



2024 ANNUAL REPORT



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4 FINANCIAL INFORMATION 2024

may identify changes to previously evaluated tax positions, which could result in adjustments to its recorded assets and liabilities. Although the Company is unable to predict the outcome of these changes, it does not expect the effect, if any, resulting from these adjustments to have a material effect on its consolidated statement of financial position, results of operations or cash flows.

IMPACT OF THE GLOBE PILLAR TWO MODEL RULES

In December 2021, the OECD released the GloBE Pillar Two model rules, also referred to as the 'Global Anti-Base Erosion' or 'GloBE' rules. These rules aim to ensure large multinational enterprises (MNEs) pay a minimum amount of tax on income arising in each jurisdiction in which they operate through introducing a global minimum corporate income tax rate set at 15%. On 15 December 2022, the EU adopted Directive 2022/2523, setting out the harmonized implementation of the Pillar Two model rules in the EU comprising the income Inclusion Rule (IIR), the Qualified Domestic Minimum Top-Up Tax (QDMTT) as well as the Under-Taxed Payments Rule (UTPR).

The Company is within the scope of the OECD Pillar Two model rules which came into effect on 1 January 2024. The Netherlands, the jurisdiction in which the Company is incorporated, transposed the EU directive into its legislation under the Minimum Tax Act 2024.

QDMTT allows countries to charge top up tax due in respect of local profits. Timing and implementation of QDMTT by the various jurisdictions is uneven. As of 2024 the following countries where the Company has a presence have implemented DMTT (Domestic minimum Top-Up Tax) with an effective date of 1 January 2024: the Netherlands, Switzerland, Portugal, Canada, France, Luxembourg, Norway and the United Kingdom.

The company applies the IAS12 exception issued by the IASB in May 2023 to recognize and disclose information about deferred tax assets and liabilities arising from Pillar Two model rules.

Under GloBE rules, the Company is liable to pay a top up tax in the jurisdiction for which the GLoBE effective tax rate is below the 15% minimum rate.

The assessment is complex and is based on legislation that is subject to further developments and interpretation. Based on the current rules and the result for 2024, the Company has estimated that the current tax expense related to the application of Pillar Two represents an amount of US\$0.9 million. For 2024, this impact primarily concerns entities within the jurisdiction of Bermuda, Malta and Liberia. The Company highlights that the disclosed impact is on the basis of certain assumptions, which eventually might deviate from the actual impact due to differences in interpretation, divergence in rules between jurisdictions and further guidance to be issued.

4.3.11 EARNINGS/(LOSS) PER SHARE

The basic earnings per share for the year amounts to US\$0.84 (2023: US\$2.74), and the fully diluted earnings per share amounts to US\$0.83 (2023: US\$2.70). Basic earnings/(loss) per share amounts are calculated by dividing net profit/(loss) for the period attributable to shareholders of the Company by the weighted average number of shares outstanding (shares issued and fully paid excluding treasury shares) during the period.

Diluted earnings/(loss) per share amounts are calculated by dividing the net profit/(loss) attributable to shareholders of the Company by the weighted average number of shares outstanding during the period plus the weighted average number of shares that would be issued on the conversion of all the potential dilutive shares into ordinary shares.

The following reflects the share data used in the basic and diluted earnings per share computations:

Earnings per share

	2024	2023
Earnings attributable to shareholders (in thousands of US\$)	150,061	490,821
Number of shares outstanding at January 1	179,019,227	178,054,655
Average number of treasury shares transferred to employee share programs	1,448,155	1,225,505
Average number of shares repurchased / cancelled	(1,817,660)	(45,044)
Weighted average number of shares outstanding	178,649,722	179,235,116
Potential dilutive shares from stock option scheme and other share-based payments	2,364,009	2,269,314
Weighted average number of shares (diluted)	181,013,731	181,504,430
Basic earnings per share in US\$	0.84	2.74
Fully diluted earnings per share in US\$	0.83	2.70

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorization for issue of these financial statements, except for the issuance of Value Creation Stake shares for the Management Board, Ownership Shares for the Company's senior management and the Matching Shares and RSUs that have vested on January 1, 2025 (see note 4.3.6 Employee Benefit Expenses).

4.3.12 DIVIDENDS PAID AND PROPOSED AND SHARE REPURCHASE PROGRAM

After a review, the Company updated its shareholder return policy in 2024 as follows: 'The Company's shareholders return policy is to maintain a stable annual cash return to shareholders which grows over time, with flexibility for the Company to make such cash return in the form of a cash dividend and the repurchase of shares. Determination of the annual cash return is based on the Company's assessment of its underlying cash flow position. The Company prioritizes a stable cash distribution to shareholders and funding of growth projects, with the option to apply surplus capital towards incremental cash returns to shareholders.'

As a result, following review of its cash flow position and forecast, the Company intends to pay US\$1.59 per share through a proposed US\$155 million dividend¹ (EUR150 million equivalent or US\$0.88 per share²) and US\$150 million (EUR141 million equivalent) share repurchase program³. This represents an increase of 30% compared with 2024. The objective of the share buyback program would be to reduce share capital and provide shares for regular management and employee share programs (maximum US\$25 million). Shares repurchased as part of the cash return will be cancelled.

The share repurchase program will be launched after the current share repurchase program has ended. The dividend will be proposed at the Annual General Meeting on April 9, 2025.

4.3.13 PROPERTY, PLANT AND EQUIPMENT

The line item 'Property, plant and equipment' consists of property, plant and equipment owned by the Company and right-of-use assets:

Property, plant and equipment (summary)

	31 December 2024	31 December 2023
Property, plant and equipment excluding leases	184	308
Right-of-use assets	82	77
Total	266	384

¹ Equivalent of EUR150 million based on the EUR/US\$ exchange rate on February 11, 2025. Dividends will be paid in euro provided that the minimum euro dividend shall amount to EUR150 million.

² Based on the number of shares outstanding at December 31, 2024. Dividend amount per share depends on number of shares entitled to dividend.

³ Including maximum US\$25 million for management and employee share programs.