Interim Financial Report 2023

For the period 1 January to 30 June 2023

Cadeler A/S. Incorporated in Denmark. Registration Number (CVR no.): 3118 0503
Arne Jacobsens Allé 7, 7. Floor, DK-2300 Copenhagen S, Denmark

Contents

Statement from the CEO

In the first half of 2023, we delivered good financial results with earnings exceeding our expectations. New strategic partnerships have cemented our position as the preferred installation partner for the offshore wind industry, and revenue and EBITDA guidance for 2023 is being increased. Growth has further intensified and we have achieved a 100% vessel utilization rate. We have seen strong market demand for our services and favourable macroeconomic trends within offshore wind.

In June, we entered into a business combination agreement with Eneti Inc. The combined group will offer customers access to the industry's largest, most diverse, and modern fleet of next-generation offshore wind farm installation vessels. The agreement represents a significant step up in our ability to service our clients and continuously push the project boundaries in size and complexity.

In April, we signed two major contracts with Ørsted for the Hornsea 3 offshore wind farm. The two contracts have a value of 500-700 million EUR and combined they represent the biggest contract in the history of the Company. This marks the beginning of a new and strategic direction for the Company as it will be the first time we will execute a full-service T&I contract in the offshore wind foundations space.

Other contracts signed this past half year have secured an even stronger order backlog for our vessels in the years to come. In the previously mentioned contract with Ørsted for the Hornsea 3 offshore wind farm we will execute the installation of around half of the Wind Turbine Generators (WTGs) required. The contract signed with Siemens Gamesa to install WTGs at the Aflandshage wind farm will be the first time in several years we will be back on home ground to install offshore wind turbines in Denmark.

During the first half of the year, we also completed the installation of two record-breaking wind farm projects, the Seagreen wind farm in Scotland and the Hollandse Kust Zuid wind farm in the Netherlands. The latter took the record as the world's largest single offshore wind farm in service, with a capacity of 1.5 GW.

Through 2023, we have seen favourable macroeconomic trends and a political environment that promotes further expansion of the renewable energy sector, particularly within offshore wind. This has been accelerated by the war in Ukraine and the need to establish safe and clean energy sources to battle climate change and eliminate our dependency on fossil fuels.

All in all, a very busy and profitable first half of 2023. We are grateful to our employees, our customers, shareholders, financiers, and other stakeholders for their continued support.

Mikkel Gleerup,
CEO

Management Review

Management Review

Business Review
The Group, based in Copenhagen, Denmark, is a leading offshore wind farm transportation and installation ("T&I") contractor. The Group has offices in Vejle, Denmark, and Taipei, Taiwan. The Company operates two offshore jack-up wind farm installation vessels, Wind Orca and Wind Osprey. In addition to wind farm installation, these vessels can perform maintenance, construction, decommissioning, and other tasks within the offshore industry. The Company has a leading market position and strong relations with blue-chip customers in the industry.

Starting in 2024, the Group's fleet is expanding with four new installation vessels, and the fabrication of upgraded cranes for the existing fleet of the operating O-class vessels is well under way. The Company believes that the investment in expanding and improving the fleet shows commitment to maintaining the Group's status as a leading player in the offshore wind industry.

Finance Review
Revenue in the first half of 2023 was EUR 68 million, which is an increase of 57% against the same period in 2022. This performance aligns with the updated revenue range projected for the fiscal year 2023, as outlined in the revised annual outlook provided on page 9. The vessels are anticipated to be on hire throughout Q3 2023, with both vessels scheduled to commence work on the installation of their new main crane upgrades from Q4 2023.

Both Wind Orca and Wind Osprey achieved 100% utilization in H1 2023, compared to 74% in H1 2022 when one of the vessels was under planned maintenance for the first quarter of 2022. Market rates have been higher in H1 2023 than the rates during H1 2022.

Cost of sales amounting to EUR 25 million was 8% higher compared to H1 2022, which was mainly driven by an increase in vessel depreciation due to investments in the O-class vessel equipment.

The gross margin in H1 2023 was 63%, compared to 46% in H1 2022, mainly driven by higher utilization and rates increase relative to cost of sales.

Administrative costs rose by 87% from H1 2022 to H1 2023, mainly driven by a substantial rise in workforce, as Cadeler invested in a 46% expansion in headcount. This expansion encompasses the strategic recruitment of key personnel, ensuring an elevated level of support for both ongoing operations and new significant projects.

In June 2023, the Group announced the signature of a business combination agreement with Eneti Inc. Refer to below section "Business combination agreement with Eneti Inc." for further information regarding the transaction.

In the first half year of 2023, expenses of EUR 3 million were recognised in administrative costs relating to the business combination, for more information refer to Note 10. The transaction is anticipated to conclude in Q4 2023. Additionally, there may be associated costs related to the business combination agreement and the exchange offer during the execution of the merger.

In H1 2023 EBITDA was EUR 42 million compared to EUR 23 million in H1 2022. Adjusted EBITDA is EUR 44 million as disclosed in Note 10 and within the updated EBITDA range expected for full year 2023, see page 9.

Management Review

Continued from previous page

Profit for the period is EUR 29 million, which is EUR 19 million higher than the same period in 2022. This was mainly driven by the increase in revenue, partly offset by increase in headcount, transactional costs and vessel depreciation.

The development in equity is driven by increase in profits in H1 2023, amounting to EUR 29 million, share-based payments of EUR 307 thousand and a reduction of equity by EUR 7 million for hedging related reserves. As a result, equity closed at EUR 564 million in H1 2023, reflecting an increase from the opening balance of EUR 540 million.

As of 30 June 2023, total assets amounted to EUR 698 million, with the EUR 28 million movement in the reporting period mainly driven by a reduction in contract assets of EUR 5 million and an increase in trade receivables of EUR 26 million, see Note 8. More information regarding movements in property, plant and equipment are described in Note 5.

Hedge reserve reflects the change in the fair value of derivative financial instruments, designed as cash flow hedges to hedge highly probable forecast transactions. As of 30 June 2023, the cash flow hedging reserve was EUR -2.6 million compared to EUR 1.3 million as of 31 December 2022. For further details about the hedging instruments see Note 8.

Changes in the time value element are reflected in the cost of hedging reserve for the forward element of forward contracts. As of 30 June 2023, the cost of hedging reserve amounts to EUR -2.6 million as the Company entered into zero cost collar contracts in H1 2023 to continue reducing its currency related risks. The movements of the reserves are disclosed in the consolidated statement of comprehensive income.

Net cash from operating activities of EUR 18 million in H1 2023 is lower by EUR 11 million when compared to H1 2022, due to EUR 30 million from increase of outstanding receivables and offset by EUR 19 million increase in profit. Net cash outflow from investing activities in H1 2023 was EUR 15 million compared to EUR 117 million in H1 2022. The decrease driven by the EUR 81 million down payment for the new F-class as disclosed in Note 5. Net cash from financing activities was an outflow of EUR 3 million compared to EUR 86 million inflow in H1 2022 due to the capital raised in May 2022.

Impact on the external environment

There have been no significant changes to our sustainability strategy since the publication of the 2022 Annual Report.

Sustainability remains a crucial strategic objective for the Company, fundamental to creating enduring shareholder value. It serves as a platform for innovation, heightened efficiency, and fostering growth. The Company is actively pursuing long-term objectives, focusing on decarbonisation and optimizing energy efficiency, detailed in the 2022 Annual Report that integrates the Sustainable Development Report.

Liquidity

On 16 June 2023, the Company entered into an amendment to the Senior Secured Green Revolving Credit Facility ("RCF") providing for the guarantee facility to be increased to EUR 60 million, and an increase of the EUR 150 million debt facility to EUR 250 million. As of the reporting date, the Company has utilized EUR 115 million out of the total EUR 250 million available from the RCF.

Together with the Company’s cash and cash equivalents, the RCF facility will be used to finance the Company’s newbuild(s) and acquisitions as well as for general corporate purposes.

Management Review

Continued from previous page

The Company has headroom to comply with its debt covenants and on 30 June 2023 the Company had available liquidity of EUR 154 million from cash at hand and the RCF.

The Company is currently working on the financing of the X-class vessels and has received commitments exceeding the anticipated credit facility amount. These commitments are subject to completion and definitive documentation.

In relation to the business combination agreement with Eneti Inc, the Company has secured a commitment letter for additional financing, which is contingent upon and tied to the successful closure of the transaction. Further financing will be required from 2025 in connection to milestone payments for the newbuilds, as disclosed in Note 8.

Order backlog

The Company continues to sign key and strategic projects in the first half of 2023:

- Ørsted to execute the installation of wind turbine generators for half of the Hornsea 3 wind farm with one of the Company's newly ordered X-class vessels.
- Siemens Gamesa to install 26 wind turbines at the Aflandshage offshore wind farm south of Copenhagen in 2026.

Refer to Note 3 for further information regarding the total contract backlog.

Related party transactions

Related party transactions over the reported period are limited to guarantee fees issued by BW Group Limited, bunker supply by Hafnia Pools (member of BW Group) and training courses provided by BW Maritime, see Note 9 for further details.

Business combination agreement with Eneti Inc.

Cadeler A/S and Eneti Inc. have agreed to merge, establishing an important presence in the offshore wind turbine and foundation installation sector. Cadeler, as the continuing company, will be listed on both the New York Stock Exchange (NYSE) and the Oslo Stock Exchange (OSE). The combination of the two companies leverages their decades of experience in the offshore wind industry and offers customers access to an unparalleled fleet of next-generation offshore wind farm installation vessels. This strategic move positions Cadeler as a robust player in the market, enabling the Company to pursue larger and more complex projects in response to growing customer demand for renewable energy solutions. The combined group will operate four existing vessels, with six state-of-the-art new builds scheduled for delivery from 2024 to 2026, further bolstering its global presence and industry competitiveness.

The merger between Cadeler and Eneti is expected to enhance investor attention, trading liquidity, and analyst coverage, benefiting all shareholders. The merger will involve a stock-for-stock exchange offer to all Eneti shareholders, Cadeler and Eneti shareholders will own approximately 60% and 40% of the combined company, respectively, with an exchange ratio of 3.409 Cadeler shares for every Eneti share. Although the merger was approved by Cadeler's EGM on July 2023, it is subject to customary closing conditions, including regulatory authorities, with a projected completion date in Q4 2023.

The Company has secured a commitment letter for additional financing, which is contingent upon and tied to the successful closure of the transaction. Also upon transaction close, the Company expects to perform the corresponding accounting procedures, where the underlying assets and liabilities acquired from Eneti will be recognized at fair value.

Management Review

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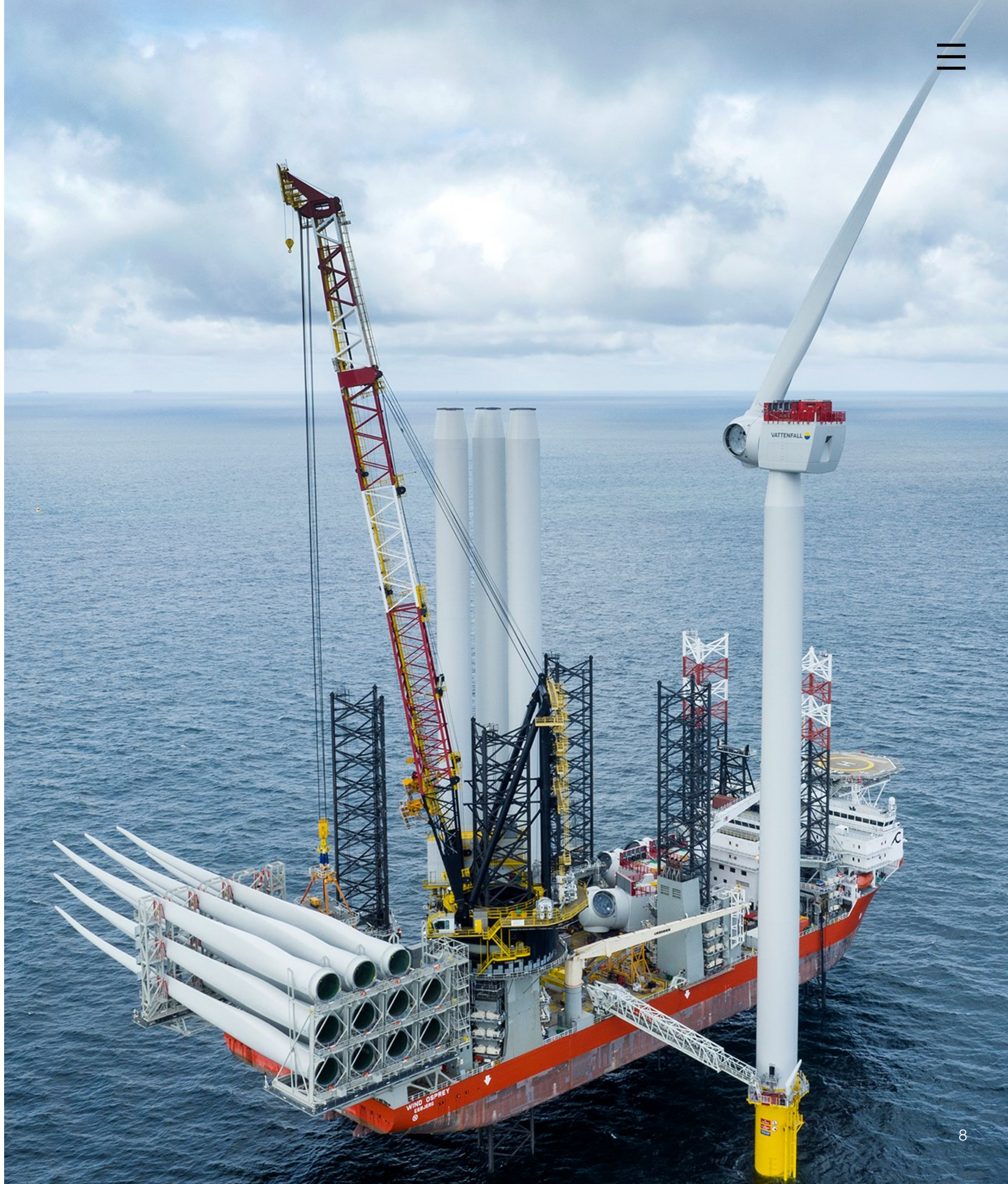
With a diverse and agile fleet consisting of ten modern vessels, the combined Group is poised to meet customer demands and drive innovation in the offshore wind industry. Mikkel Gleerup will continue as CEO, and Andreas Sohmen-Pao will retain his position as Chairman of the Board of Directors, while Emanuele Lauro, the current CEO of Eneti, will be nominated for election as Vice Chairman of the Board of Directors upon the merger's completion, solidifying the combined Company's leadership team.



2023 Outlook

Guidance for the financial year 2023

In the 2022 Annual Report published on 28 March 2023, Cadeler provided guidance for the financial year ending 31 December 2023 that revenue was expected to be in the range between EUR 84 to 94 million while EBITDA was expected to be in the range EUR 32 to 42 million. The guidance for the financial year 2023 was confirmed in stock exchange announcement of 16 June 2023.

Cadeler now increases the revenue guidance for the financial year 2023 which is expected to be between EUR 95 to 103 million, mainly due to clients calling more options within the contracts than previously assumed. Due to the business combination agreement with Eneti Inc. the Company is also providing guidance for adjusted EBITDA, which excludes transactional costs as defined in Note 10 to the interim financial statements for the period ended 30 June 2023, and is expected to be within the range of EUR 41 to 49 million. EBITDA guidance has also been narrowed and is now expected to be within the range of EUR 36 to 44 million after transactional costs.

The Company estimates that further costs will be incurred in H2 2023 in relation to the execution of the merger with Eneti. A portion of these expenses will be recorded in the income statement, while the remainder will be reflected in equity. The total estimated cash expenditure for 2023 is approximately EUR 10 million, from costs categorized as transactional costs in Note 10 to the interim financial statements for the period ended 30 June 2023 and costs related to the issuance of shares connected to the exchange offer.

Throughout 2023, the offshore sector and Cadeler maintain an advantageous position due to favourable macroeconomic trends and policies such as the EU Strategy on Offshore Renewable Energy. The EU aims to temporarily match US green subsidies through its Green Deal Industrial Plan. Despite the ongoing volatility in inflation and interest costs, the 2023 outlook for Cadeler is anticipated to remain unaffected, highlighting the Company's resilience to prevailing economic conditions.

Cadeler's guidance for 2023 is subject to risks and uncertainties, many of which are beyond Cadeler's control. One-off market-shaping events such as economic turbulence affecting inflation, inflation, interest rates and shortages or workers and supply chain constraints, strikes, embargoes, political instability or adverse weather conditions could have a substantial impact on the business. There could also be off-hire periods as a consequence of accidents, technical breakdown and non-performance. The cancellation or postponement, delays on projects in execution, changes to contracts coverage of one or more vessel employment contracts or changes to crewing costs or administrative and employee costs could have a material adverse impact on the earnings of the Company.

Mid-term projections

On 16 June 2023 Cadeler published a stock exchange announcement and provided an update on contract backlog, earnings, expectations and selected financials including certain mid-term projections on expected revenue growth and EBITDA margin on a stand alone basis that had been prepared for the purpose of evaluating Cadeler’s entering into a Business Combination Agreement with Eneti Inc. that was announced later on 16 June 2023. The Business Combination Agreement entails that Cadeler will launch a share exchange offer to the shareholders of Eneti Inc., which is expected to be completed in Q4 2023.

Cadeler’s mid-term projections and the assumptions and estimates made at the time these projections were prepared will be subject to change once the business combination has been completed, and the projections are therefore of limited continuing relevance. Cadeler does not currently intend to update or otherwise revise the previously published mid-term projections or 2023 guidance as a combined business due to the uncertainty and unpredictability of the mid and short term performance of the combined Group following completion of the business combination and limits the guidance to the outlook here provided and the contract backlog disclosed in Note 3.

Financial Highlights

Financial Highlights

Key Figures	H1 2023	H1 2022	2022
EUR'000			
Revenue (total)	67,773	43,038	106,424
EBITDA	41,504	22,942	63,875
Adjusted EBITDA	44,087	22,942	63,875
Gross profit	42,551	19,622	56,887
Operating profit (EBIT)	29,439	12,613	41,191
Net financials	150	(2,810)	(5,650)
Profit for the period	29,589	9,778	35,541
Total assets	698,195	522,973	670,030
Non-current asset	617,171	507,164	610,524
Total liabilities	134,368	105,261	129,462
Equity	563,827	417,712	540,568
Cash flow from operating activities	18,380	29,187	29,036
Cash flow from investing activities	(15,574)	(117,458)	(225,408)
Cash flow from financing activities	(2,766)	86,077	213,075
Cash and cash equivalents	19,052	114	19,012

Key Figures	H1 2023	H1 2022	2022
Financial ratios			
Return on assets (%)	4.9%	2.7%	7.6%
Return on equity (%)	6.1%	2.7%	8.3%
Equity ratio (%)	80.8%	79.9%	80.7%
Contracted days (no. of days)	362	259	635
Utilization (%)	100.0%	73.6%	86.9%
Share related key figures			
Earnings per share (EPS), EUR	0.15	0.07	0.22
Diluted earnings per share (diluted EPS), EUR	0.15	0.07	0.22
Average number of employees			
Onshore	98	67	70
Offshore	164	161	162

The Company changed the calculation of both *return on assets* and *return on equity* ratios, leading to corresponding adjustments in the comparables. The new calculation uses average assets and average equity compared to closing positions as it was in the previous calculation. The financial ratios are calculated in accordance with the terms and definitions included in the accounting policies (Note 2 to the consolidated financial statements in the Annual Report 2022).

Adjusted EBITDA is further described in Note 10.

Interim Condensed Consolidated Financial Statements

Interim Condensed Consolidated Statement of Profit and Loss and Other Comprehensive Income

EUR'000	Note	H1 2023	H1 2022	2022
Revenue	3	67,773	43,038	106,424
Cost of sales		(25,222)	(23,416)	(49,537)
Gross profit		**42,551**	**19,622**	**56,887**
Administrative expenses		(13,112)	(7,009)	(15,696)
Operating profit (EBIT)	10	**29,439**	**12,613**	**41,191**
Finance income		441	532	4,031
Finance costs		(291)	(3,342)	(9,681)
Profit before income tax		**29,589**	**9,803**	**35,541**
Income tax credit/expense		-	(25)	-
Profit for the period		**29,589**	**9,778**	**35,541**

EUR'000	Note	H1 2023	H1 2022	2022
Other comprehensive income				
Items that may be reclassified to profit or loss				
Cash flow hedges - changes in fair value	8	(3,467)	-	905
Cash flow hedges - interest recycled	8	(519)	-	438
Cash flow hedges - cost of hedging	8	(2,651)	-	-
Other comprehensive income after tax		**(6,637)**	**-**	**1,343**
Total comprehensive income for the period, net of tax		**22,952**	**9,778**	**36,884**
Profit for the period attributable to:				
Equity holders of the parent	4	29,589	9,778	35,541
		29,589	**9,778**	**35,541**
Total comprehensive income attributable to:				
Equity holders of the parent	4	22,952	9,778	36,884
		22,952	**9,778**	**36,884**
Earnings per share				
Basic, profit for the period attributable to ordinary equity holders of the parent (EUR per share)	4	0.15	0.07	0.22
Diluted, profit for the period attributable to ordinary equity holders of the parent (EUR per share)	4	0.15	0.07	0.22

Interim Condensed Consolidated Balance Sheet

EUR'000	Note	30 June 2023	30 June 2022	31 December 2022
Assets				
Non-current assets				
Intangible Assets		352	426	419
Property, plant and equipment	5	612,050	506,210	606,204
Rights-of-use assets		25	330	287
Leasehold deposits	7	1,208	198	238
Derivatives	8	3,536	-	3,376
Total non-current assets		**617,171**	**507,164**	**610,524**
Current assets				
Inventories		494	731	549
Trade receivables and contract assets	8	59,627	13,969	38,234
Prepayments		1,839	995	1,699
Current Income tax receivable		12	-	12
Cash and cash equivalents		19,052	114	19,012
Total current assets		**81,024**	**15,809**	**59,506**
Total assets		**698,195**	**522,973**	**670,030**

EUR'000	Note	30 June 2023	30 June 2022	31 December 2022
Equity				
Share capital	6	26,575	22,159	26,575
Share premium		509,542	418,354	509,542
Hedging reserves		(2,643)	-	1,343
Cost of hedging reserves		(2,651)	-	-
Retained earnings / (Accumulated losses)		33,004	(22,801)	3,108
Total equity		**563,827**	**417,712**	**540,568**
Liabilities				
Non-current liabilities				
Lease liabilities		-	55	-
Deferred charter hire income	3	1,823	801	1,326
Debt to credit institutions		115,411	36,839	114,230
Derivatives	8	7,999	-	2,108
Total non-current liabilities		**125,233**	**37,695**	**117,664**
Current liabilities				
Trade and other payables		8,328	13,777	8,822
Payables to related parties	9	271	492	89
Deferred charter hire income	3	451	10,421	1,831
Lease liabilities		80	305	279
Current income tax liabilities		5	6	5
Debt to credit institutions		-	42,565	772
Total current liabilities		**9,135**	**67,566**	**11,798**
Total liabilities		**134,368**	**105,261**	**129,462**
Total equity and liabilities		**698,195**	**522,973**	**670,030**

Interim Condensed Consolidated Statement of Changes in Equity

EUR'000	Share capital	Share premium	Hedging reserves	Cost of hedging reserves	(Accumulated losses)/ retained earnings	Total
2022						
At 1 January 2022	18,641	339,400	-	-	(32,785)	325,256
Profit for the period	-	-	-	-	9,778	9,778
Total comprehensive profit for the period	**-**	**-**	**-**	**-**	**9,778**	**9,778**
Capital increase	3,518	81,234	-	-	-	84,752
Transaction costs in relation with capital increase	-	(2,281)	-	-	-	(2,281)
Share-based payments	-	-	-	-	207	207
End of 30 June 2022	**22,159**	**418,353**	**-**	**-**	**(22,800)**	**417,712**
2023						
At 1 January 2023	26,575	509,542	1,343	-	3,108	540,568
Profit for the period	-	-	-		29,589	29,589
Other comprehensive income for the period	-	-	(3,986)	(2,651)	-	(6,637)
Total comprehensive profit for the period	**-**	**-**	**(3,986)**	**(2,651)**	**29,589**	**22,952**
Share-based payments	-	-	-	-	307	307
End of 30 June 2023	**26,575**	**509,542**	**(2,643)**	**(2,651)**	**33,004**	**563,827**

Interim Condensed Consolidated Statement of Cash Flows

EUR'000	Note	H1 2023	H1 2022	2022
Cash flow from operating activities				
Profit for the period		**29,589**	**9,778**	**35,541**
Adjustments for:				
Depreciation and amortization		12,063	10,444	22,684
Interest expenses		409	2,576	923
Share-based payment expenses		307	208	352
		42,368	**23,006**	**59,500**
Changes in working capital:				
Inventories		55	(291)	(109)
Trade receivables and contract assets		(22,439)	6,903	(18,029)
Trade and other payables		(903)	4,074	660
Payables to related parties		182	429	26
Deferred charter hire income		(883)	(4,934)	(12,999)
Net change in working capital		**(23,988)**	**6,181**	**(30,451)**
Income tax paid		-	-	(13)
Net cash provided by operating activities		**18,380**	**29,187**	**29,036**

Interim Condensed Consolidated Statement of Cash Flows

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EUR'000	Note	H1 2023	H1 2022	2022
Cash flow from investing activities				
Additions to property, plant and equipment		(14,564)	(117,323)	(224,606)
Additions to intangibles		(40)	(135)	(228)
Movement to right of use assets		-	-	(574)
Deposits	7	(970)	-	-
Net cash (used in) investing activities		**(15,574)**	**(117,458)**	**(225,408)**
Cash flow from financing activities				
Principal repayment of lease liabilities		(199)	(147)	(228)
Interest paid		(2,567)	(2,314)	(5,775)
Proceeds from issue of share capital		-	84,752	183,250
Transaction costs on issues of shares		-	(2,281)	(5,174)
Proceeds from borrowing		-	-	115,000
Proceeds from overdraft		-	16,067	16,067
Repayment of loan		-	(10,000)	(65,000)
Repayment of overdraft		-	-	(25,065)
Net cash (used in) financing activities		**(2,766)**	**86,077**	**213,075**
Net (decrease) in cash and cash equivalents		**40**	**(2,194)**	**16,704**
Cash and cash equivalents at beginning of the period		19,012	2,308	2,308
Cash and cash equivalents at end of the period		**19,052**	**114**	**19,012**

Notes to the Interim Condensed Consolidated Financial Statements

Note 1

General Information

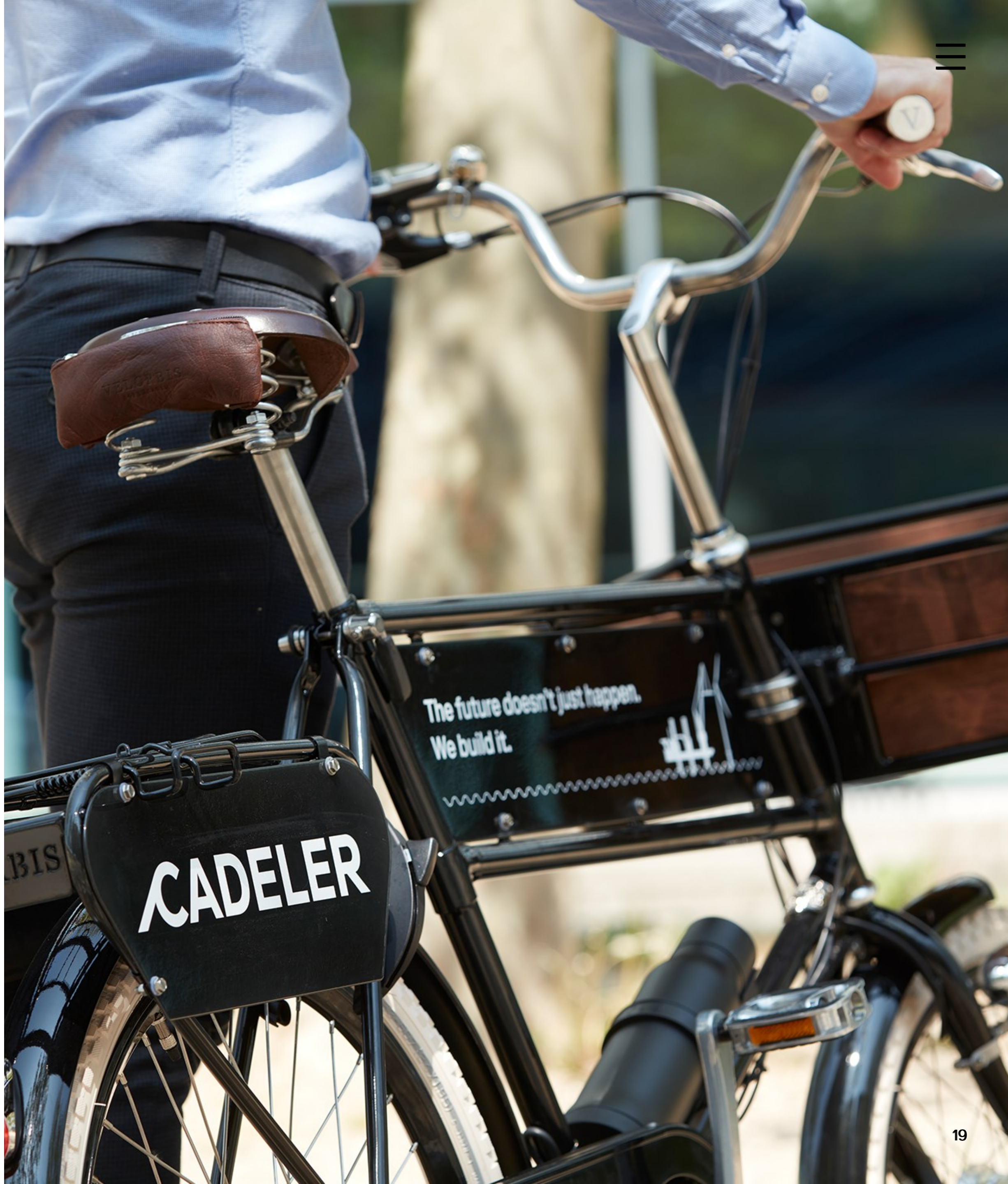
Corporate information

Cadeler A/S is incorporated and domiciled in Denmark. The address of its registered office is Arne Jacobsens Allé 7, 7th floor, DK-2300 Copenhagen S, Denmark. The Company is listed on the Oslo Stock Exchange (ticker code: CADLR).

The Group is a leading offshore wind farm T&I contractor headquartered in Copenhagen, Denmark. The Group owns and operates two offshore jack-up wind farm installation vessels, Wind Orca and Wind Osprey. In addition to wind farm installation, these vessels can perform maintenance, construction, decommissioning, and other tasks within the offshore industry.

The interim condensed consolidated financial statements of the Group is composed of the Financial Statements of the parent company Cadeler A/S and its subsidiaries (which are fully owned by the Parent Company Cadeler A/S). The subsidiaries of Cadeler A/S are the two companies owning the wind farm installation vessels, Wind Orca Ltd and Wind Osprey Ltd.

The interim condensed consolidated financial statements for the six months ended 30 June 2023 are not audited or reviewed.



Note 2

Significant Accounting Policies

2.1. Basis for preparation

The interim condensed consolidated financial statements for the six months ended 30 June 2023 are prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU as well as additional Danish disclosure requirements applying to listed companies. Further they are prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”).

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Group’s annual consolidated financial statements as of 31 December 2022.

The accounting policies, judgements and estimates are consistent with those applied in the annual report for 2022.

The interim condensed consolidated financial statements are presented in euros and all values are rounded to the nearest thousand (€000), except when otherwise indicated.

Comparative figures

The activities between the two years are unchanged, hence the numbers are comparable.

Going concern assessment

In connection with the preparation of the interim condensed consolidated financial statements, the Board of Directors, the Audit Committee and the Executive Management have assessed whether it is well founded that the going concern assumption is used as a basis. The Board of Directors, the Audit Committee and the Executive Management have concluded that at the time of the presentation of the accounts, there are no factors that give rise to uncertainties as to whether the Group and the Company can and will continue operations for at least 12 months after the balance sheet date.

2.2. Changes in accounting policies and disclosures

The Group has adopted standards and interpretations effective as of 1 January 2023. Adoption of new and amended standards and interpretations had no material impact on the interim condensed consolidated financial statements.

The Group has not early adopted any other standard, interpretation or amendments that have been issued but are not yet effective.

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group’s financial statements are not expected to have a material impact on the Group.

For a complete description of accounting policies, see Note 2 in the consolidated financial statements for 2022.

Note 2

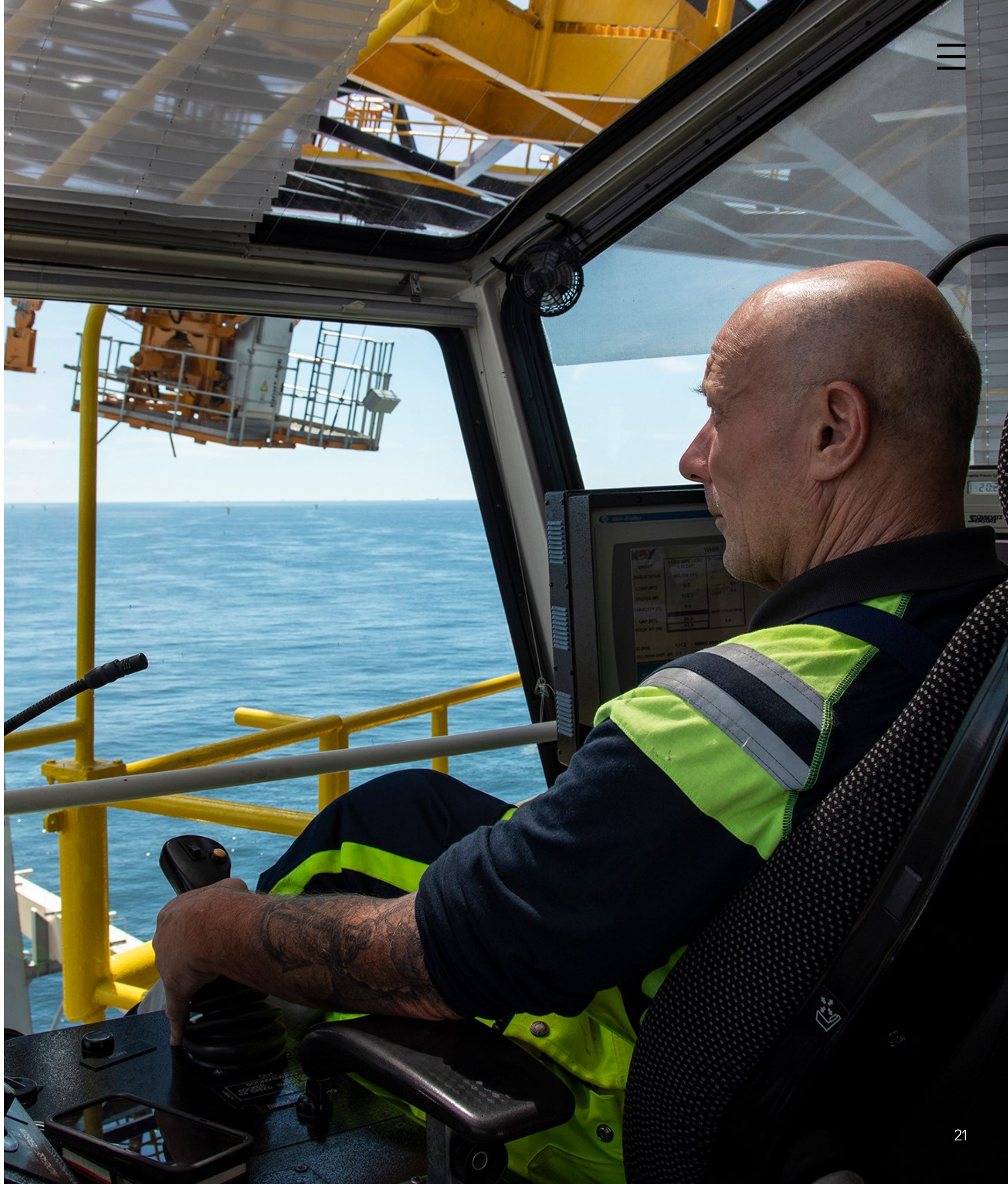
Significant Accounting Policies

Continued from previous page

2.3. Significant accounting judgements, estimates and assumptions
The accounting estimates, which management deems to be significant to the preparation of the interim condensed consolidated financial statements, are unchanged from year-end 2022:

- Property, plant and equipment
- Impairment of non-financial assets

The accounting judgements and significant estimates are consistent with those set out in Notes 2.24 to the Consolidated Financial Statements for 2022, to which reference is made.



Note 3

Revenue

Disaggregation of revenue from contracts with customers

The Company's contracts with customers generally contains a single performance obligation as that term is defined in IFRS 15. The below stated disaggregation of revenue provides information about the various promises contained (while not being distinct) in the contracts. These activities are not considered to be distinct within the context of the contracts and, therefore, the associated revenue is allocated to the overall identified performance obligation.

EUR'000	H1 2023	H1 2022	2022
Revenue from contracts with customers			
Time charter hire services	62,013	37,724	99,368
Catering and accommodation	406	107	352
Mobilisation	4,110	4,858	4,858
Sundry income	1,244	349	1,846
Total revenue	**67,773**	**43,038**	**106,424**

Revenues are recognized over time.

Revenue from time charter hire services are contracts with customers where the Group utilizes its vessels, equipment and crew to deliver a service to the customer based on either a fixed day rate or milestone deliverables. Contracts may also include other services such as mobilization income, catering and accommodation as well as sundry income. Mobilization are the fees earned for the movement of the vessel from one location to another in order to deliver a project. Sundry income is derived from nonrecurring items directly related to the execution of the projects. Catering and accommodation income are derived from the provision of food and accommodation on the vessels and is deemed service revenue.

Payment terms with customers vary by contract and do not include a finance component.

Operating segments

The Group's management are not operating or making decisions based on customer types, type of service or geographical segments. The Group operates two wind farm installation vessels, which are viewed as one segment and can operate in all geographical areas required for the specification of a specific wind farm project. Accordingly, the Group only has one operating segment.

Contract assets and liabilities

Customers are typically invoiced on a monthly basis, when the vessels are on contract. Sometimes contracts will accrue revenue for work performed and it will be reported as a contract asset until it is invoiced.

The contract liabilities relate to consideration received from customers for the unsatisfied performance obligation in the charter contracts. Revenue will be recognized when the related services are provided to the customers.

EUR'000	H1 2023	H1 2022	2022
Revenue recognized in current period that was included in the current deferred charter hire income balance at the beginning of the period			
Time charter hire services	1,831	14,703	15,856
Total current liabilities at the beginning of the period	**1,831**	**14,703**	**15,856**

Note 3

Revenue

Continued from previous page

Major customers

By 2023 half year, revenue with two customers each exceeded 10% of total revenue. The revenue derived from these two customers was EUR 36 million and EUR 28 million respectively. In comparison, by 2022 half year, revenue with two customers exceeded 10% of total revenue. The revenue derived from these two customers was EUR 22 million and EUR 21 million respectively.

Type of revenue

Revenue from time-charter contracts include both a lease component (use of the vessels) and a service component (vessel operation). These components are not treated or priced separately in the contracts, nor does the Group offer either of the services separately.

The service component of time-charter contracts is primarily derived from crewing costs with a markup, where the residual is deemed to be the lease component.

Sundry income comprises income derived from the mark up on cost recharged to clients for example fuel, and specific charter equipment requests by the customer.

EUR'000	H1 2023	H1 2022[1]	2022
Revenue from contracts with customers			
Service component	7,159	6,622	13,939
Lease component	59,370	36,067	90,639
Sundry income	1,244	349	1,846
Total revenue	**67,773**	**43,038**	**106,424**

[1] Distribution among revenue components for the comparative period has been corrected.

Contract backlog

The Group's order backlog as of the report released date and reported date amount to EUR 1,222 million (H1 2022: EUR 547 million as of the report released date and H1 2022: EUR 330 million as of reported date). For H1 2023, the first table below includes announced contracts as of 30 June 2023 and the second table it includes announced contracts as of 29 August 2023, covering current and future obligations, including vessel lease payments. EUR 28 million of the backlog pertains to contracts for the remainder of 2023.

EUR million	H1 2023	H1 2022[3]	2022
Contract backlog as of the reported date[2]			
Within one year	67	104	84
After one year	1,155	226	696
Total	**1,222**	**330**	**780**

EUR million	H1 2023 as of 29 August 2023	H1 2022 as of 23 August 2022	2022 as of 28 March 2023
Contract backlog as of the report released date[2]			
Within one year	67	104	84
After one year	1,155	443	696
Total	**1,222**	**547**	**780**

[2] Contract backlog as of the report released date and reported date (except H1 2022 as of reported date) is split between, EUR 1.085 million firm and EUR 137 million options for H1 2023. For H1 2022 the split was EUR 519 million firm and EUR 28 million options. For 2022 the split was EUR 653 million firm and EUR 127 million options.

[3] Contract backlog as of the reported date is split between EUR 302 million firm and EUR 28 million options for H1 2022.

Note 4

Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the income and share data used in the basic and diluted EPS calculations:

EUR'000	H1 2023	H1 2022	2022
Result attributable to ordinary equity holders of the parent for basic earnings	**29,589**	**9,778**	**35,541**
Result attributable to ordinary equity holders of the parent adjusted for the effect of dilution	**29,589**	**9,778**	**35,541**

Thousands	H1 2023	H1 2022	2022
Weighted average number of ordinary shares for basic EPS[1]	**197,600**	**146,910**	**163,219**
Effect of dilution from shared based payments programme	676	-	676
Weighted average number of ordinary shares adjusted for the effect of dilution[1]	**198,276**	**146,910**	**163,895**

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorization of these Financial Statements.

[1]The weighted average number of shares takes into account the weighted average effect of share based payments during the year.

Note 5

Property Plant and Equipment

EUR'000	Vessels	Dry Dock	Other fixtures and fittings	Assets under Construction	Total
Cost					
At 1 January 2023	282,282	9,261	536	356,163	648,242
Additions	-	-	-	17,540	17,540
Transfer from assets under construction	-	-	-	-	-
At 30 June 2023	**282,282**	**9,261**	**536**	**373,703**	**665,782**
Accumulated depreciation					
At 1 January 2023	39,570	2,023	445	-	42,038
Depreciation charge	10,832	810	52	-	11,694
At 30 June 2023	**50,402**	**2,833**	**497**	**-**	**53,732**
Carrying value	**231,880**	**6,428**	**39**	**373,703**	**612,050**

Additions during the first half of 2023 are mainly driven by instalments for the main cranes for both Wind Orca and Wind Osprey (EUR 7.5 million), represented above on Assets under Construction. It also includes guarantee fees issued by BW Group Limited for the new vessels (EUR 4 million), as disclosed in Note 9.

Borrowing costs for H1 2023 have been capitalized for a total of EUR 3.1 million. The capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the Company's general borrowings during the reported period, in this case 5%.

Note 5

Property Plant and Equipment

Continued from previous page

EUR'000	Vessels	Dry Dock	Other fixtures and fittings	Assets under Construction	Total
Cost					
At 1 January 2022	258,149	1,983	536	158,734	419,402
Additions	21,779	6,971	-	88,573	117,323
At 30 June 2022	**279,928**	**8,954**	**536**	**247,307**	**536,725**
Accumulated depreciation					
At 1 January 2022	19,629	300	386	-	20,315
Depreciation charge	9,353	822	25	-	10,200
At 30 June 2022	**28,982**	**1,122**	**411**	**-**	**30,515**
Carrying value	**250,946**	**7,832**	**125**	**247,307**	**506,210**

Additions during the first half of 2022 are mainly driven by down payments for EUR 81 million of the two new F-class foundation installation vessels represented above on Vessels and Assets under Construction.

Borrowing costs for H1 2022 has been capitalized for a total of EUR 1.7 million. The capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the Company's general borrowings during the reported period, in this case 4.4%.

Impairment Test

For assessment of the value of the vessels, the Company has carried out an impairment indicator test of the most significant assumptions used in the fair value and value in use calculations in the Annual Report 2022. Cadeler has assessed there were no significant changes in the assumptions in the value in use. Therefore, management has not performed an impairment test on the value of the vessels as of 30 June 2023.

Note 6

Issued Share Capital

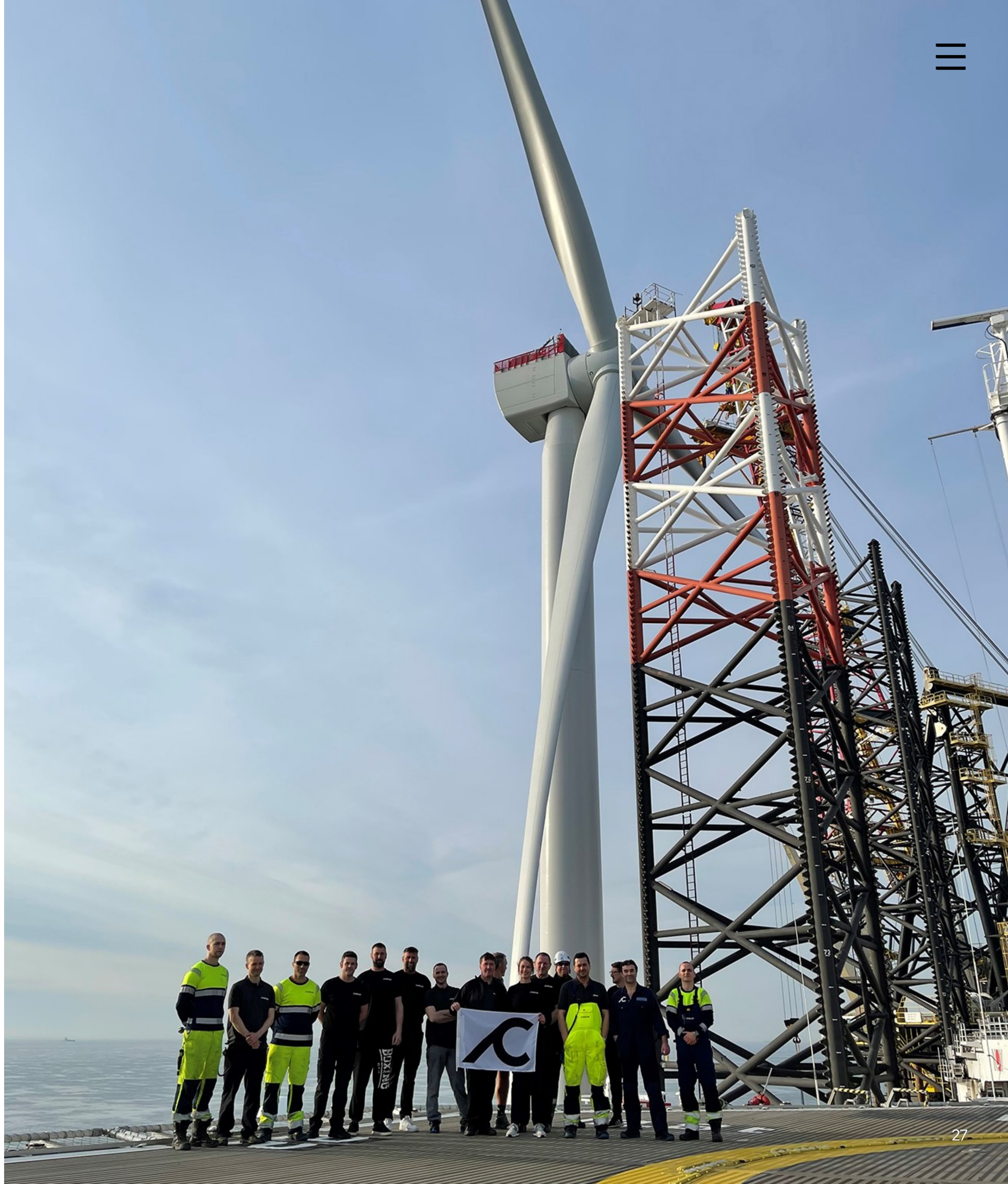
EUR'000	No. of shares	H1 2023
Ordinary shares		
At 1 January 2023	197,600	26,575
At 30 June 2023	**197,600**	**26,575**

EUR'000	No. of shares	H1 2022
Ordinary shares		
At 1 January 2022	138,574	18,641
Issued on May 2022 for capital increase	26,176	3,518
At 30 June 2022	**164,750**	**22,159**

As of 1 January 2023, the Group had share capital amounted to DKK 197,600 thousand, equal to EUR 26,575 thousand, consisting of 197,600,000 shares of DKK 1.

As of 30 June 2023, the total number of share capital remain the same as no capital increase was perform during the period.

All shares have equal rights.



Note 7

Commitments and Pledges

Pledge of Fixed Assets

The Debt Facility as detailed in Note 24 of the Annual Report 2022 is secured by, inter alia, a first priority mortgage over the Wind Orca and Wind Osprey Vessels (EUR 238 million carrying value, see Note 55) and a first priority assignment of the insurances and earnings of the Wind Orca and Wind Osprey vessels.

F-class vessels

The Company has signed during 2022 two contracts with COSCO SHIPPING Heavy Industry to build a total of two new F-class foundation installation vessels.
The total sum of the contracts for the new vessels is approximately EUR 661 million, of which approximately a total of EUR 167 million was paid in June and December 2022, while the remaining amounts will be due over the years from 2025 to 2026. Of the total contract, USD 495 million will be paid in USD and EUR 205 million will be paid in EUR.

X-class vessels

Since 30 June 2021 the Company has a contract with COSCO SHIPPING Heavy Industry to build two new X-class wind turbine installation vessels.
The total sum of the contract for the new vessels is approximately EUR 584 million, of which EUR 137 million was paid in 2021. The remaining scheduled payments will be due between 2023 and 2025. Of the total contract, USD 390 million will be paid in USD and EUR 220 million will be paid in EUR.

Wind Osprey & Wind Orca new crane contract

The Company signed a contract with NOV on 18 December 2020 to replace the main crane of Wind Orca and then executed the option to replace the main crane for Wind Osprey on 17 June 2021.
The total sum of the contract for the replacement of both cranes is EUR 83 million, of which EUR 7 million was paid in 2021, EUR 27 million was paid in 2022, and EUR 4 million was paid in H1 2023. The remaining scheduled payments will be due between 2023 and 2024.

New headquarters from 2024

The Company signed a contract with Castellum Denmark, in the first days of 2023, for a new headquarters location from 2024. The Company will have access to almost 5,000 m^2 of office space in central Copenhagen. The Company paid EUR 1 million as a deposit fee for this contract. The Company has terminated the existing agreement on current premises until the first half of 2024. No material costs are expected from this termination.

Note 8

Financial Risk Management

Financial risk factors
The Group's activities expose it to market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The financial risk management of the Group is managed by the management of Cadeler and overseen by the Board of Directors and Audit Committee. The fair value of the Group's financial assets and liabilities as of 30 June 2023 does not deviate materially to the carrying amounts as of 30 June 2023.

Financial risks, and how the Group manages its risks, including currency, interest rate and liquidity risks, are addressed in Note 22 to the consolidated financial statements in the Annual Report 2022. The risks in 2023 remain similar in nature.

Market risk
Currency risk
The Group's business is exposed to the Danish Kroner ("DKK"), Norwegian Kroner ("NOK") and United States Dollar ("USD") as certain operating expenses are denominated in these currencies. The Company will look to use financial instruments to reduce currency risk when there is significant liability or income in a non-EUR or DKK denominated currency and there is a cost-effective solution.

The largest currency exposure of the Group is the future instalments for the new X- and F-class vessels in USD (USD 816 million).

The contracts for the construction of the two X-class vessels are partly settled in USD. USD payments will be due in 2024 and 2025. In 2022 the currency exposure arising from the contracts has been swapped to EUR at the Company's banks at an average USD:EUR rate of 0.9187 for USD 200 million notional amount. More details can be found in Note 22 to the consolidated financial statements in the Annual Report 2022.

Changes in the fair value of these instruments are reflected in liability derivatives in the carrying amounts as of 30 June 2023.

The contracts for the construction of the two F-class vessels are partly settled in USD. USD payments will be due in 2025 and 2026. In H1 2023, the Company entered into four zero cost collar contracts with DNB Bank ASA, securing an average USD:EUR rate between 0.8820 and 0.9548 for an additional USD 200 million of notional amount, bringing the total coverage to USD 400 million. As of 30 June 2023, the total coverage effectively mitigates around 50% of its foreign exchange risk for the upcoming USD instalments for the new X- and F-class vessels contracts.

To establish a hedge relationship, management has designated the call and put option to the identified risk in the hedge item. The two instruments create a collar that minimize the variability in the USD:EUR relationship.
Management and Board of Directors will evaluate the potential cost and benefits of currency exposure on an ongoing basis.

As the DKK is pegged to EUR, no material currency risk has been identified against the DKK even though the Company has costs denominated in DKK.
As of 30 June 2023 the Group did not have material NOK or USD cash holdings.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's current exposure to the risk of changes in market interest rates relates primarily to the Revolving Credit Facility (RCF).

Note 8

Financial Risk Management

Continued from previous page

In 2022 the Group entered into a Senior Secured Green EURIBOR based RFC with a 0 bps floor which led the group to be exposed to changes in the 3M EURIBOR rate on their current funding. The X- and F-class vessels acquired from COSCO SHIPPING Heavy Industry are planned to be delivered in the period of 2024 to 2026. The Group is currently working on the financing of the newbuilds and intends to enter these loans as the main source of future funding and considered the risk of changes to EURIBOR based interest payments in 2023 and coming years.

The Group entered into interest rate swap contracts with the Group's main bank and related these to the RCF and the future loans. The interest rate risk arising from the loans has been swapped from 3M EURIBOR to a fixed rate. The average fixed rate of the swaps is 2.82%. More details can be found in Note 22 to the consolidated financial statements in the Annual Report 2022. No significant changes in the fair value of these instruments are reflected in assets derivatives in the carrying amounts as of 30 June 2023. The term loan in the RCF is based on a EURIBOR interest rate plus a margin. The EURIBOR interest rate has a floor of 0 bps and was 3.6% at 30 June 2023.

If the EURIBOR interest rate increased 100 bps over the floor of 0 bps, and the loan had been provided throughout the last twelve months by end of June 2023, the cost would have increased by EUR 2.5 million (EUR 1.5 million in 2022). This variation could potentially qualify as capitalizable borrowing costs and minimize the impact on the result before tax. If the EURIBOR interest rate decreases the result before tax would not change due to capitalisation of borrowing costs.

Management and Board of Directors will evaluate the potential cost and benefits of fixed interested rate borrowings on an ongoing basis.

Liquidity risk

The Group manages liquidity risk by maintaining sufficient cash and available funding through committed credit facilities to enable it to meet its operational requirements and instalments for the new X- and F-class vessels recently signed.

The Group is currently working on the financing of the X-class vessels and has received commitments exceeding the anticipated credit facility amount. The X-class vessels acquired from COSCO SHIPPING Heavy Industry are planned to be delivered in the period of 2024 to 2025. Further financing will be required from 2025 in connection to milestone payments for the new F-class vessels. The Company is currently exploring numerous options for securing funds to fulfil the contract, including export credit agencies support. Further in 2023, the RCF agreement was amended to increase the loan by EUR 100 million and the guarantee facility up to EUR 60 million.

BW Group, provided COSCO SHIPPING Heavy Industry with a guarantee in respect of the sums owed by Cadeler pursuant to the two X-class vessels and the two F-class vessels, as disclosed in Note 9.

The following maturity table shows the contract obligation for the construction of the X- and F-class vessels:

Millions	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
Obligation in USD	-	390	426
Obligation in EUR	41	89	57

Note 8

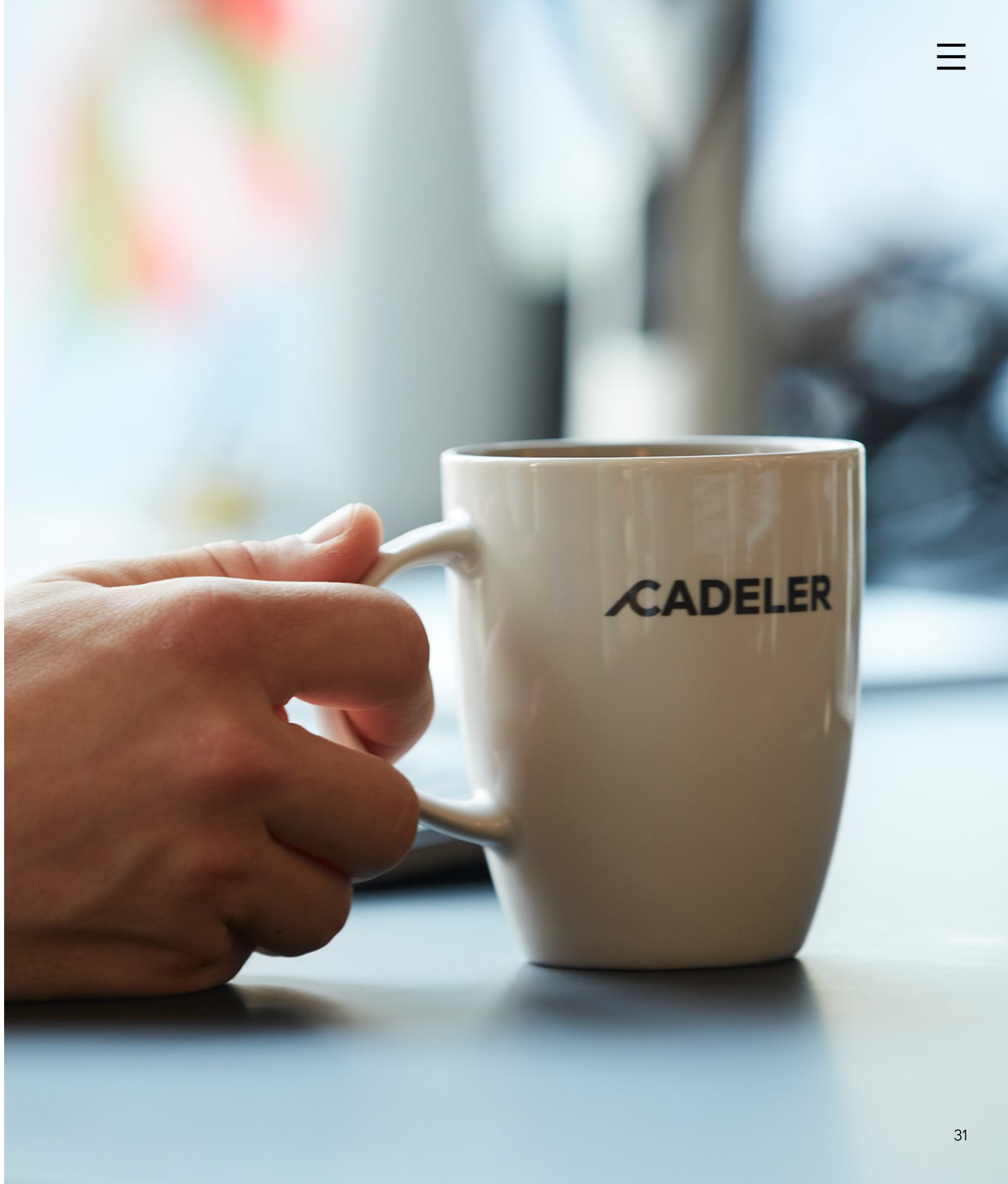
Financial Risk Management

Continued from previous page

In relation to the business combination agreement with Eneti Inc, the Company has secured a commitment letter for additional financing, which is contingent upon and tied to the successful closure of the transaction.

Changes in the time value element are reflected in the cost of hedging reserve for the forward element of forward contracts. As of 30 June 2023, the cost of hedging reserve amounts to EUR -2.6 million as the Company entered into zero cost collar contracts in H1 2023 to continue reducing its currency related risks. The movements of the reserves are disclosed in the consolidated statement of comprehensive income.

Trade receivables and contract assets
As of 30 June 2023, the Company's trade receivables and contract assets was EUR 60 million, a significant increase from EUR 38 million by the end of 2022. This was mainly driven by a reduction in contract assets of EUR 5 million and an increase in trade receivables of EUR 26 million. The Company has no significant aged receivables as of the reporting date.



Note 9

Related Party Transactions

The following significant transactions took place between the Company and related parties within BW Group at terms agreed between the parties:

EUR'000	H1 2023	H1 2022	2022
Costs related to guarantees fees to BW Group Limited	(3,746)	(2,086)	(5,307)
Costs related to bunker supply to Hafnia Pools Pte Ltd (Member of BW Group)	(1,595)	(952)	(2,537)
Cost related to training courses to BW Maritime Pte. Ltd	(9)	-	-
Cost related to share lending fees to BW Altor Pte. Ltd.	-	-	(85)
Cost related to travel expenses for board meetings to BW Maritime Pte. Ltd	-	-	(3)
Costs related to performance guarantees to Swire Pacific Offshore Holdings Group	-	(157)	(157)
Crew hire expenses paid to the Swire Pacific Offshore Holdings Group	-	(115)	(115)
Payables to BW Altor Pte. Ltd. at reported period	-	-	85
Payables to BW Maritime Pte. Ltd at reported period	-	-	3
Payables to Hafnia Pools Pte Ltd at reported period	271	492	1

Related party transactions over the reported period are limited to guarantee fees issued by BW Group Limited, bunker supply by Hafnia Pools (member of BW Group) and training courses provided by BW Maritime.

Note 10

Operating Profit/(Loss)

As a performance measure, the Company uses EBITDA: Earnings before interest, tax, depreciation, amortization and foreign exchange gains/losses.
EBITDA is calculated as shown below:

EUR'000	H1 2023	H1 2022	2022
Operating profit or loss as reported in the statement of profit	29,439	12,613	41,191
Right-of-use asset amortization	262	134	750
Depreciation and amortization	11,803	10,195	21,934
EBITDA	**41,504**	**22,942**	**63,875**
Transactional costs	2,583	-	-
Adjusted EBITDA	**44,087**	**22,942**	**63,875**

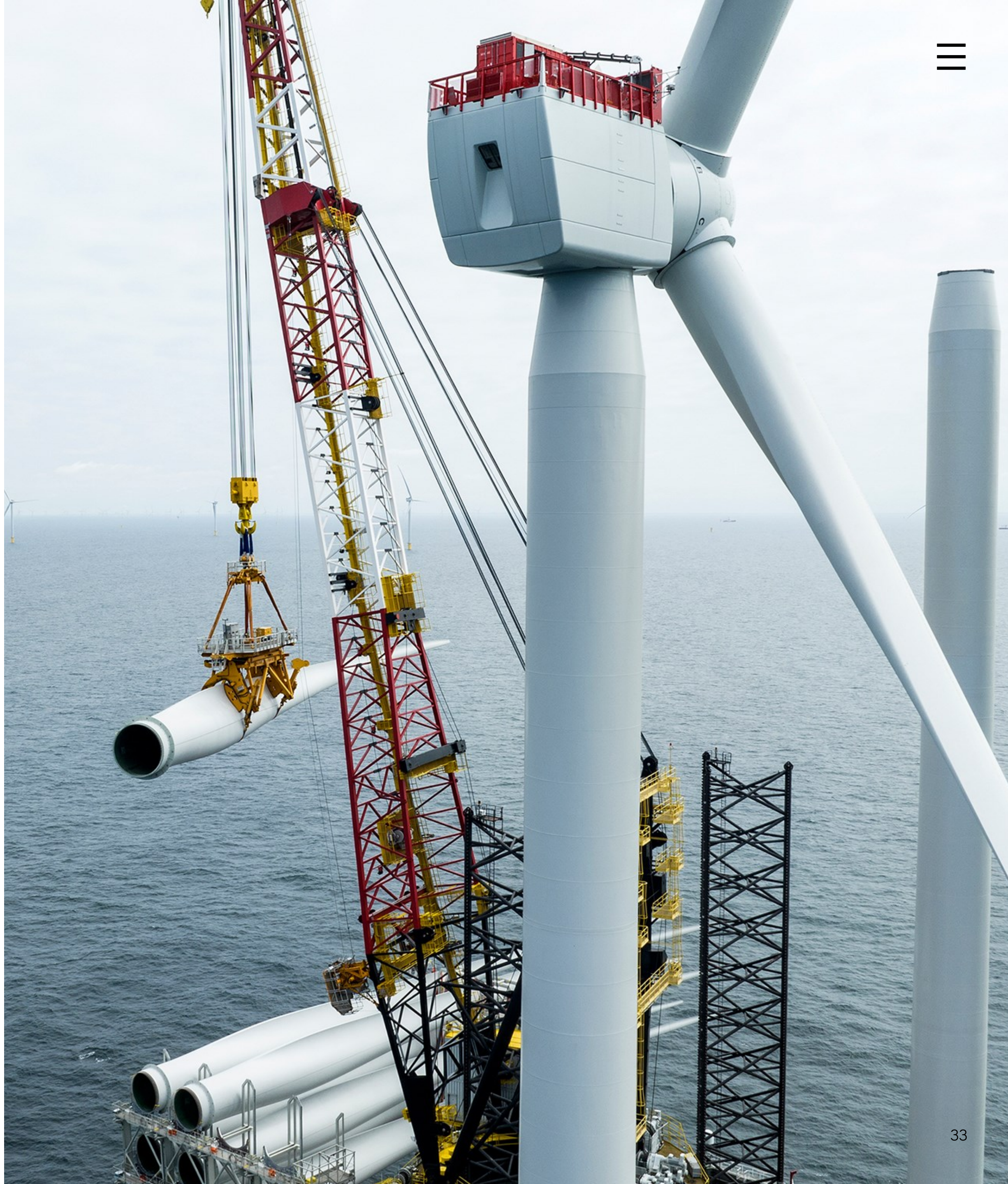
The Company defines adjusted EBITDA as EBITDA net of transactional costs. Transactional costs include all costs related to the business combination agreement, such as advisory, legal and consulting fees. The transaction is expected to close in Q4 2023.

Transactional costs comprise significant unusual and/or infrequently occurring items that are not attributable to Cadeler's normal operations.

Note 11

Events After Reporting Period

There have been no significant events subsequent to the reporting date.



Statement by Management

Statement by Management

The Board of Directors and the Executive Board have today discussed and approved the interim condensed consolidated financial statements of Cadeler A/S for the period 1 January to 30 June 2023.

The interim condensed consolidated financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the EU and additional requirements of the Danish Financial Statements Act.

In our opinion, the interim condensed consolidated financial statements give a true and fair view of the financial position of the Group at 30 June 2023 and of the results of its operations and cash flows for the period 1 January to 30 June 2023.

Further, in our opinion, the Management's review gives a fair review of the development in the Group's activities and financial matters, results for the period and financial position as well as a description of material risks and uncertainties that the Group faces.

Copenhagen, 29 August 2023

Executive Management

M. Gleerup
CEO

P. Brogaard
CFO

Board of Directors

A. Sohmen-Pao
J. Lok
D. Wedell-Wedellsborg
A. Abt

Forward-looking Statements

Forward-Looking Statements

The Annual Report and the Interim Financial Report contains certain forward-looking statements relating to the business, financial performance and results of the Company and/or the industry in which it operates.

Forward-looking statements concern future circumstances and results and other statements that are not historical facts, sometimes identified by the words “believes”, expects”, "predicts", "intends", "projects", "plans", "estimates", "aims", "foresees", "anticipates", "targets", and similar expressions. The forward-looking statements contained in the Annual Report and the Interim Financial Report, including assumptions, opinions and views of the Company or cited from third party sources are solely opinions and forecasts which are subject to risks, uncertainties and other factors that may cause actual events to differ materially from any anticipated development. such factors may for example include a change in the price of raw materials.

None of the Company or any of its parent or subsidiaries undertakings or any such person's officers or employees provides any assurance that the assumptions underlying such forward-looking statements are free from errors nor does any of them accept any responsibility for the future accuracy of the opinions expressed in the Annual Report and the Interim Financial Report or the actual occurrence of the forecasted developments.

The Company assumes no obligation, except as required by law, to update any forward-looking statements or to conform these forward-looking statements to its actual results.

The Annual Report and the Interim Financial Report contains information obtained from third parties. You are advised that such third-party information has not been prepared specifically for inclusion in the Annual Report and the Interim Financial Report and the Company has not undertaken any independent investigation to confirm the accuracy or completeness of such information.

Several other factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by statements and information in the Annual Report and the Interim Financial Report.

Should any risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the Annual Report and the Interim Financial Report.

No representation or warranty (express or implied) is made as to, and no reliance should be placed on, any information, including projections, estimates, targets and opinions, contained herein, and no liability whatsoever is accepted as to any errors, omissions or misstatements contained herein, and, accordingly, neither the Company nor any of its subsidiaries or shareholders or any officers, directors, board members or employees accept any liability whatsoever arising directly or indirectly from the use of the Annual Report and the Interim Financial Report.

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