



# **HX Hold Co Ltd**

Second Quarter Report 2025 – Unaudited

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HX Hold Co Ltd (the "Company") is the holding company of the HX Group (the "Group"). This document reports the consolidated results of the Group for the second quarter of 2025.

## Key Figures<sup>1)</sup>

(EUR '000)	<b>Q2 2025</b>
Operating revenue	50,186
Other revenue	(78)
<b>Total revenue</b>	<b>50,107</b>
EBITDA	(26,996)
Non-recurring expenditure	6,566
<b>Normalised EBITDA</b>	<b>(20,430)</b>
APCNs	106,214
PCNs	70,492
Occupancy rate	66.4%
Gross yield	678

<sup>1)</sup> The figures presented in this report are unaudited  
PCN and yield (EUR) based on post IFRS 15 adjusted revenues



## Operational review

HX has been a leader in **environmentally conscious expedition travel** since 1896. Our sailings guide curious travellers on mindful adventures to the world's most awe-inspiring places. We are dedicated to delivering **transformative travel experiences** that inspire, educate, and connect our guests with the natural beauty and diverse cultures of our planet.

Our mission is to be **the world's most responsible expedition company**. We've led the industry by being the first to eliminate single-use plastics and heavy fuel oils, and our hybrid-powered cruise ships were a world first. We are already renowned for our commitment to sustainability, scientific research, and educational enrichment and we aim to set new standards in responsible tourism, ensuring that every journey we undertake contributes positively to the environments and communities we visit.

We operate a fleet of four owned expedition vessels, along with another chartered ship. During Q2 MS Spitsbergen was laid up, but our guests still reached three global destinations with guests visiting over **ninety unique locations**.

The small size of our vessels allows them to reach places inaccessible to larger ships. They are designed with a variety of public areas that offer views for passing landscape and observing wildlife. The **award-winning Science Centres** host talks by visiting

scientists and are the onboard base for a group of hand-picked experts who make up the Expedition Team, all tasked to deliver fascinating talks and lead guests on shore landings, kayaking excursions, expedition boat adventures and much more.

Our teams are available to help them use the onboard scientific equipment and guide them on Citizen Science projects which help ongoing global research.

With a legacy built on nearly **130 years of exploration expertise**, HX stands at the forefront of expedition cruising, offering transformative journeys to some of the most remote and awe-inspiring corners of the planet. Our commitment to operational excellence, immersive science-led experiences, and responsible tourism has not only resonated with our guests but also with the wider travel trade industry.

In Q2 we have been proud to receive and been shortlisted for several industry accolades. These awards and nominations reflect both our trade and guest appeal, as well as our ongoing focus on driving excellence in science and sustainability practices.

### Awards and nominations include:

- 2025 OSM Spark of Hope Award, awarded to HX Foundation and HX for 'Ongoing Community Development' work.
- Travel Weekly Globe Awards we won Best Expedition Cruise Company



- 2025 Women in Green Business Awards - Dr. Verena Merald, HX's Chief Scientist, has been shortlisted as a finalist for two prestigious honours at the upcoming Women in Green Business Awards 2025: Women in STEM Champion of the Year and Nature Professional of the Year.
- HX UK have been shortlisted in the Favourite Expedition Cruise Operator category in the Wanderlust Reader Travel Awards 2025.
- Shortlisted The Times Award Best Adventure Cruise Operator
- Shortlisted in the SeaTrade Global Awards - Best Sustainably Initiative category for our UTAS Antarctica education programme.
- British Travel Awards shortlisted HX for Best Expedition Cruise Line and Best Travel Company for Adventure Holidays
- TTG Awards we're shortlisted for Best Expedition Cruise Line and Sustainable Travel Company of the Year

Following the split from sister company Hurtigruten in Q1, **HX Group** continues operations as an independent entity with no changes to customer relationships, employment terms, or ongoing commercial obligations.

The restructuring improved HX Group's capital structure and financial flexibility. The Group has relisted the existing **EUR 257.6M** bond with HX Hold Co Limited as the issuer on the Euronext Exchange in Oslo.

This bond is secured on the Group's assets, including all ships. The bond matures after 5 years on 12 February 2030, and the interest

rate on reinstated bonds is fixed at 7.0% p.a. The assets pledged as part of the refinancing include first priority pledges of 100% of shares in HX Hold Co and its subsidiaries, ship mortgage deeds for vessels MS Fridtjof Nansen, MS Roald Amundsen, and MS Fram, along with security agreements for trade receivables and related assets.

The Group planned to list **EUR 100M** in junior secured bonds on the Oslo Alternative Bond Market. This happened following the end of Q2, see Note 14 Subsequent Events. As part of this refinancing the Group must comply with a liquidity covenant and must hold at least **EUR 17.5M**.

## Financial Review

### Profit and Loss

Operating revenue in the second quarter of 2025 amounted to EUR 50.1 million. Total revenues for the quarter are **EUR 50.1 million**. Revenues arise from bookings made on HX expedition cruises.

Direct costs of goods and services for the quarter amounted to **EUR 38.3 million** leading to a gross margin of **23.6%**.

Total operating expenses, including direct costs of goods and services, were **EUR 70.5 million** in the second quarter.

Thus, the company produced a normalised EBITDA of EUR –20.4 million. Net financial expenses in the second quarter of 2025 were EUR 8.9 million. Net loss in the second quarter of 2025 was **EUR 41.9 million**.

### Balance Sheet

Non-current assets consist of property ship and equipment, HX's 24.9% stake in Ecuadorian company Empresa Turistica Internacional C.A and other assets where settlement is expected after a year. Carrying value as of 30 June 2025 was **EUR 643.0 million**.

Current assets consist of cash, trade receivables, travel bond receivables, prepayments, and amounts due from Hurtigruten Group. On 30 June 2025, current receivables amounted to **EUR 184.4 million**.

The large cash balance is mainly driven by the refinancing in Q1, which also explains the key non-current liabilities: On 12 February 2025, the Group received approximately **EUR 140 million** of new junior funding for HX to support new growth and destination opportunities.

This was in addition to the amendment and restatement of the **EUR 258 million** bond, which resulted in the extension of the maturity to 2030 with semi-annual interest payments of 7.00% p.a. and remains listed on the Oslo Stock Exchange.

The fair value of the HX Hold Co Ltd 7% SSNs listed on the Oslo Stock Exchange was EUR 224.5 million as of 30 June 2025.

Total current liabilities, due within the next 12 months, amounted to **EUR 163.5 million**, mainly driven by deposits from customers and trade payables.

Additionally, the Group received a cross-funding facility of **EUR 40 million** from Hurtigruten Group AS. This transaction was completed at arm's length and features a 10-year term and a 5% payment-in-kind interest (PIK).



## Cash Flow

Net cash outflow from operating activities in the second quarter of 2025 was EUR 10.7 million.

Net cash flow from investment activities was EUR –14.3 million in second quarter of 2025 driven by investment in property, ship and equipment.

Net cash inflow from financing activities was EUR 5.1 million. The change is mainly explained by the cash injection from the 12 February 2025 refinancing.

Cash and cash equivalents were EUR 95.3 million as of 30 June 2025. An additional EUR 19.9 million in restricted cash was recognised in current receivables.

## Going Concern

These financial statements have been prepared on a going concern basis.

The completion of the recapitalisation transaction on **12 February 2025** significantly strengthened the Group's financial position by separating the business from Hurtigruten, extending the bond

maturity to 2030 and injecting an additional **EUR 140 million** into the business.

As a result, the board of directors believe that the Group has (i) adequate liquidity for the 12-month period from the date of this report, and (ii) resources to continue operations for the foreseeable future.

## Outlook

At the date of this report, the Group and the broader cruise industry are facing fairly normal operating conditions following years of turmoil. Operationally, the pandemic is behind us, and the industry have taken the necessary precautions related to Russia's war of aggression on Ukraine.

**Consumer demand** remains variable across some markets based and has shown some sensitivity to recent US tariff announcements, however medium-term sentiment is strong.

Nevertheless, there are factors that may provide headwinds in 2025 and beyond. Although **energy costs** have come down since 2023, the current situation in the Middle East may lead to further geopolitical unrest and may trigger a jump in oil prices.

Across the world, there are also other geopolitical risks in both the western and the eastern hemisphere that may affect global travel patterns and consumer spending in the future. **Climate change** will also continue to be a significant source of risk for any travel company, both for regulations, taxations and fees, and the status of the ecosystems where we operate.

The Group has taken several steps to mitigate such risks, steps that has been recognised by rating agencies. Still, climate change will

continue to be on top of the global agenda for many years and will continue to affect all global businesses going forward.

As of 17 August 2025, the Group had **EUR 227.3 million** in pre-booked ticket revenue for 2025 departures compared to **EUR 208.0 million** for 2024 departures as of 17 August 2024 which is a **9% increase**. For 2026, we see increased momentum in recent booking trends. As of 17 August 2025, the Group had booked **EUR 141.7 million** for 2026 departures compared to **EUR 114.4 million** for 2025 departures as of 17 August 2024, which is a **33% increase**.

The Board of Directors expects the financial performance of the Group to continue to improve, supported by the **strong booking development** reflecting the resurgence of desire and demand for travel.

The Group emphasises that the information included in this report contains certain forward-looking statements that address activities or developments that the Group anticipates will or may occur in the future.

The statements are based on assumptions and estimates, and some of them are beyond the Group's control and therefore subject to risks and uncertainties.

## Risks and uncertainties

The Group is subject to a range of risks and uncertainties which may affect its business operations, results and financial condition. An evaluation of the main risks has been performed as part of the overall enterprise risk assessment.

The risk description in the HX Annual Report and Accounts 2024 gives a fair description of principal risks and uncertainties that may affect the Group. An elaboration of our **ESG Risk Programme** with the top identified risks for each of the Group's ESG pillars, including a high-level mitigation plan is included in the 2024 Annual ESG Report.

The Group is not aware of any significant new risks or uncertainties or significant changes to those risks or uncertainties, except for those described below.

The Russian invasion of Ukraine in late February 2022 brought increased **geopolitical risks** to global markets and business operations. The conflict has adversely affected global and regional economic conditions and triggered volatility in **energy prices**.

As of end of Q2, the Group has not entered any derivative contracts to hedge fuel consumption for 2025 however continues to monitor this position carefully.

The Group is exposed to **liquidity risk** through fluctuations in booking revenue and operational and financial expenses. Due to

the recent comprehensive recapitalisation, the Group's liquidity risk is currently **low**. Please refer to the section headed "Going Concern" for more details.

The Board of Directors believes that the liquidity resources currently available and the plans that have been put in place are sufficient to ensure the long-term funding of the Group. However, interest rate movements and the overall condition of the **credit market** may adversely affect the ability to execute on plans for further development and growth.



## Interim financial statements

### Consolidated statement of income *Unaudited*

(EUR '000)	Note	Q2 2025
Operating revenue	4	50,186
Other revenue	4	(78)
<b>Total revenue</b>		<b>50,107</b>
Direct cost of goods and services	5	(38,289)
Salaries and personnel expenses	6	(15,837)
Other operating expenses	7	(16,411)
<b>Total operating expenses</b>		<b>(70,537)</b>
<b>Normalised EBITDA<sup>1</sup></b>		<b>(20,430)</b>
Depreciation, amortisation & impairment		(6,989)
Non-recurring expenditure <sup>2</sup>		(6,566)
<b>Net income before financial items &amp; tax</b>		<b>(33,985)</b>
Finance income	8	1,577
Finance costs	8	(8,933)
Net foreign exchange gains/(losses)	8	(1,490)
<b>Net financial items</b>		<b>(8,846)</b>
Share of net income from associates		1,004
<b>Net income before tax</b>		<b>(41,827)</b>
Income taxes		(42)
<b>Net income</b>		<b>(41,869)</b>
<b>Net income attributable to</b>		
Owners of the parent		(41,851)
Non-controlling interest		(18)

<sup>1</sup> This is normalised EBITDA. For details, refer to section "Alternative Performance Measures" at the end of the pack.

<sup>2</sup> For details on non-recurring expenditure, refer to section "Alternative Performance Measures" at the end of the pack.



## Consolidated statement of financial position *Unaudited*

(EUR '000)	Note	<b>Q2 2025</b>
Property, ship and equipment	9	342,850
Right-of-use assets	9	4,239
Intangible assets	9	2,512
Investment in associates	9	26,503
Deferred income tax assets		24
Other non-current financial assets		2,191
<b>Total non-current assets</b>		<b>378,319</b>
Inventories		7,461
Trade receivables		22,327
Other current receivables		40,650
Prepayments		18,680
Cash and cash equivalents		95,278
<b>Total current assets</b>		<b>184,396</b>
<b>Total assets</b>		<b>562,715</b>
Share capital		1
Share premium		5,650
Other reserves		1,475
Retained earnings		(42,785)
<b>Equity attributable to equity holders of the parent</b>		<b>(35,659)</b>
Non-controlling interests		241
<b>Total equity</b>		<b>(35,418)</b>
Non-current interest-bearing liabilities	11	431,633
Non-current lease liabilities		2,863
Deferred income tax liabilities		90
Provisions for other liabilities and charges		(1)
Other non-current liabilities		50
<b>Total non-current liabilities</b>		<b>434,635</b>
Trade and other payables	10	72,447
Current deposits from customers		84,839
Current income tax liabilities		(280)
Current interest-bearing liabilities	11	5,039
Current lease liabilities		1,454
<b>Total current liabilities</b>		<b>163,498</b>
<b>Total equity and liabilities</b>		<b>562,715</b>



## Consolidated statement of changes in equity *Unaudited*

(EUR '000)	Attributable to shareholders of HX Hold Co Ltd						Total
	Share capital	Share premium	Retained earnings	Other reserves	Equity attributable to owners of parent	Equity attributable to non-controlling interest	
<b>Equity at beginning of 1 Jan 2025<sup>1</sup></b>	<b>1</b>	-	<b>10,815</b>	<b>1,475</b>	<b>12,291</b>	<b>210</b>	<b>12,501</b>
Net income	-	-	(53,600)	-	(53,600)	23	(53,577)
Capital increase	-	5,650	-	-	5,650	-	5,650
Other adjustment	-	-	-	-	-	8	8
<b>Equity at the close of the period</b>	<b>1</b>	<b>5,650</b>	<b>(42,785)</b>	<b>1,475</b>	<b>(35,659)</b>	<b>241</b>	<b>(35,418)</b>

<sup>1</sup> Year-end retained earnings were EUR –162.4 million. This figure had to be adjusted by EUR 173.2 million related to write-off of intercompany transactions as part of the step plan of company separation and restructuring. This resulted in a new equity opening balance of EUR 10.8 million which has been reviewed by the Group's auditors. As part of the residual tidy-up of intercompany balances (disclosed in Q1 under note 3 significant judgements), the adjustment to the opening balances was reduced by EUR 0.7 million compared to Q1.



## Consolidated statement of cash flows *Unaudited*

(EUR '000)	Q2 2025
Net income before tax	(41,827)
Income tax paid	(1,023)
Depreciation, amortisation and impairment	7,202
Net other gains/(losses)	-
Net foreign exchange gains/(losses)	-
Net financial expenses	113
Net financial income	-
<b>Changes in working capital</b>	
Inventories	(8)
Trade and other receivables	(27,733)
Trade and other payables	26,641
Change in deposits from customers and deferred revenue	26,956
Other changes	(1,025)
<b>Net cash inflow/(outflow) from operational activities</b>	<b>(10,703)</b>
<b>Cash flows from investing activities</b>	
Payments for property, ship and equipment	(9,306)
Payments for intangible assets	(505)
Investments in right-of-use assets	(4,450)
<b>Net cash inflow/(outflow) from investing activities</b>	<b>(14,260)</b>
<b>Cash flows from financing activities</b>	
Acquisition of subsidiaries, net of cash acquired	(265,669)
Net impact of refinancing <sup>1</sup>	288,146
Financing cost on lease liability	(17,414)
<b>Net cash inflow/(outflow) from financing activities</b>	<b>5,062</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(19,901)</b>
Cash and cash equivalents at beginning of period	115,179
<b>Cash and cash equivalents at end of quarter</b>	<b>95,278</b>
Restricted classified as receivables	19,845

<sup>1</sup> The net impact of refinancing includes EUR 5.65 million in proceeds from share issue. This amount is part of share premium on the balance sheet.

## Notes to the consolidated financial statements

### Note 1 Accounting policies

The interim financial report for the Group is prepared in accordance with IAS 34 Interim Financial Reporting. The interim financial report does not include all information which will appear in the annual financial report, which is prepared in accordance with all effective IFRS-standards. This interim report should therefore be read in connection with the HX Annual Report and Accounts 2024 for the Group.

The Annual Report and Accounts 2024 for the Group can be obtained on the Group's website. The accounting policies applied in the interim financial reporting are described in the note of accounting policies in the Annual Report and Accounts 2024.

In the preparation of the interim financial report, estimates and assumptions have been applied, which has affected assets, liabilities, revenues and costs. Actual figures can deviate from estimates applied.

### Note 2 Financial risk management

There are potential risks and uncertainties that can affect the operations of Group. The Group's main source of income is from customer bookings. The Group's financing through the issued bonds is at a fixed rate. Any market fluctuations will not affect the financing charge. Information concerning the most important risks and uncertainties is disclosed in the Risks and uncertainties section.

### Note 3 Significant judgments

The most significant judgements used in preparing these interim financial statements and the key areas of estimation uncertainty are the same as those applied in the consolidated annual report for 2024.

Reconciliations of key balances relating to the separation of the Group from Hurtigruten Group AS have been carried out in the quarter. While some residual tidy up of intercompany balances is possible in future periods, the Company is confident that these do not pose a material risk to accounting estimates in Q2.

The Q2 2025 interim report does not present comparators as these were not considered appropriate. This is because of the following factors:

- HX Group became operational on 1 October 2024 and refinancing separated the Group from Hurtigruten on 12 February 2025.
- HX's business is highly seasonal with itinerary changes.

## Note 4 Operating revenue and other income

(EUR '000)	Q2 2025
Passenger ticket	50,186
Other operating revenue	(78)
<b>Total operating revenue</b>	<b>50,107</b>

Other operating revenue includes EUR 1.3 million related to IFRS 15 revenue adjustments offset by EUR 1.2 million in cancellation fee revenue.

(EUR '000)	Passenger ticket	Onboard and related	Other operating revenue	Total operating revenue
Americas	8,852	-	-	8,852
Norway and Germany	21,013	-	-	21,013
France	2,803	-	-	2,803
UK and APAC	17,517	-	-	17,517
Other	-	-	(78)	(78)
<b>Total operating revenue</b>	<b>50,186</b>	-	<b>(78)</b>	<b>50,107</b>

## Note 5 Direct costs of goods and services

(EUR '000)	Q2 2025
Commissions, transportation and related costs	13,637
Other direct costs of goods and services	24,652
<b>Total direct costs of goods and services</b>	<b>38,289</b>

## Note 6 Salaries and personnel expenses

(EUR '000)	Q2 2025
Wages and salaries	14,297
Payroll tax	1,010
Pension costs	401
Redundancy costs	129
<b>Total salaries and personnel costs</b>	<b>15,837</b>

## Note 7 Other operating expenses

(EUR '000)	<b>Q2 2025</b>
Legal & professional fees	3,515
Sales & marketing costs	8,839
IT & communication costs	1,585
Bad & doubtful debts	200
Other operating expenses	2,271
<b>Total other operating expenses</b>	<b>16,411</b>

## Note 8 Net financial items

(EUR '000)	<b>Q2 2025</b>
Interest income	(136)
Other financial income	(1,440)
<b>Financial income</b>	<b>(1,577)</b>
Interest on lease liabilities	8,220
Interest paid to related parties	566
Other financial expenses	146
<b>Financial expenses</b>	<b>8,933</b>
Net foreign exchange gains/(losses)	1,490
<b>Net financial items</b>	<b>8,846</b>

## Note 9 Impairments

The Group reviews the carrying amounts of its non-financial assets when there are indicators of impairment or at least annually. Management considers factors such as industry growth, impact of general economic conditions, changes in the technological environment, the group's market share, value and utilisation of vessels and performance compared to previous forecasts in this assessment, among other factors.

As of 30 June 2025, management has not identified any triggers that would require an impairment test of the Group's non-financial assets. The conclusion is also supported by the results of the annual impairment test as of 31 December 2024 with significant headroom for all cash generating units.

## Note 10 Trade and Other Payables

(EUR '000)	Q2 2025
Trade payables	225
Trade payables affiliated companies	1,574
<b>Total trade payables</b>	<b>1,799</b>
Bonus	4,056
Operating accruals	65,342
Other payables	1,250
<b>Total other payables</b>	<b>70,648</b>
 <b>Trade and other payables</b>	 <b>72,447</b>

## Note 11 Interest-bearing liabilities

(EUR '000)	Q2 2025
<b>Non-current interest-bearing liabilities</b>	
Bond	257,576
Non-current interest-bearing liabilities	179,096
Non-current interest-bearing liabilities to group companies	-
<b>Total</b>	<b>436,672</b>
 <b>Current interest-bearing debt</b>	
Current interest-bearing liabilities	-
Current interest-bearing liabilities to group companies	-
Bond, repayment due within 12 months	-
<b>Total</b>	-
 <b>Total interest-bearing liabilities</b>	<b>436,672</b>

The interest-bearing liabilities in the Group are classified as financial liabilities measured at amortised cost. These include:

1. The HX Hold Co Ltd 7% SSNs (Senior notes) listed on the Oslo Stock Exchange.
2. The HX Hold Co Ltd 12.5% SSNs (Junior notes).
3. The cross-funding facility agreement with Hurtigruten Group AS.

## Maturity profile in nominal value

The below maturity schedule reflects the minimum cash outflow required to satisfy the interest-bearing liabilities at nominal values.

(EUR '000)	<b>Q2 2025</b>
Less than one year	8,509
Year 2 and 3	5,657
Year 4 and 5	420,075
More than 5 years	66,018
<b>Total</b>	<b>500,260</b>
<b>Unamortised transaction cost</b>	
<b>Total carrying value in balance sheet</b>	<b>500,260</b>

## Note 12 Financial assets and liabilities at fair value

The following principles have been applied for the subsequent measurement of financial assets and liabilities:

The carrying values for the financial assets and liabilities have been assessed and do not differ materially from fair value, except for the listed bond - HX Hold Co Ltd 7% SSNs.

Fair value of the bonds as of 30 June 2025 was EUR 224.5 million.

The fair value of the other interest-bearing liabilities is not observable, but given the recency of the transaction, their fair value is deemed to be the amortised cost value.

## Note 13 Commitments and contingencies

On 1 April 2025 the lease for the London office at 1st Floor, 210 Pentonville Road was assigned from Hurtigruten UK Ltd to HX Group Ltd. The lease is for 5 years from and including 1 December 2023 and expiring on 30 November 2028. There are no contingencies to report.

## Note 14 Events after the reporting period

On 7 August 2025, HX Hold Co Ltd listed the junior secured bonds on the Oslo Alternative Bond Market (HXHC02 PRO | NO0013465997).

On 11 August 2025, it was announced that CFO James McArthur would be leaving the business by mid-October 2025.



## Alternative performance measures

Measure	Description	Reason for including
<b>EBITDA</b>	EBITDA divided by total operating revenues and other income.	Enables comparability of profitability relative to total operating revenues and other income.
<b>Normalised EBITDA</b>	Earnings before net other gains and losses, net financial items, income tax expense, depreciation, amortisation and impairment, and share of profit/(loss) from associated companies, adjusted with items which is deemed extraordinary, exceptional, unusual or non-recurring.	A measure of underlying long-term operating profitability excluding effects of volatile, operating expenses relating to fuel derivatives, effects of non-cash balance sheet currency revaluation and miscellaneous restructuring cost.

## Reconciliation of normalised EBITDA

(EUR '000)	Q2 2025
Reported EBITDA	(26,996)
Non-recurring expenditure	6,566
<b>Normalised EBITDA</b>	<b>(20,430)</b>

Non-recurring expenditure includes investment in new IT system infrastructure (EUR 1.7 million), costs related to the split from Hurtigruten Group AS (EUR 3.9 million) and setup of enhanced HX guest experience team (EUR 1.0 million).

## Other definitions

Measure	Description
<b>APCN</b>	Available passenger Cruise Nights (represents the aggregate number of available berths on each of the ships (assuming double occupancy per cabin), multiplied by the number of operating days for sale for the relevant ship for the period)
<b>PCN</b>	Passenger Cruise night, defined as one occupied berth per night
<b>Occupancy rate</b>	The ratio of passengers (PCN) by available capacity (APCN)
<b>Gross Yield (EUR)</b>	Total pre-booked IFRS 15 adjusted revenue per passenger cruise night (PCN)