles (GLP).

The SPO is based on the following standards and guidance, as appropriate for this engagement:

- Guidance on Green Bond Principles June 2021 (with June 2022 Appendix 1), of the International Capital Market Association (ICMA)
- Green Loan Principles (GLP), of the Loan Market Association (LMA) and Asia Pacific Loan Market Association (APLMA)
- External Review Guidelines for Green, Social, Sustainability and Sustainability-Linked Loans (January 2024) of the Loan Market Association (LMA)
- EU Taxonomy Activities 6.10 and 6.12, of the Taxonomy Regulation (2020/852/EU)

ABS is of the opinion that MPCC's Green Finance Framework aligns with the four core components of the GBP and GLP. This assessment is based on the following:

GLP Components	ABS Opinion	Alignment with GBP & GLP (✓/✗)
<b>Use of Proceeds</b>	The use of proceeds' description provided by MPCC through the Green Financing Framework documentation aligns with the GBPs and GLPs, specifically contributing to the environmental objective: climate change mitigation. The issuer has set terms to define qualification of Green Projects and its corresponding financing scope	✓
<b>Project Evaluation/Selection</b>	MPCC's evaluation and selection process for the Projects is aligned with GBPs and GLPs, and industry best practices. MPCC's structured approach to risk management through its Board and executive bodies effectively identifies and mitigates risks associated with the identified Projects.  Evaluation of Projects is based on screening criterion to assess eligibility as per either EU Taxonomy Activities or, MPCC Specific Eligibility Criteria.	✓
<b>Management of Proceeds</b>	The allocation of financing is secured and managed within MPCC through a Green Financing Account. The company's procedures for managing funds dictates redirection of finances if/when Projects lose	✓

	eligibility, thereby ensuring the proceeds are used effectively and appropriately.	
<b>Reporting</b>	MPCC's reporting strategy is thorough and transparent. By publishing a detailed annual Green Financing Progress Report, MPCC shall report on the allocation and impact of the allocation proceeds it issues. This approach is well-aligned with GBPs and best practices in the industry, ensuring stakeholders are fully informed about the use and impact of the funds.	✓

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## 1. Introduction

MPC Container Ships ASA ("MPCC" or "the company") is a market-leading container ship company, owning and operating one of the largest feeder fleets globally. The fleet consists of 54 vessels, with an aggregated capacity of approximately 133,000 TEU. MPCC focuses on the ownership and operation of container vessels deployed in regional and intra-regional services. Intra-regional services support main trade lanes by connecting ports on intercontinental shipping lanes with one or more smaller ports.

The company currently employs ~40 industry professionals, and works with over 1 300 offshore seafarers, all of which have contributed to MPCC becoming a leading container company. MPCC's vessels are chartered out on time charter contracts to global liner shipping companies and regional carriers. The company has all key functions in-house and is responsible for the commercial and technical ship management (including crewing) of its vessels. To utilise the capacity and competence of specialised ship managers, performance of crewing, commercial and technical ship management services are sub-contracted to third party ship managers, but MPCC remains responsible for the performance of the services towards the ship-owning subsidiaries.

In accordance with the Green Bonds Principles (GBP) developed by the International Capital Market Association (ICMA) and the Green Loan Principles (GLP) developed by the Loan Market Association, which recommend that borrowers engage external review providers to assess the alignment of their green loan or green loan program with the four core components of the GBP and GLP, MPCC has retained the services of the American Bureau of Shipping (ABS) to provide a Second Party Opinion on the alignment of the Green Financing Framework with the GBP and GLP. The mentioned Framework can be used by all the Group entities when issuing Green Finance Bonds and Loans.

ABS is a recognized leader in new technology development and assessment, serving as a trusted technical advisor to the marine and offshore industries. For over 150 years, these pillars have formed the foundation of ABS's success and have positioned the organization to provide practical solutions for the future. With a global team of nearly 3,500 technical professionals, ABS possesses the requisite experience, knowledge, and professional judgment to assist its members and clients worldwide. ABS adheres to the following five fundamental ethical and professional principles for external reviews:

1. Integrity
2. Objectivity
3. Professional Competence and Due Care
4. Confidentiality
5. Professional Behavior

## 1.1. Sustainability Strategy

The strategic framework is based on MPCC's commitment to reduce negative and enhance positive impact on climate and the environment, people and the society they operate in. The strategic priorities serve as a framework for sustainable operations and improving ESG performance. The development of the ESG strategy is based on a comprehensive review of material topics, identified through a CSRD-compliant double materiality assessment initially conducted in 2023 and revised in 2025. MPCC has chosen two primary ambitions related to the material topics of GHG emissions and safety, health and well-being, as strategic priorities for the Company.

SDG	Ambition	Target	2024 Performance	2023 Performance	2022 Performance
07, 13	Reduce MPCC Well-to-Wake GHG Emissions Intensity	Reduce the fleet average GHG emissions intensity by 45% by 2030 from a 2008 baseline <sup>1</sup>	14,60	15,18	17,43
08, 05, 10	Extending the safety Culture	LTIR not to exceed 0,3	0,36	0,05	0,14

Further details on the strategy can be found in the [annual 2024 Sustainability Report](#).

## 1.2. Decarbonization Strategy

MPCC has established a decarbonization pathway aligned in exceedance with the 2023 IMO Strategy on Reduction of GHG emissions which follows a well-below 2 degrees pathway in line with the Paris Agreement. The company aims to reduce GHG emissions intensity by 45% by 2030 from a 2008 baseline on a well-to-wake basis and achieve net-zero emissions by 2050.

The calculation methodology and the GHG emission factors used to derive the Well-to-Wake GHG Emission Intensity Trajectory are referenced to the published Global Logistics Emissions Council (GLEC) Framework Version 3.0 and the International Maritime Organization. The adoption of GLEC Framework version 3.0. aligns with MPCC's emphasis on transparency, comparability, and consistency in the company's reporting according to the latest standards.

This methodology was used to calculate the 2008 baseline MPCC Fleet Well-to-Wake AER at 24.28 grams CO<sub>2</sub>e per tonne-mile. For 2023, the MPCC Fleet Well-to-Wake AER stood at 15.18 grams of CO<sub>2</sub>e per ton-mile, marking a steady reduction. In September 2024, MPCC was issued a sustainability-linked bond, establishing a commitment of 10% reduction by 2028, corresponding to 13.7 grams of CO<sub>2</sub>e per ton-mile. The success of this reduction goal will thereby result in a 43.7% overall reduction as compared to 2008 surpassing the IMO GHG Intensity Target for 2030 by the end of 2028. Progress on set goals is associated with:

### ***Investment in Low Emission Vessels***

Since 2022, MPCC has actively invested towards fleet modernization, retrofitting and fleet renewal, ensuring the adoption of advanced technologies and improved vessel energy efficiency and GHG emission impact. Investments include, but were not limited to, the acquisition of

secondhand vessels, newbuild orders capable for renewable fuels such as methanol, and comprehensive retrofit projects aimed at enhancing energy efficiency and hydrodynamic performance improvement.

The Company avidly collaborates with industry-wide initiatives and research organizations to address urgent need for more energy-efficient and environmentally friendly vessel operations.

### ***Zero and Low-GHG Fuel Solutions***

MPCC actively engages in projects and partnerships that promote the development and adoption of scalable low-emission fuel pathways, including synthetic, bio-based, and renewable fuels. The Company evaluates investment opportunities across the value chain—from fuel production and supply infrastructure to onboard fuel flexibility and operational readiness—ensuring that future fuel choices are technically and commercially viable.

## **2. Scope of Work**

MPCC has commissioned ABS to provide a Second-Party Opinion (SPO) on the alignment of its Green Financing Framework with the GBP and GLP. By seeking this SPO, MPCC aims to demonstrate the Framework's alignment with recognized standards and guidelines.

The SPO is based on the following standards and guidance, as appropriate for this engagement:

- Guidance on Green Bond Principles June 2021 (with June 2022 Appendix 1), of the International Capital Market Association (ICMA)
- Green Loan Principles (GLP), of the Loan Market Association (LMA) and Asia Pacific Loan Market Association (APLMA)
- External Review Guidelines for Green, Social, Sustainability and Sustainability-Linked Loans (January 2024) of the Loan Market Association (LMA)
- EU Taxonomy Activities 6.10 and 6.12, of the Taxonomy Regulation (2020/852/EU)

### **2.1. Assumptions & Limitations**

In preparing this SPO, ABS has considered the documents submitted by MPCC, i.e., the Green Financing Framework (hereafter collectively referred to as "Project Documents"). Additionally, ABS has reviewed MPCC's Sustainability Report 2024 and the information available on the MPC Container Ships Website.

It is important to note that ABS has not reviewed or evaluated the potential environmental or social impacts associated with the use of proceeds from the Project. The SPO solely assesses the alignment of the Agreement with stated principles and guidelines in the GBP and GLP.

The information and data provided to ABS by MPCC formed the basis for the assumptions made in rendering this SPO. ABS has relied in good faith on the Project Information provided by MPCC and assumes it to be accurate, true, and complete. ABS accepts no liability for errors or misrepresentations in the data provided.

### 3. Methodology

To evaluate the alignment of the framework with relevant international standards and best practices, ABS employed a comprehensive approach, consistent with its established methodology for such engagements.

As the initial step, a thorough review of the Project Documents provided by MPCC was conducted. This review allowed ABS to gain a comprehensive understanding of the Project's scope, objectives, and governing principles.

This was followed by a review of MPCC's sustainability reports, corporate social responsibility statements, and other pertinent public disclosures to enable the evaluation of the company's ESG performance, as well as its commitments to sustainable practices and responsible operations.

Finally, ABS engaged in feedback sessions with MPCC Group Sustainability Officer to gain valuable first-hand insights into their sustainability strategy, objectives, and implementation plans. These discussions provided ABS with a deeper understanding of MPCC's vision and approach toward decarbonization and environmental stewardship.

Building upon the knowledge acquired through this three-step approach, encompassing document analysis, public disclosure review, and consultations, ABS formulated its opinion on the alignment of the Framework provided by MPCC with the GBP and GLP.

### 4. Alignment with GBP and GLP

The Green Bond Principles are voluntary process guidelines that recommend transparency and disclosure and promote integrity in the development of the Green Bond market. The Green Loan Principles comprise voluntary recommended guidelines, to be applied by market participants on a deal-by-deal basis depending on the underlying characteristics of the transaction, that seek to promote integrity in the development of the green loan market by clarifying the instances in which a loan may be categorized as "green". The GLP build on and refer to the GBP, with a view to promoting consistency across financial markets. This framework is based on the following four core components:

- Use of Proceeds
- Process for Project Evaluation and Selection
- Management of Proceeds
- Reporting

GBP and GLP emphasize the required transparency, accuracy, and integrity of the information that issuers will disclose and report to stakeholders through the abovementioned core components. The following sections detail the alignment of MPCC's Project Documents with the GBP and GLP, along with ABS's opinion on the alignment.

#### 4.1. Use of Proceeds

Per the Project Document, all net proceeds of the financing instrument will be exclusively used to finance or refinance the Projects, the scope of which is in accordance with the screening criterion. The screening criterion ensures proceeds are directed towards projects and/or assets that can

meet either one of the criteria under EU-Taxonomy 6.10 or 6.12, or one of the specific eligibility criteria established by MPCC. The categorization of the criterion is as follows:

- Investments in fleet renewal, newbuilding and secondhand Tonnage including renewable fuel capable vessels
- Investments in fleet modernization, retrofitting and modifying existing ships to increase energy efficiency, adapt new technologies (e.g. Alternative Maritime Power) or operational profile optimizations

Further, it is also a requirement for all legal entities acquired to have at least 90% of its revenue derived from activities falling into the above-mentioned categories:

### **ABS Opinion**

The Project Document addresses the following green project categories recognized by the GBP and GLP:

- ✓ **Clean transportation**
- ✓ **Energy Efficiency**

ABS considers the use of proceeds' description provided by MPCC's and under the Project Documents as aligned with the GBP and GLP, and contributing towards the environmental objective of climate change mitigation.

The screening criterion defined under the Project Document strives to maintain a balance between an internationally recognized framework, i.e., EU Taxonomy Activity and internally defined eligibility criteria, which takes into consideration quantifiable fleet performance indicators and appropriate technological advancements in the renewable fuel sector.

Further analysis of the internal MPCC Specific Eligibility Criteria is addressed in the following table.

Eligibility Categories	Opinion on Relevant Screening Criteria
Investments in fleet renewal, newbuilding and secondhand tonnage including renewable fuel capable vessels	<p>MPCC aims to direct proceeds towards investments and/or expenditure that support renewable fuel capabilities of engines and energy efficiency measures for newbuilding or acquisition.</p> <ul style="list-style-type: none"> <li>Considering the development in the marine engine landscape, the transition will require ships to operate with dual-fuel engines, having special capabilities to run on renewables such as hydrogen, methanol, ammonia or methane.</li> <li>Advanced biofuels <u>strictly</u> meeting GHG reduction criteria under RED II could be used as drop-in alternative to decarbonize in the short term. It is to be noted that biofuels, even though having lower carbon potential, pose a risk towards high direct/indirect land-use change. Therefore, it is recommended to exercise caution with extensive monitoring and tracking of production crops, with special emphasis on transparency about the crop source. And where possible, EU Taxonomy guidance must take precedence.</li> <li>The introduction of diesel electric propulsion systems and battery storage systems to the fleet adds to MPCCs commitment towards uptake of energy efficiency measures based on a measurable target.</li> <li>Using a globally recognized index (EEDI) as a baseline for investment in energy efficient vessels reflects consistency and transparency with the sustainability goals of the organization.</li> <li>The defined GHG Intensity Reduction criteria for new investments are measurable, comparable and trackable with MPCCs baseline. Supplementing the proposals with projected intensity reduction timeframe, provides the required transparency for meeting climate targets.</li> </ul>
Investments in fleet modernization, retrofitting and modifying existing ships to increase energy efficiency, adapt new technologies (e.g. Alternative Maritime Power) or operational profile optimizations.	<p>Similarly, MPCC also aspires to allocate proceeds towards investments and/or expenditure that support renewable fuel capabilities of engines, energy efficiency measures and optimization solution for modernization and retrofitting of existing fleet</p> <ul style="list-style-type: none"> <li>Considering the development in the marine engine landscape, the transition will require ships retrofits to operate with dual-fuel engines, having special capabilities to run on renewables such as hydrogen, methanol, ammonia or methane.</li> </ul>

	<ul style="list-style-type: none"><li>• Advanced biofuels <u>strictly</u> meeting GHG reduction criteria under RED II could be used as drop-in alternatives to decarbonize in the short term. It is to be noted that biofuels, even though having lower carbon potential, pose a risk towards high direct/indirect land-use change. Therefore, it is recommended to exercise caution with extensive monitoring and tracking of production crops, with special emphasis on transparency about the crop source. And where possible, EU Taxonomy guidance must take precedence.</li><li>• The integration of diesel electric propulsion systems and battery storage systems add to MPCCs commitment towards uptake of energy efficiency measures based on a measurable target.</li><li>• The clear expectations from energy efficiency retrofits in terms of defined targets on fuel consumption patterns provide comparability. Further, the criteria are well established with the availability of bunker deliver notes to track reduction figures.</li><li>• The defined GHG Intensity Reduction criteria for retrofits are measurable, comparable and trackable with MPCCs baseline. Supplementing the proposals with projected intensity reduction timeframe, provides the required transparency for meeting climate targets.</li><li>• The industry offers versatile options for utilization of Alternative Maritime Power Systems (AMP), making it accessible for ships to customize as per operational needs, including but not limited to weather routing, auxiliary consumption, etc. The specificity of reduction targets on a case-to-case basic has the potential to deliver reduction results in line with MPCCs targets.</li></ul>
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Due to the developing nature of the regulatory landscape, it is advisable to stay abreast of the latest versions and updates to the existing regulations/guidelines/frameworks. Active monitoring and adoption of renewed scope of text must be evaluated at regular intervals.

#### **4.2. Project Evaluation and Selection**

At MPCC, sustainability and green finance initiatives are effectively integrated into its corporate strategy and decision-making processes. The Board of Directors is ultimately responsible for the governance of ESG matters, overseeing MPCC's Risk, Audit, and Sustainability Committee (RASC). The RASC ensures that sustainability risks, opportunities, and regulatory developments - including those related to green finance- are systematically assessed and managed.

The RASC is responsible for the identification, selection, monitoring, and reporting of Eligible Green Projects. The operational responsibility of selected Projects lies with the Executive Management of MPCC, with the execution being a collaborative effort between the Fleet Management, Finance and Commercial teams. The final approval of all selected projects is made by the Board of Directors.

MPCC deploys a structured approach to evaluate and select eligible Projects, by integrating sustainability considerations into its internal risk management framework and corporate policies, aligning with the requirements of the Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS).

### **ABS Opinion**

ABS considers MPCC's evaluation and selection process for the assets and/or projects to be aligned with GBP and GLP, and industry best practices. MPCC's structured approach to risk management through its Board and executive bodies effectively identifies and mitigates risks associated with the Project.

#### **4.3. Management of Proceeds**

According to the Project Documents, and as confirmed by MPCC, the proceeds of any Financial Instruments will be used exclusively for the Project deemed eligible as per the screening criterion. MPCC has committed to crediting the proceeds to a segregated Green Financing Account, which will be earmarked for financing and refinancing of the selected Eligible Green Projects.

The RASC will keep an oversight of green projects which for any reason lose their eligibility, upon which funds will be reallocated to other eligible Green Projects.

Net proceeds from any Green Financing Instruments awaiting allocation to Eligible Green Projects will be managed according to the general liquidity management approach of MPCC and may be invested in short term money market instruments or cash.

Additionally, MPCC has established an exclusion policy which specifies that no proceeds from any Green Financing Instruments will be allocated towards projects designated to the sole purpose of transporting fossil fuels as a cargo.

### **ABS Opinion**

As per review of the information provided, ABS finds that the allocation of loan proceeds appears to be secure and well-managed within MPCC. The company's procedures for managing funds seem to be robust and in line with GBP and GLP, including exclusion measures for unallocated proceeds. The exclusion of unallocated proceeds from projects aimed at transportation of fossil fuels as a cargo, should ensure regular monitoring and risk mitigation during an early assessment stage of a Project.

#### **4.4. Reporting**

MPCC is committed to maintaining transparency by providing insight into allocation of proceeds and impact of allocated proceeds. The company will publish an annual Green Finance Progress Report, until the full allocation of the net proceeds. This report will comprise of an allocation report and an impact report, as part of its annual Sustainability Report.

The allocation report will provide details on the allocation of net proceeds from Green Financing Instruments including designated amounts, breakdown by project category, geographical

distribution of funds, share of financing vs. refinancing for projects, balance of unallocated funds and lastly, the confirmation of continual alignment with the Project Documents.

The impact report will include a section on methodology, baselines and assumptions used in the impact calculations. Where feasible, the report will also include aspects such as GHG emission reductions, carbon intensity quantification, pollution control and environmental benefits of the conducted Projects.

### **ABS Opinion**

ABS views MPCC's reporting strategy as thorough and transparent. By providing detailed annual reports on the allocation and impact for all Projects, MPCC demonstrates a strong commitment to accountability and stakeholder communication. This approach is well-aligned with GBP and GLP, and best practices in the industry.

## **5. Conclusion**

MPCC has built its Green Financing Framework to finance or refinance, in whole or in part, fixed assets, capital or operating expenditures, as well as acquisitions of legal entities specialized within set Green Project Categories, to align with the Green Bond- and Green Loan Principles. ABS confirmed the alignment of this Framework with the Green Bond- and Green Loan Principles, of the International Capital Market Association (ICMA) and Loan Market Association (LMA).

ABS's evaluation of the information provided determined that the use of proceeds is intended to be exclusively allocated to Eligible Green Projects meeting the screening criteria, as defined in the Project Document and Use of Proceeds. The Eligible Projects should contribute to climate change mitigation as an environmental objective. MPCC's evaluation and selection process for the Project appears to align with industry best practices, effectively managing associated risks. The management of proceeds looks well-structured, ensuring appropriate and effective use of the allocated funds. Additionally, MPCC's detailed and transparent annual reporting keeps stakeholders informed about proceed allocation and impact on a Project basis. Overall, ABS concludes that MPCC's financing would appear to align with the GBP and GLP, supporting its strategic goals and environmental sustainability efforts.

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## 6. Statement of Competence and Independence

With this statement, ABS expresses an independent second opinion on the alignment of MPCC's Green Financing Framework with the GBP of ICMA and the GLP of LMA.

ABS's statement is intended to identify the level of alignment of the Framework with the Green Bond- Green Loan Principles. To help MPCC in its efforts to ensure alignment with the GBP and GLP, ABS has received and reviewed relevant information, data, and facts provided by MPCC and relied on this as the basis for rendering this statement. MPCC has represented that the information is materially true, accurate and complete and ABS is under no obligation to verify the same independently. ABS shall not be liable for any opinion rendered under this statement to the extent that it is based on or resulted from inaccurate or incomplete information, data and facts provided by or on behalf of MPCC whether due to error, omission or deliberate falsification.

ABS applies its own management standards and compliance policies for quality control and accordingly maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements. An independent team of sustainability assurance professionals carried out this engagement work. ABS was not involved in preparing statements or data included in the Framework except for this Statement. ABS maintains complete impartiality toward stakeholders during the assessment process.

ABS's report was prepared by ABS solely for the benefit of MPCC. Neither ABS, nor any person acting on ABS's behalf makes any warranty (express or implied), or assumes any liability to any third party, with respect to the use of any information or methods disclosed herein. Any third-party recipient of this report, by acceptance or use of this report, releases ABS from liability for any direct, indirect, consequential, or special loss or damage, whether arising in contract, tort (including negligence), or otherwise.



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