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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of June 2026

Commission File Number: 001-42174

**Icon Energy Corp.**

(Translation of registrant's name into English)

**c/o Pavimar Shipping Co.  
17th km National Road  
Athens-Lamia & Foinikos Str.  
14564, Nea Kifissia  
Athens, Greece  
+30 211 88 81 300**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports  
under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

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**ICON ENERGY CORP.**  
**INTERIM CONSOLIDATED BALANCE SHEETS**

(in thousands of U.S. dollars except for share data)

	<b>Notes</b>	<b>March 31, 2026 (unaudited)</b>	<b>December 31, 2025 (audited)</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 8,979	\$ 3,880
Restricted cash		200	200
Trade receivables		418	278
Due from manager		464	—
Inventories		238	314
Prepayments and advances		352	329
Other current assets		15	32
<b>Total current assets</b>		<b>\$ 10,666</b>	<b>\$ 5,033</b>
<b>Non-current assets</b>			
Vessels, net	4	50,411	51,268
Restricted cash	7	500	500
Deferred drydocking costs, net	5	1,419	1,409
Deferred issuance costs		370	234
<b>Total non-current assets</b>		<b>\$ 52,700</b>	<b>\$ 53,411</b>
<b>Total assets</b>		<b>\$ 63,366</b>	<b>\$ 58,444</b>
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Current portion of long term debt, net of deferred financing costs	7	2,676	2,280
Due to manager	3	—	178
Accounts payable		952	1,363
Deferred revenue		89	140
Accrued liabilities		428	626
<b>Total current liabilities</b>		<b>\$ 4,145</b>	<b>\$ 4,587</b>
<b>Non-current liabilities</b>			
Non-current portion of long term debt, net of deferred financing costs	7	31,619	32,479
<b>Total non-current liabilities</b>		<b>\$ 31,619</b>	<b>\$ 32,479</b>
<b>Total liabilities</b>		<b>\$ 35,764</b>	<b>\$ 37,066</b>
<b>Shareholders' equity</b>			
Common shares: authorized 750,000,000 shares with a \$0.001 par value, 3,214,069 shares issued and outstanding as of March 31, 2026 and 691,977 shares issued and outstanding as of December 31, 2025	8	3	1
Preferred Shares: authorized 250,000,000 shares with \$0.001 par value, 18,954 Series A Preferred Shares issued and outstanding as of March 31, 2026 and December 31, 2025, 1,500,000 Series B Preferred Shares, and nil Series C Preferred Shares issued and outstanding as of March 31, 2026 and December 31, 2025	8	2	2
Additional paid-in capital	8	31,249	25,444
Accumulated Deficit		(3,652)	(4,069)
<b>Total shareholders' equity</b>		<b>\$ 27,602</b>	<b>\$ 21,378</b>
<b>Total shareholders' equity and liabilities</b>		<b>\$ 63,366</b>	<b>\$ 58,444</b>
Commitments and contingencies	6	—	—

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

**ICON ENERGY CORP.**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF INCOME/(LOSS)**

<i>(in thousands of U.S. dollars except for share and per share data)</i>	<b>Notes</b>	<b>Three-month period ended</b>	
		<b>March 31, 2026</b>	<b>March 31, 2025</b>
Revenue, net	2	\$ 3,646	\$ 1,525
Voyage expenses		(165)	(75)
Vessels operating expenses		(1,425)	(928)
Management fees	3	(216)	(144)
General and administrative expenses		(709)	(490)
Depreciation and amortization expenses	4	(857)	(572)
Amortization of deferred drydocking costs	5	(233)	(129)
<b>Operating profit/(loss)</b>		<b>\$ 41</b>	<b>\$ (813)</b>
Interest and finance costs	7,8	(689)	(1,654)
Interest income		42	34
Gain/(loss) on equity-linked instruments, net	8	1,023	(537)
Other costs, net		—	(7)
<b>Net income/(loss)</b>		<b>\$ 417</b>	<b>\$ (2,977)</b>
Cumulative dividends on Series A Preferred Shares	3,8	(1,218)	(636)
<b>Net loss attributable to common shareholders</b>		<b>\$ (801)</b>	<b>\$ (3,613)</b>
<b>Loss per common share, basic and diluted</b>	9	<b>\$ (0.33)</b>	<b>\$ (23.64)</b>
<b>Weighted average number of shares, basic and diluted</b>	9	2,434,348	152,833

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

**ICON ENERGY CORP.**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

	Preferred Shares		Common Shares		Additional Paid in Capital	Retained Earnings/ (Accumulated Deficit)	Total
	No. of Shares	Par Value	No. of Shares	Par Value			
<i>(in thousands of U.S. dollars except for share data)</i>							
<b>Balance January 1, 2025</b>	<b>1,515,000</b>	<b>2</b>	<b>7,250</b>	<b>—</b>	<b>\$ 11,616</b>	<b>\$ 128</b>	<b>\$ 11,746</b>
Issuance of common shares and Placement Agent's Warrant (Note 8)	—	—	429,796	—	12,565	—	12,565
Net loss for the period	—	—	—	—	—	(2,977)	(2,977)
<b>Balance March 31, 2025</b>	<b>1,515,000</b>	<b>2</b>	<b>437,046</b>	<b>—</b>	<b>\$ 24,181</b>	<b>\$ (2,849)</b>	<b>\$ 21,334</b>
<b>Balance January 1, 2026</b>	<b>1,518,954</b>	<b>2</b>	<b>691,977</b>	<b>1</b>	<b>\$ 25,444</b>	<b>\$ (4,069)</b>	<b>\$ 21,378</b>
Issuance of common shares, net of deferred issuance costs (Note 8)	—	—	2,522,092	2	5,805	—	5,807
Net income for the period	—	—	—	—	—	417	417
<b>Balance March 31, 2026</b>	<b>1,518,954</b>	<b>2</b>	<b>3,214,069</b>	<b>3</b>	<b>\$ 31,249</b>	<b>\$ (3,652)</b>	<b>\$ 27,602</b>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

**ICON ENERGY CORP.**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

<i>(in thousands of U.S. dollars—except for share data)</i>	<b>Notes</b>	<b>Three-month period ended</b>	
		<b>March 31, 2026</b>	<b>March 31, 2025</b>
<b>Cash flows from operating activities</b>			
Net Income/(Loss)		\$ 417	\$ (2,977)
<i>Adjustments to reconcile net income/(loss) to net cash provided by operating activities</i>			
Depreciation and amortization expenses	4	857	572
Amortization of financing costs		19	23
Issuance costs and (gain)/loss on equity-linked instruments, net		(1,023)	1,830
Amortization of deferred drydocking costs	5	233	129
<i>(Increase)/decrease in:</i>			
Trade receivables		(140)	—
Due from manager	3	(464)	(286)
Inventories		76	(54)
Prepayments and advances		(23)	15
Other current assets		17	(4)
<i>Increase/(decrease) in:</i>			
Due to manager	3	(178)	(169)
Accounts payable		550	133
Deferred revenue		(51)	40
Accrued liabilities		(241)	187
Payments for drydocking	5	(1,104)	—
<b>Net cash used in operating activities</b>		<b>\$ (1,055)</b>	<b>\$ (561)</b>
<b>Cash flows from investing activities</b>			
Vessel acquisitions and improvements	4	—	(2,750)
<b>Net cash used in investing activities</b>		<b>\$ —</b>	<b>\$ (2,750)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of common shares	8	6,869	11,085
Finance and issuance costs paid	7,8	(231)	(303)
Repayment of long-term debt	7	(484)	(700)
<b>Net cash provided by financing activities</b>		<b>\$ 6,154</b>	<b>\$ 10,082</b>
<b>Net increase in cash, cash equivalents and restricted cash</b>		<b>\$ 5,099</b>	<b>\$ 6,771</b>
Cash, cash equivalents and restricted cash at the beginning of the period		4,580	1,446
<b>Cash, cash equivalents and restricted cash at the end of the period</b>		<b>\$ 9,679</b>	<b>\$ 8,217</b>
<b>Supplemental cash flow information</b>			
Cash paid for interest		\$ 656	\$ 335
<i>Non-cash financing activities</i>			
Issuance costs paid in kind	8	\$ 100	—
<b>Reconciliation of Cash, cash equivalents and restricted cash</b>			
Cash and cash equivalents		\$ 8,979	\$ 7,717
Restricted cash, current		200	—
Restricted cash, non-current		500	500
<b>Total cash, cash equivalents and restricted cash</b>		<b>\$ 9,679</b>	<b>\$ 8,217</b>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

**ICON ENERGY CORP.**  
**NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Expressed in thousands of U.S. dollars—except for share and per share data)*

**1. Basis of Presentation and General Information:**

Icon Energy Corp. (“Icon” and together with its subsidiaries, the “Company”) was incorporated on August 30, 2023, under the laws of the Republic of the Marshall Islands and provides worldwide seaborne transportation services for dry bulk cargoes via its fleet of oceangoing vessels. Icon generates revenues by chartering its vessels to regional and international dry bulk operators, commodity traders and end users. As of March 31, 2026, Icon’s fleet comprised of the following dry bulk vessels:

<b>Vessel Name</b>	<b>Vessel Type</b>	<b>Year Built</b>	<b>Charter Type</b>	<b>Earliest Charter Expiration</b>	<b>Latest Charter Expiration</b>
Alfa	Panamax	2006	Index-linked time charter <sup>(3)</sup>	December 2026	Evergreen <sup>(1)</sup>
Bravo	Kamsarmax	2007	Index-linked time charter	Evergreen <sup>(1)</sup>	Evergreen <sup>(1)</sup>
Charlie	Ultramax	2020	Index-linked time charter <sup>(2)</sup>	August 2027	December 2027

(1) The charter continues indefinitely, subject to 3 months’ termination notice by either party.

(2) In addition to the daily hire rate, the Company is also entitled to receive part of the fuel cost savings to be realized by the charterer through the use of the vessel’s scrubber.

(3) Subsequent to the reporting period, converted to a fixed daily hire rate of \$18,000 for the seven-month period from June to December 2026.

**Formation of the Company.** On June 11, 2024, Icon acquired all of the outstanding shares of the investment holding company Maui Shipping Co. (“Maui”) in exchange for 15,000 Series A Cumulative Convertible Perpetual Preferred Shares (the “Series A Preferred Shares”), 1,500,000 Series B Perpetual Preferred Shares (the “Series B Preferred Shares”), and 1,000 common shares of Icon. Maui was incorporated on October 27, 2022, under the laws of the Republic of Marshall Islands and, on May 3, 2023, entered into a deed of transfer of shares with the shareholders of the shipowning company Positano Marine Inc. (“Positano”), whereby all outstanding shares of Positano were transferred to Maui. For further information, including a description of the main characteristics of the Series A Preferred Shares and Series B Preferred Shares, see Note 8 “*Capital Structure—Formation of the Company.*”

The transactions described above were treated as reorganizations of companies under common control and have been accounted for in a manner similar to the pooling of interests method, as each entity was controlled by the Company’s Chairwoman and Chief Executive Officer. Accordingly, the Company’s unaudited interim condensed consolidated financial statements have been presented by giving retroactive effect to the transactions described above, using historical carrying values of the assets and liabilities of Maui and Positano. The Company’s unaudited interim consolidated statements of income/(loss) present the results of operations for the period in which the transfers occurred as if the transfers of shares and exchange of equity interests had occurred on the date Positano was incorporated and as if Positano and Maui were consolidated subsidiaries of the Company from their date of incorporation. Results of operations and cash flows during the presented periods, comprise those of the previously separate entities consolidated. The equity accounts of the entities are combined and the difference between the consideration paid and the net assets acquired is reflected as an equity transaction and has been given retroactive effect as of the earliest period presented.

**Initial public offering.** On July 15, 2024, Icon completed the initial public offering of its common shares, which began trading on the Nasdaq Capital Market on July 12, 2024, under the symbol “ICON.” For further information see Note 8 “*Capital Structure—Initial public offering.*”

**Reverse stock split.** Unless otherwise stated, all share and per share amounts in these unaudited interim condensed consolidated financial statements have been retroactively adjusted, as of the earliest period presented, to reflect the one-for-forty reverse stock split of the Company’s common shares effected on April 1, 2025 (the “April 2025 Reverse Stock Split”) and the one-for-five reverse stock split of the Company’s common shares effected on January 8, 2026 (the “January 2026 Reverse Stock Split” and together with the April 2025 Reverse Stock Split, the “Reverse Stock Splits”). For further information see Note 8, “*Capital Structure—Reverse Stock Splits.*”

**Subsidiaries.** The accompanying unaudited interim condensed consolidated financial statements include the accounts of Icon and its subsidiaries:

Company	Activity	Incorporation country	Vessel name
Icon Energy Corp.	Parent	Marshall Islands	—
Maui Shipping Co.(1)	Intermediate holding	Marshall Islands	—
Positano Marine Inc.(1)	Shipowning	Marshall Islands	M/V Alfa
Reef Shiptrade Ltd.(1)	Shipowning	Marshall Islands	M/V Bravo
Charlie Marine Ltd.(1)	Bareboat charterer	Marshall Islands	M/V Charlie
Icon Investment Holdings Ltd. (1)(2)	Investment holding	Marshall Islands	—

(1) Wholly owned subsidiaries

(2) Incorporated after the end of the reporting period

## 2. Significant Accounting Policies and Recent Accounting Pronouncements:

A discussion of the Company’s significant accounting policies and recent accounting pronouncements can be found in Note 2 “*Significant Accounting Policies and Recent Accounting Pronouncements*” of the Company’s consolidated financial statements for the year ended December 31, 2025, included in the Company’s annual report on Form 20-F for the year ended December 31, 2025. There have been no material changes to these policies in the three-month period ended March 31, 2026, other than updates to reflect the passage of time and align with the financial data as of March 31, 2026, and for the three-month period then ended, as well as to include accounting policies that became significant to the Company as of March 31, 2026, and during the three-month period then ended, which are discussed below:

**Segmental reporting.** The Company transports dry bulk cargoes along global shipping routes through the ownership and operation of dry bulk vessels. The Company has identified its Chairwoman and Chief Executive Officer as the Chief Operations Decision Maker (“CODM”) in accordance with ASC 280 “*Segment Reporting*.” The CODM manages the business on a consolidated basis and uses the net income/(loss) as reported on the consolidated statements of income/(loss) to allocate resources, make operating decisions and assess performance, without discrete financial information for each charter type, customer, vessel or vessel type. The Company’s vessels serve the same type of customers, have similar operations and maintenance requirements, operate in the same regulatory environment, and are subject to similar economic characteristics. Also, when the Company charters a vessel, the charterer is generally free to trade such vessel worldwide or within broad geographical limits and, therefore, the disclosure of geographical information is impracticable. As a result, the Company has identified one single reportable segment and the assets of such segment are presented under the caption “Total Assets” in the consolidated balance sheets. The significant expense category of the Company’s sole reportable segment is vessel operating expenses as reported on the consolidated statements of income/(loss). Based on the principles of ASC 280 “*Segment Reporting*,” the Company believes that disaggregating into more than one reportable segment, would not be meaningful or informative.

**Revenue, net.** For the three-month periods ended March 31, 2026 and 2025, all of the Company’s revenue derived from lease contracts where the Company is the lessor. During the same periods, the Company’s major charterers that individually accounted for more than 10% of the Company’s revenue, were as follows:

Charterer	% of Company’s revenue during the three-month periods ended	
	March 31, 2026	March 31, 2025
A	—	100%
B	65%	—
C	35%	—

## 3. Transactions with Related Parties:

**Pavimar Shipping Co. (Ship management).** On November 1, 2023, the Company entered into a management agreement with Pavimar Shipping Co. (“Pavimar”), a ship management company incorporated in the Republic of the Marshall Islands, with a branch office in Greece established under the provisions of Greek Law 27 of 1975. Pavimar is controlled by the Company’s Chairwoman and Chief Executive Officer. The management agreement with Pavimar became effective on January 18, 2024, and under its terms, Pavimar provides the Company with vessel commercial and technical management services including, but not limited to, securing employment, post-fixture support, handling vessel sale and purchases, arranging and supervising crew, repairs and maintenance, insurance, provisions, bunkering, day to day vessel operations, and ancillary services.

In the event of termination of the management agreement for any reason other than Pavimar's default, or if a vessel is lost, sold or otherwise disposed of, the management fee payable to Pavimar continues to be payable for a further period of three calendar months as from the termination date or, if greater than three months, for as long as the Company requires the services of Pavimar to finalize all outstanding matters. In addition, in the event of termination of the management agreement due to the Company's default, change of control, or due to the Company tendering a termination notice for any reason other than Pavimar's default, a termination fee of \$584 per vessel shall become due and payable to Pavimar.

Pavimar shall be under no liability whatsoever to the Company for any loss, damage, delay or expense of whatsoever nature, whether direct or indirect, (including but not limited to loss of profit arising out of or in connection with detention of or delay to the vessels) and howsoever arising in the course of performance of the management services unless same is proved to have resulted from the gross negligence or willful default of Pavimar, Pavimar's employees, agents or subcontractors, in which case Pavimar's liability for each incident or series of incidents giving rise to a claim or claims shall never exceed a total of \$1,000 per vessel.

Total charges by Pavimar during the three-month periods ended March 31, 2026 and 2025, comprise of technical management fees of \$216 and \$144, respectively, and commercial management commissions of \$62 and \$19, respectively. These amounts are included in "management fees" and "voyage expenses," respectively, in the accompanying unaudited interim consolidated statements of income/(loss). Further, to enable Pavimar to make payments relating to vessel operating expenses on behalf of the Company, the Company makes monthly working capital advances to Pavimar. Occasional and extraordinary funding needs, including those in relation to drydockings, are covered upon request or reimbursed at cost. Under that management agreement, the outstanding balance as of March 31, 2026, was \$464 due from Pavimar and \$178 due to Pavimar as of December 31, 2025. These amounts are reflected in "Due from manager" and "Due to manager" respectively in the accompanying unaudited interim consolidated balance sheet as of March 31, 2026 and the accompanying consolidated balance sheet as of December 31, 2025. See also Note 12 "Subsequent Events" for transactions with Pavimar after the end of the reporting period.

**Pavimar Shipping Co. (Services agreement).** Pursuant to the services agreement dated October 1, 2023, as amended and restated on April 1, 2024, Pavimar provides the Company with the services of its Chief Executive Officer, Chief Financial Officer and Corporate Secretary. The related fees for the three-month periods ended March 31, 2026 and 2025, amounted to \$4 and \$4, respectively and are included in "General and administrative expenses" in the accompanying unaudited interim consolidated statements of income/(loss). Under that services agreement, the outstanding balance due to Pavimar as of both March 31, 2026 and December 31, 2025 was \$nil. See also Note 12 "Subsequent Events" for transactions with Pavimar after the end of the reporting period.

**Atlantis Holding Corp.** The sole holder of the Series A Preferred Shares and Series B Preferred Shares is Atlantis Holding Corp., an entity incorporated in the Republic of the Marshall Islands, controlled by the Company's Chairwoman and Chief Executive Officer.

Dividends accrued on Series A Preferred Shares for the three month period ended March 31, 2026 and 2025, amounted to \$1,218 and \$636, respectively, and are presented in the accompanying unaudited interim consolidated statements of income/(loss) as a deduction from the net income/(loss) of the relevant periods to derive the net loss attributable to common shareholders. The accumulated dividends on Series A Preferred Shares as of March 31, 2026 and December 31, 2025, amounted to \$1,218 and \$ nil, respectively. This amount is not reflected in the accompanying unaudited interim consolidated balance sheet as of March 31, 2026 as dividends had not been declared by that date.

No dividends were paid on Series A Preferred Shares during the three-month periods ended March 31, 2026 and 2025. Dividends paid on Series A Preferred Shares during the year ended December 31, 2025, amounted to \$3,954 (which were paid in kind by issuing 2,249 Series A Preferred Shares on June 30, 2025 and 1,705 Series A Preferred Shares on December 31, 2025) (see Note 8 "Capital Structure—Formation of the Company").

#### 4. Vessels, net:

The movement in “Vessels, net”, between the periods presented in the accompanying unaudited interim consolidated balance sheet as of March 31, 2026 and the accompanying consolidated balance sheet as of December 31, 2025 is analyzed as follows:

	Vessels cost	Accumulated Depreciation and Amortization	Vessels, net
Balance, January 1, 2026	\$ 57,213	\$ (5,945)	\$ 51,268
Depreciation and amortization expenses	—	(857)	(857)
Balance, March 31, 2026	<u>\$ 57,213</u>	<u>\$ (6,802)</u>	<u>\$ 50,411</u>

**Right-of-use assets under finance leases.** On March 21, 2025, the Company entered into a bareboat agreement with an unaffiliated third party to charter-in, with the option to eventually purchase, a 2020-built, scrubber-fitted, Eco, Ultramax, dry bulk carrier with a carrying capacity of 63,668 dwt. On June 21, 2025, the Company took delivery of the vessel and renamed it M/V *Charlie*. Pursuant to that agreement, the Company made two advance payments of \$2,750 each, the first upon signing, and the second upon delivery. The Company is committed to pay a hire rate of \$7.50 per day over the bareboat charter period, and \$18,000 at the end of its term in June 2028, if the Company exercises its option to purchase the vessel. The Company has declared its intention to exercise such purchase option, subject to certain conditions. The Company assessed the terms of the aforementioned bareboat agreement considering the lease classification criteria under ASC 842 “Leases” and concluded that the agreement is a finance lease. Consequently, the Company has recognized a finance lease liability (see Note 7 “Long-Term Debt”) and recorded a right of use asset under finance lease in an amount of \$28,100.

#### 5. Deferred Drydocking Costs, net:

The movement in “Deferred drydocking costs, net”, between the periods presented in the accompanying unaudited interim consolidated balance sheet as of March 31, 2026 and the accompanying consolidated balance sheet as of December 31, 2025 is analyzed as follows:

	Deferred drydocking costs, net
Balance, January 1, 2026	\$ 1,409
Additions	243
Amortization	(233)
Balance, March 31, 2026	<u>\$ 1,419</u>

The additions to deferred drydocking costs presented above relate to advance costs incurred for the drydocking of the M/V *Alfa* (scheduled for April 2026) and the M/V *Bravo* (scheduled for May 2026), as well as residual costs incurred for the drydocking of M/V *Charlie* (completed in December 2025). The M/V *Alfa* completed her drydocking in May 2026 and the M/V *Bravo* is expected to complete her drydocking in June 2026.

#### 6. Commitments and Contingencies:

Various claims, suits, and complaints, including those involving government regulations and product liability, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, agents, insurance and other claims with suppliers relating to the operations of the Company’s vessels. Currently, management is not aware of any such claims or contingent liabilities, which should be disclosed, or for which a provision should be established in the accompanying unaudited interim condensed consolidated financial statements. The Company is member of a protection and indemnity association (“P&I Club”) that is a member of the International Group of P&I Clubs, which covers its third-party liabilities in connection with its shipping activities. Members of P&I Clubs are typically subject to possible supplemental amounts or calls, payable to the P&I Club based on its claim records as well as the claim records of all other members of the individual associations, and members of the International Group of P&I Clubs.

The Company also accrues for the cost of environmental liabilities when management becomes aware that a liability is probable and is able to reasonably estimate the probable exposure. Currently, management is not aware of any such claims or contingent liabilities, which should be disclosed, or for which a provision should be established in the accompanying unaudited interim condensed consolidated financial statements. The Company’s protection and indemnity insurance coverage for pollution is \$1,000,000 per vessel per incident.

**Commitments under long-term lease contracts.** The minimum contracted revenue expected to be recognized on the non-cancellable time charters of the vessels as of March 31, 2026, is estimated as follows:

Year	Amount
2026	10,997
2027	3,489
<b>Total</b>	<b>\$ 14,486</b>

The amount of minimum contracted revenue is estimated by reference to the contracted period and hire rate, net of charterers' commissions but before brokerage and commercial management commissions and assuming no unforeseen off-hire days. For index-linked contracts, minimum contracted revenue is estimated by reference to the average of the relevant index during the 15 days preceding the calculation date.

#### 7. Long-Term Debt:

The amount of long-term debt shown in the accompanying unaudited interim consolidated balance sheet as of March 31, 2026 and December 31, 2025, is analyzed as follows:

	<u>March 31, 2026</u>	<u>December 31, 2025</u>
<b>Total long-term debt</b>		
Loan agreement	\$ 13,700	\$ 13,900
Finance lease liability	20,758	21,042
Less: Deferred financing costs	(163)	(183)
<b>Total long-term debt, net of deferred financing costs</b>	<b>\$ 34,295</b>	<b>\$ 34,759</b>
<b>Current portion of long-term debt</b>		
Loan agreement	\$ 1,540	\$ 1,170
Finance lease liability	1,209	1,186
Less: Current portion of deferred financing costs	(73)	(76)
<b>Current portion of long-term debt, net of deferred financing costs</b>	<b>\$ 2,676</b>	<b>\$ 2,280</b>
<b>Non-current portion of long-term debt</b>		
Loan agreement	\$ 12,160	\$ 12,730
Finance lease liability	19,549	19,856
Less: Non-current portion of deferred financing costs	(90)	(107)
<b>Non-current portion of long-term debt, net of deferred financing costs</b>	<b>\$ 31,619</b>	<b>\$ 32,479</b>

**Loan agreement.** On September 16, 2024, Positano and Reef Shiptrade Ltd. ("Reef"), as joint and several borrowers, together with Maui, as guarantor, entered into a new term loan facility (the "Maui Term Loan Facility") with a leading international financial institution for up to \$91,500, consisting of a committed portion of up to \$16,500 and an uncommitted upside option of up to another \$75,000. On September 19, 2024, the entities borrowed the \$16,500 committed portion in full, to finance part of the purchase price of the M/V *Bravo* and to leverage the M/V *Alfa*. The borrowed portion of the Maui Term Loan Facility is secured by, among other things, (i) a first priority mortgage on the M/V *Alfa* and the M/V *Bravo*, (ii) an assignment of their earnings and insurances, (iii) a pledge of their earnings accounts, and (iv) a pledge of the equity interests of each of the Company's subsidiaries owning the mortgaged vessels. The Maui Term Loan Facility contains certain undertakings that may limit or restrict the borrower's and the guarantor's ability to (i) incur additional indebtedness, (ii) make any substantial change to the nature of their business, (iii) pay dividends, (iv) sell the mortgaged vessels or change their management, and (v) effect a change of control, enter into any amalgamation, demerger, merger, consolidation or corporate reconstruction or joint venture arrangement. It also contains certain financial covenants, requiring the borrowers to maintain (i) minimum restricted cash deposits of \$250 per mortgaged vessel, (ii) reserves for upcoming vessel drydocking costs and (iii) a maximum 'loan to mortgaged vessels value' ratio of 65%. As of March 31, 2026, the Company was in compliance with all applicable financial covenants.

The uncommitted upside option of up to another \$75,000 under the Maui Term Loan Facility may be made available to the Company, in whole or in parts, to finance future vessel acquisitions. This portion of the Maui Term Loan Facility remains free of interest or other fees, and the Company is not obliged to borrow it, or any part thereof. The terms of borrowing this portion, or any part thereof, will be determined at the time it is requested.

During the three-month period ended March 31, 2026, the weighted average interest rate on the borrowed portion of the Maui Term Loan Facility was 7.62%. The amount outstanding as of March 31, 2026, is repayable in quarterly installments, with a balloon payment due at maturity in December 2028:

Year	Amount
2026	\$ 970
2027	2,280
2028	10,450
<b>Total</b>	<b>\$ 13,700</b>

**Finance lease liability.** The Company, after assessing the terms of the bareboat agreement for M/V *Charlie* (see Note 4 “*Vessels, net*”) considering the lease classification criteria under ASC 842 “*Leases*,” concluded that the agreement is a finance lease. Consequently, the Company has recognized a finance lease liability, which was initially measured at \$21,697, being the net present value of the lease payments to be made over the lease term, including the purchase option to acquire the vessel at the end of the lease period, discounted by the Company’s incremental borrowing rate of approximately 7.6%.

As of March 31, 2026, the outstanding balance was \$20,758, repayable in 27 consecutive monthly installments, including the purchase option at the end of the lease term in June 2028. The following table presents such lease payments, including the purchase option, on an undiscounted basis:

Year	Amount
2026	\$ 2,062
2027	2,738
2028	19,140
<b>Total lease payments (undiscounted)</b>	<b>\$ 23,940</b>
<i>Less: Discount based on incremental borrowing rate</i>	<i>(3,182)</i>
<b>Total finance lease liability</b>	<b>\$ 20,758</b>

The revenue generated from the right of use asset under finance lease during the three-month period ended March 31, 2026, was \$1,296 and is included in “Revenue, net” in the accompanying unaudited interim consolidated statements of income/(loss).

## 8. Capital Structure:

**Formation of the Company.** On June 11, 2024, Icon acquired all of the outstanding shares of Maui in exchange for 15,000 Series A Preferred Shares, 1,500,000 Series B Preferred Shares, and 1,000 common shares of Icon. Maui was incorporated on October 27, 2022, under the laws of the Republic of Marshall Islands and, on May 3, 2023, entered into a deed of transfer of shares with the shareholders of Positano, whereby all outstanding shares of Positano were transferred to Maui. The transaction was accounted for as described in Note 1 “*Basis of Presentation and General Information*” herein. The main characteristics of the Series A Preferred Shares and the Series B Preferred Shares are as follows:

- Series A Preferred Shares have a stated amount of \$1,000 each, are perpetual, non-redeemable, have no maturity date and rank senior to the Company’s common shares and Series B Preferred Shares, with respect to dividend distributions and distributions upon liquidation, dissolution or winding up of the affairs of the Company, or upon sale of all or substantially all of the assets, property or business of the Company, or upon a change of control of the Company.

Each holder of Series A Preferred Shares has the right, subject to certain conditions, at any time commencing on July 16, 2025 and until July 15, 2032, to convert all (but not a portion), of the Series A Preferred Shares beneficially held by such holder into a number of common shares equal to the quotient of the aggregate stated amount of the Series A Preferred Shares converted plus any accrued and unpaid dividends divided by the conversion rate then in effect. The conversion rate is equal to the lower of (i) \$1,200 per common share, subject to certain anti-dilution adjustments (i.e. in the event of capital reorganization, merger, stock dividend or other distribution of the Company's assets, stock split or combination) (the "Pre-Determined Price") and (ii) the volume weighted average price ("VWAP") of the Company's common shares over the five consecutive trading day period expiring on the trading day immediately prior to the date of delivery of written notice of the conversion. The Pre-Determined Price is also subject to adjustments, when the Company issues equity securities at prices below the Pre-Determined Price then in effect. In that event, the Pre-Determined Price shall be reduced to an amount equal to the effective price of such issuance of equity securities. Such adjustment, may have an effect incremental to maintaining the value of the conversion privilege and, therefore, constitutes a down round feature. The issuance of the Company's equity securities in the January 2025 offering, the ATM Agreement and pursuant to the Standby Equity Purchase Agreement (all discussed below), would have triggered such feature, however, same have been deemed to be issuances of "Excluded Shares" as defined in the terms of the Series A Preferred Shares and, therefore, all potential adjustments to the Pre-Determined Price as a result of the January 2025 offering and the issuance of common shares pursuant to the Standby Equity Purchase Agreement have been waived.

The holders of Series A Preferred Shares have no voting rights, subject to limited exceptions, and are entitled to receive biannual dividends, on each June 30 and December 31, payable in cash or in kind (in the form of additional Series A Preferred Shares) or in a combination thereof, in the Company's option, accruing at the applicable dividend rate per annum on the stated amount per Series A Preferred Share and on any unpaid accrued dividends. Dividends on Series A Preferred Shares are cumulative and accrue, whether or not declared by the Company's Board of Directors, however, such dividends are payable only when, as, and if declared by the Company's Board of Directors. In each event of non-payment or payment in kind, the dividend rate then in effect shall increase by a factor of 1.33 ("Non-payment Rate Adjustment") or 1.30 ("PIK Rate Adjustment"), respectively, from the day of such event onwards. On the day a previous non-payment is rectified by payment in cash, the relevant Non-payment Rate Adjustment will cease to apply. If the previous non-payment is rectified by payment in kind, the relevant Non-payment Rate Adjustment will cease to apply and the PIK Rate Adjustment will be permanently applied instead. Partial non-payments, payments in kind or rectifications of previous non-payments, will be treated proportionally.

On June 30, 2025, and December 31, 2025, the Company issued 2,249 and 1,705 Series A Preferred Shares, respectively, as payment-in-kind for the dividends accrued up to such dates, totaling \$3,954. Following these payments-in-kind, the applicable dividend rate increased to 25.7% to reflect the application of the PIK Rate Adjustments (see also Note 3 "Transactions with Related Parties" herein).

The holders of Series A Preferred Shares also have the right to participate, on an as-converted basis, in certain non-recurring dividends and distributions declared or made on common shares. Accordingly, the sole holder of Series A Preferred Shares did not participate on an as-converted basis or otherwise, in any of the dividends the Company has declared and paid to common shareholders. Lastly, no cash dividend may be paid to common shareholders unless full cumulative dividends have been, or contemporaneously are being, paid or provided for on all outstanding Series A Preferred Shares for all prior and then-ending dividend periods. Nevertheless, the sole holder of the Series A Preferred Shares has consented to the payment of all the dividends the Company has so far declared and paid to common shareholders.

- Series B Preferred Shares are perpetual, non-redeemable, not convertible into common shares, have no maturity date and rank *pari-passu* with the Company's common shares. Each Series B Preferred Share has the voting power of 1,000 common shares and counts for 1,000 votes for purposes of determining quorum at a meeting of shareholders, subject to adjustments to maintain a substantially identical voting interest in the Company following certain events. The holders of Series B Preferred Shares have no dividend or distribution rights, other than upon the Company's liquidation, dissolution or winding up, in which event the holders of Series B Preferred Shares shall be entitled to receive a payment up to an amount equal to the par value per Series B Preferred Share. Also, if the Company declares or makes any dividend or other distribution of voting securities of a subsidiary to the holders of the Company's common shares by way of a spin off or other similar transaction, then, in each such case, each holder of Series B Preferred Shares shall be entitled to receive preferred shares of the subsidiary whose voting securities are so distributed with at least substantially similar rights, preferences, privileges and voting powers, and limitations and restrictions as those of the Series B Preferred Shares.

**Shareholders' rights agreement.** On July 11, 2024, the Company entered into a shareholders' rights agreement (the "Rights Agreement") with Computershare Trust Company, N.A., as rights agent. Pursuant to the Rights Agreement, each of the Company's common shares includes one right ("Right") that entitles the holder to purchase from the Company one one-thousandth of a share of Series C Participating Preferred Share (the "Series C Preferred Share") for \$5,000 (the "Series C Exercise Price"), once the Rights become exercisable, subject to specified adjustments. The Rights will separate from the common shares and become exercisable only if a person or group acquires beneficial ownership of 10% (15% in the case of a passive institutional investor) or more of the Company's outstanding common shares, in a transaction not approved by the Company's Board of Directors, provided that none of the Company's Chairwoman and Chief Executive Officer or her controlled affiliates will be considered an "acquiring person." In that situation, each holder of a Right (other than the acquiring person, whose Rights will become void and will not be exercisable) will have the right to purchase, in lieu of one one-thousandth of a Series C Preferred Share, upon payment of the Series C Exercise Price, a number of the Company's common shares having a then-current market value (as defined in the Rights Agreement) equal to twice the Series C Exercise Price. In addition, if the Company is acquired in a merger or other business combination after an acquiring person acquires 10% (15% in the case of a passive institutional investor) or more of the Company's common shares, each holder of a Right will thereafter have the right to purchase, in lieu of one one-thousandth of a Series C Preferred Share, upon payment of the Series C Exercise Price, a number of common shares of the acquiring person having a then-current market value equal to twice the Series C Exercise Price. The acquiring person will not be entitled to exercise these Rights. Furthermore, the Company's Board of Directors may redeem the Rights for \$0.001 per Right under certain circumstances. If the Board of Directors redeems any Rights, it must redeem all of the Rights. Once the Rights are redeemed, the only right of the holders of the Rights will be to receive the redemption price of \$0.001 per Right. In addition, after a person or group becomes an acquiring person, but before an acquiring person owns 50% or more of the Company's outstanding common shares, the Board of Directors may extinguish the Rights by exchanging one common share or an equivalent security for each Right, other than Rights held by the acquiring person. In certain circumstances, the Company may elect to exchange the Rights for cash or other of the Company's securities having a value approximately equal to one common share. Under the Rights Agreement's terms, it will expire on July 11, 2034.

**Initial public offering.** On July 15, 2024, the Company completed the initial public offering of 6,250 of its common shares, at an offering price of \$800 per share, for gross proceeds of approximately \$5,000, before deducting underwriting discounts and offering expenses. Icon's common shares began trading on the Nasdaq Capital Market on July 12, 2024, under the symbol "ICON." Issuance costs directly attributable to the Company's initial public offering were initially deferred and, in turn, charged against the gross proceeds of that offering.

**First Representative's Warrant.** On July 15, 2024, in connection to the Company's initial public offering, the Company issued to Maxim Group LLC, for acting as sole book-running manager, a warrant to purchase up to 400 common shares, in whole or in parts, at an exercise price of \$880 per common share, subject to certain anti-dilution adjustments (i.e. in the event of capital reorganization, merger, stock dividend or other distribution of the Company's assets, stock split or combination) (the "First Representative's Warrant"). If at the time of exercise of the First Representative's Warrant there is no effective registration statement registering, or the prospectus contained therein is not available for the issuance of, the common shares issuable upon such exercise, then the First Representative's Warrant may only be exercised, in whole or in part, by means of a cashless exercise in which case, the holder shall be entitled to receive a number of common shares equal to the difference between the applicable spot price per common share of the Company (as determined in the First Representative's Warrant) and the exercise price then in effect, multiplied by the number of common shares that would be issuable upon a cash exercise, divided by the applicable spot price per common share of the Company (as determined in the First Representative's Warrant). The First Representative's Warrant is exercisable on or after January 11, 2025, expires on July 11, 2027, and does not entitle its holder to any voting rights, dividends or other rights as a shareholder of the Company prior to its exercise. As of March 31, 2026, no First Representative's Warrants had been exercised.

The accounting of the First Representative's Warrant was assessed in accordance with the Company's policy for distinguishing liabilities from equity (see Note 2 "*Significant Accounting Policies and Recent Accounting Pronouncements*" of the Company's consolidated financial statements for the year ended December 31, 2025, included in the Company's annual report on Form 20-F for the year ended December 31, 2025) and it was determined that classification as equity is appropriate and that no features required bifurcation. In addition, since the First Representative's Warrant was issued to Maxim Group LLC for its services in connection with the Company's initial public offering, the Company considered the provisions of ASC 718 "*Compensation-Stock Compensation*" and the cost of the First Representative's Warrant was classified within shareholders' equity, against the respective offering proceeds.

**January 2025 offering.** On January 24, 2025, the Company completed a public offering of 45,802 units, each unit consisting of one common share and one warrant (the "Class A Warrants") to purchase common shares, at an offering price of \$262 per unit (such numbers retroactively adjusted for the Reverse Stock Splits), for gross proceeds of approximately \$12,000, before deducting underwriting discounts and offering expenses. Issuance costs directly attributable to the Company's January 2025 offering were immediately expensed, since the Class A Warrants were classified as a liability (see section "*Class A Warrants*" below) at an initially estimated fair value that exceeded the proceeds received. Such issuance costs, amounting to \$1,293, are included in "interest and finance costs, net" in the accompanying unaudited interim consolidated statement of loss. The Company's principal purpose for the offering was to obtain additional capital to fund its operations and growth, including, among other things, funding for working capital needs, debt repayments and fleet expansion.

**Placement Agent's Warrant.** On January 24, 2025, in connection to the Company's January 2025 offering, the Company issued to Maxim Group LLC, for acting as placement agent, a warrant to purchase up to 2,290 common shares, in whole or in parts, at an exercise price of \$288.20 per common share, subject to certain anti-dilution adjustments (i.e. in the event of capital reorganization, merger, stock dividend or other distribution of the Company's assets, stock split or combination) (the "Placement Agent's Warrant"). If at the time of exercise of the Placement Agent's Warrant there is no effective registration statement registering, or the prospectus contained therein is not available for the issuance of, the common shares issuable upon such exercise, then the Placement Agent's Warrant may only be exercised, in whole or in part, by means of a cashless exercise in which case, the holder shall be entitled to receive a number of common shares equal to the difference between the applicable spot price per common share of the Company (as determined in the Placement Agent's Warrant) and the exercise price then in effect, multiplied by the number of common shares that would be issuable upon a cash exercise, divided by the applicable spot price per common share of the Company (as determined in the Placement Agent's Warrant). The Placement Agent's Warrant is exercisable on or after July 24, 2025, expires on July 24, 2028, and does not entitle its holder to any voting rights, dividends or other rights as a shareholder of the Company prior to its exercise. As of March 31, 2026, no Placement Agent's Warrants have been exercised.

The accounting of the Placement Agent's Warrant was assessed in accordance with the Company's policy for distinguishing liabilities from equity (see Note 2 "*Significant Accounting Policies and Recent Accounting Pronouncements*" of the Company's consolidated financial statements for the year ended December 31, 2025, included in the Company's annual report on Form 20-F for the year ended December 31, 2025) and it was determined that classification as equity is appropriate and that no features required bifurcation. In addition, since the Placement Agent's Warrant was issued to Maxim Group LLC for its services in connection with the Company's January 2025 offering, the Company considered the provisions of ASC 718 "*Compensation-Stock Compensation*" and the cost of the Placement Agent's Warrant was immediately expensed similarly to the issuance costs related to the January 2025 offering, discussed above.

**Class A Warrants.** The Class A Warrants included in the units sold by the Company in its January 2025 offering were immediately exercisable upon issuance, subject to certain beneficial ownership limitations, and expire on January 24, 2028. The Class A Warrants also contain certain (i) provisions adjusting the exercise price and number of underlying common shares and (ii) mechanisms pursuant to which the holders can exercise each Class A Warrant for no additional cash consideration. Based on the combination of these features, the maximum number of underlying common shares ranged between 45,802 and 458,015. As of March 31, 2025, substantially all of the Class A Warrants had been exercised via such cashless mechanism and the Company issued 383,976 common shares. The remaining Class A Warrants can be exercised for up to 10 common shares.

The accounting of the Class A Warrants was assessed in accordance with the Company's policy for distinguishing liabilities from equity (see Note 2 "*Significant Accounting Policies and Recent Accounting Pronouncements*" of the Company's consolidated financial statements for the year ended December 31, 2025, included in the Company's annual report on Form 20-F for the year ended December 31, 2025) and it was determined that the Class A Warrants cannot be considered indexed to the Company's stock due to alternative settlement method and, therefore, they were recorded as liabilities at fair value. The excess of such fair value over the proceeds received was recognized as a loss in the unaudited interim consolidated statement of loss for the three-month period ended March 31, 2025. Upon each settlement and reporting period end date, the Class A Warrants were remeasured to their fair value with the resulting gain/(loss) from changes in fair value being recorded in the unaudited interim consolidated statement of income/(loss), the respective liability settled, and shares issued recorded in equity with appropriate allocation between par value and additional paid in capital. During the three months period ended March 31, 2025 the Company recorded a net loss of \$537, which is included in "Gain/(loss) on equity-linked instruments, net" in the accompanying unaudited interim consolidated statement of loss. For further details about these fair value measurements see Note 10 "*Financial Instruments and Fair Value Disclosures.*"

**NASDAQ Minimum Bid Price.** On March 7, 2025, the Company received a written notification from The Nasdaq Stock Market ("Nasdaq"), indicating that because the closing bid price of its common shares for 30 consecutive trading days, from January 23, 2025, to March 6, 2025, was below \$1.00 per share, the Company was no longer in compliance with Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Price Requirement"). On April 1, 2025, the Company effected the April 2025 Reverse Stock Split (as discussed below) and subsequently received a letter from Nasdaq confirming that the Company had regained compliance with the Minimum Bid Price Requirement.

**Reverse stock splits.** On April 1, 2025, Icon effected a reverse stock split (the "April 2025 Reverse Stock Split"), whereby every forty of its issued and outstanding common shares were automatically converted into one. On January 8, 2026, Icon effected a further reverse stock split (the "January 2026 Reverse Stock Split" and together with the April 2025 Reverse Stock Split, the "Reverse Stock Splits"), whereby every five of its issued and outstanding common shares were automatically converted into one. The Reverse Stock Splits were effected without any change in the par value per share or the total number of common shares Icon is authorized to issue. Also, the Reverse Stock Splits did not (i) affect any common shareholder's ownership percentage (except as a result of the cancellation of fractional shares which were settled in cash), (ii) have any direct impact on the market capitalization of the Company, or (iii) modify any voting rights or other terms of the common shares. Immediately before the January 2026 Reverse Stock Split, Icon had 3,460,000 issued and outstanding common shares, which were reduced to 691,977 issued and outstanding common shares.

**August 2025 Standby Equity Purchase Agreement.** On August 27, 2025, the Company entered into a Standby Equity Purchase Agreement ("SEPA") with YA II PN, Ltd., a Cayman Islands exempt limited company ("Yorkville"), pursuant to which the Company has the right, but not the obligation, to issue (each such issuance, an "Advance") to Yorkville, and Yorkville has the obligation to subscribe for, up to \$20,000 (the "Commitment Amount") of the Company's common shares, from time to time during a three-year commitment period ending August 27, 2028, subject to certain conditions, including trading volume thresholds and the Company having in place an effective registration statement for the resale by Yorkville of the common shares to be issued under the SEPA. The SEPA does not require Yorkville to subscribe for or acquire any common shares under the SEPA if those common shares, when aggregated with all other common shares beneficially owned by Yorkville and its affiliates, would result in Yorkville and its affiliates (on an aggregated basis) beneficially owning more than 4.99% of the then outstanding voting power or number of common shares. Under each Advance, the Company may issue common shares to Yorkville at a price equal to either (i) 96% of the daily VWAP during a one-day pricing period or (ii) 97% of the lowest daily VWAP during a three-day pricing period, at the Company's election.

In connection with the SEPA, the Company paid to Yorkville a structuring and due diligence fee in the amount of \$25. In addition, the Company agreed to pay a commitment fee equal to 1% of the Commitment Amount as follows: half due at execution of the SEPA, and the remaining half due at the earlier of (i) \$10,000 worth of Advances or (ii) the 6-month anniversary of the execution of the SEPA. At each due date, the Company had the option, at its discretion, to pay all or a portion of the commitment fee then due by the issuance of such number of common shares that is equal to the applicable portion of the commitment fee divided by the average of the daily VWAPs of the Company's common shares during the three trading days immediately prior to the applicable due date. Upon the execution of the SEPA, the Company issued 9,049 common shares to Yorkville in satisfaction of the first half of the commitment fee and on March 3, 2026, issued an additional 72,386 common shares in satisfaction of the remaining balance.

The accounting of the SEPA, which, subject to its terms and conditions, gives the right to the Company to require Yorkville to purchase common shares from the Company ("put right"), was assessed in accordance with the Company's policy for contracts in its own equity (see Note 2 "*Significant Accounting Policies and Recent Accounting Pronouncements*" of the Company's consolidated financial statements for the year ended December 31, 2025, included in the Company's annual report on Form 20-F for the year ended December 31, 2025) and it was determined that the SEPA is an equity-linked instrument that does not qualify for equity classification. Accordingly, the put right was measured at fair value on the agreement date and remeasured as of December 31, 2025 and as of March 31, 2026. The Company analyzed the terms of the freestanding put right and concluded that its fair value was de-minimis at all measurement dates.

During the three-month period ending March 31, 2026, the Company issued 1,816,493 common shares under the SEPA, resulting in net proceeds of \$5,783 and a net gain on issuance of \$1,023 which is included in “Gain/(loss) on equity-linked instruments, net” in the accompanying unaudited interim consolidated statement of income. As of such date, \$12,810 of the Commitment Amount remains available for future Advances.

**December 2025 Share Repurchase Program.** On December 18, 2025, the Company’s Board of Directors authorized a share repurchase program under which the Company may, from time to time, repurchase up to an aggregate of \$1,000 of its outstanding common shares through December 31, 2026 (the “Program”). Repurchases under the Program may be made, from time to time, in privately negotiated transactions, in open market transactions, or by other means, including through trading plans intended to qualify under Rule 10b-18 and/or Rule 10b5-1 of the U.S. Securities Exchange Act of 1934, as amended. The amount and timing of any repurchases made under the Program will be at the Company’s sole discretion and will depend on a variety of factors, including legal requirements, market conditions, other investment opportunities, available liquidity, and the prevailing market price of the Company’s common shares. The Program does not obligate the Company to repurchase any dollar amount or number of common shares and may be suspended or discontinued at any time at the Company’s discretion. As of March 31, 2026, no common shares had been repurchased under the Program.

**ATM Agreement:** On February 4, 2026, the Company entered into an at-the-market offering agreement (the “ATM Agreement”) with Maxim Group LLC (“Maxim”). Under the terms of the ATM Agreement, the Company may, from time to time, offer and sell its common shares having an aggregate offering value of up to \$3,400 to or through Maxim, acting as sales agent. The timing and amount of any sales under the ATM Agreement are at the Company’s sole discretion. During the three-month period ending March 31, 2026, the Company issued 633,213 common shares pursuant to the ATM Agreement for aggregate net proceeds of \$1,132.

**9. Loss per common share:**

All common shares issued have equal rights and participate in dividends. Profit or loss attributable to common shareholders is adjusted by the contractual amount of dividends on Series A Preferred Shares. Diluted loss per common share, if applicable, reflects the potential dilution that could occur if potentially dilutive instruments were exercised, resulting in the issuance of additional shares that would then share in the Company’s net income/(loss).

	Three-month periods ended	
	March 31, 2026	March 31, 2025
Net income/(loss)	\$ 417	\$ (2,977)
Cumulative dividends on Series A Preferred Shares	(1,218)	(636)
<b>Net loss attributable to common shareholders</b>	<b>\$ (801)</b>	<b>\$ (3,613)</b>
Divided by: Weighted average number of common shares, basic and diluted	2,434,348	152,833
<b>Loss per common share, basic and diluted</b>	<b>\$ (0.33)</b>	<b>\$ (23.64)</b>

Securities that could potentially dilute basic loss per common share in the future that were not included in the above computation of diluted loss per common share, because to do so would have anti-dilutive effect, are (i) the First Representative’s Warrant, (ii) the Placement Agent’s Warrant, (iii) the Class A Warrants and (iv) the Series A Preferred Shares (see Note 8 “Capital Structure” herein).

**10. Financial Instruments and Fair Value Disclosures:**

**Credit risk.** Financial instruments which potentially subject the Company to significant concentrations of credit risk, consist principally of trade receivables, amounts due from Pavimar, and cash, cash equivalents and restricted cash. The Company limits its credit risk by performing ongoing credit evaluations of its counterparties’ financial condition and by collecting its trade receivables mainly in advance. The Company generally does not require collateral for its trade receivables, but when considered necessary it may pursue additional securities and guarantees from its customers. Also, the Company places its cash and cash equivalents with established financial institutions and performs periodic evaluations of the relative credit standing of those financial institutions.

**Fair value.** The carrying values of the Company’s trade receivables, amounts due from/to the manager, accounts payable, and accrued liabilities, approximate their respective fair values due to the short-term nature of these financial instruments. Cash, cash equivalents and restricted cash are considered as Level 1 items in accordance with the fair value hierarchy. The recorded value of the Company’s long-term debt is a reasonable estimate of its fair value as it bears interest at a variable rate based on SOFR, which is observable at commonly quoted intervals for the full term of the long-term debt. Therefore, long-term debt is considered as a Level 2 item in accordance with the fair value hierarchy.

Estimating fair values of asset or liability classified financial instruments requires the development of estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques are highly volatile and sensitive to changes in the trading market price of the Company’s common shares. In estimating the fair value of the Class A Warrants, the Company considered their features, including their immediate exercisability, the holders’ cashless exercise option and the maximum underlying common shares, and determined it is appropriate to value them through Level 1 inputs, namely the quoted closing market price of the Company’s common shares on each measurement date. Accordingly, the Company initially recognized the Class A Warrants at an estimated fair value of \$46,269. The excess of such fair value over the proceeds received, amounting to \$34,278, was recognized as a loss in the unaudited interim consolidated statement of loss for the three-month period ended March 31, 2025. Substantially all of the Class A Warrants were exercised between February 11, 2025, and March 27, 2025, and from the non-recurring fair value measurements during that period, the Company recorded (i) a gain on settlement of \$3,945 and (ii) a gain from changes in fair value of \$29,796. The gain from the recurring measurement of the fair value of the outstanding Class A Warrants as of March 31, 2026, and the fair value of the outstanding Class A Warrants as of that date were not material.

As described in Note 8 “*Capital Structure*”, the Company classifies the SEPA as an equity-linked instrument measured at fair value. Upon the settlement of Advances under the SEPA, the Company measures the common shares issued at their fair value on the issuance date.

The effect of these financial instruments is included in “Gain/(loss) on equity-linked instruments, net” in the accompanying unaudited interim consolidated statements of income/(loss). The following table presents the effect of the Company’s financial instruments measured at fair value on the unaudited interim consolidated statements of income/(loss) for the three-month periods ended March 31, 2026 and 2025:

	<b>Three-month periods ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>Financial instruments</b>		
Class A Warrants	\$ —	\$ (537)
Gain on settlement of shares issued under the SEPA	1,023	—
<b>Total</b>	<b>\$ 1,023</b>	<b>\$ (537)</b>

**11. Taxes:**

**Marshall Islands tax considerations.** Icon and all of its subsidiaries are incorporated in the Republic of the Marshall Islands as non-resident corporations pursuant to the Marshall Islands Business Corporations Act (the “BCA”) and are not doing business in the Republic of the Marshall Islands. As such, Icon and all of its subsidiaries and are not subject to tax on income or capital gains, no Marshall Islands withholding tax will be imposed upon payment of dividends to their respective shareholders, and their shareholders that are not residents of or domiciled or carrying on any commercial activity in the Republic of the Marshall Islands will not be subject to Marshall Islands tax on the sale or other disposition of their shares.

**Taxation on United States source income.** Pursuant to Section 883 of the Internal Revenue Code of the United States (the “Code”), U.S. source income from the international operation of ships is generally exempt from U.S. federal income tax on such income if the company meets the following requirements: (a) the company is organized in a foreign country that grants an equivalent exemption to corporations organized in the U. S. and (b) either (i) more than 50 percent of the value of the company’s stock is owned, directly or indirectly, by individuals who are “residents” of the company’s country of organization or of another foreign country that grants an “equivalent exemption” to corporations organized in the U.S. (the “50% Ownership Test”) or (ii) the company’s stock is “primarily and regularly traded on one or more established securities markets” in its country of organization, in another country that grants an “equivalent exemption” to corporations organized in the U.S., or in the U.S. (the “Publicly-Traded Test”). For the purposes of the Publicly-Traded Test, the regulations provide that the stock of a foreign corporation will be considered to be “primarily traded” on an established securities market in a country if the number of shares of each class of stock used to satisfy the Publicly-Traded Test that is traded during the taxable year on all established securities markets in that country exceeds the number of shares in each such class that is traded during that year on established securities markets in any other single country. Furthermore, the stock of a foreign corporation will be considered “regularly traded” if one or more classes of its stock representing 50% or more of its outstanding shares, by total combined voting power of all classes of stock entitled to vote and by total combined value of all classes of stock, are listed on one or more established securities markets.

The jurisdiction where Icon and its subsidiaries are incorporated grant an equivalent exemption to United States corporations. The Company believes that it will satisfy the 50% Ownership Test for the 2026 and 2025 taxable years and expects to satisfy the substantiation and reporting requirements to claim the respective benefits. Therefore, the Company intends to take the position that it is exempt from U.S. federal income tax under Section 883 of the Code during the 2026 and 2025 taxable years. However, there can be no assurance that the Company will continue to satisfy the requirements of the 50% Ownership Test in future taxable years.

## 12. Subsequent Events:

**Shares issued under the ATM.** Subsequent to the end of the reporting period and through the date these unaudited interim condensed consolidated financial statements were issued, the Company issued 496,040 common shares pursuant to Advances under the ATM for aggregate net proceeds of \$617.

**Shares repurchased under the Program.** Subsequent to the end of the reporting period and through the date these unaudited interim condensed consolidated financial statements were issued, the Company repurchased under the Program 77,396 common shares for aggregate gross amount of \$75.

**Transactions with Pavimar.** Pursuant to the services agreement dated October 1, 2023, as amended and restated on April 1, 2024, Pavimar is eligible to receive incentive compensation from the Company in connection with the services rendered, at such times, amounts, and forms as may be determined by the Company’s Board of Directors. No incentive compensation has been approved since October 1, 2023. On April 1, 2026, the independent Compensation Committee of the Company’s Board of Directors approved incentive compensation in the amount of \$200. On June 5, 2026, the Company and Pavimar executed a new agreement (the “Master Management Agreement”) to supersede and expand upon the existing arrangements between the parties. The Master Management Agreement is retroactively effective from April 1, 2026, being the date the Company’s Board of Directors approved entering into such agreement, with all prior services and management agreements being terminated and with all termination fees and other amounts otherwise payable in connection with such terminations being waived. Pursuant to the Master Management Agreement and under the Company’s direction, Pavimar provides the Company with a range of corporate management and administration services (the “Corporate Services”), including, but not limited to, accounting, representation, tax administration, clerical and secretarial support, corporate officer services (including the services of the Company’s Chief Executive Officer, Chief Financial Officer and Corporate Secretary), third party professional services coordination, investment administration, financial advisory and treasury services. In exchange for the Corporate Services, unless otherwise agreed on a case by case basis, Pavimar charges a quarterly fee of \$25 per vessel plus \$125 for the group as a whole, a 1.00% capital raising commission on all gross capital raised by the Company in capital and debt markets, an annual investment administration fee equal to 1.00% of the net asset value of the Company’s passive investments, and a contingent fee equal to 15% of realized net profits, if any, from the Company’s passive investments. In addition, Pavimar provides the Company with vessel commercial and technical management services (the “Ship Management Services”), including, but not limited to, securing employment, post-fixture support, handling vessel sale and purchases, arranging and supervising crew, repairs and maintenance, insurance, provisions, bunkering, day to day vessel operations, and ancillary services. In exchange for the Ship Management Services, unless otherwise agreed on a case by case basis, Pavimar charges a daily management fee of \$0.8 per vessel, a performance incentive of 1.25% on all gross income arising out of or in connection with the use or operations of the Company’s vessels, and a commission of 1.00% on the gross sale or purchase price on each vessel sale or purchase transaction. The Master Management Agreement also provides for annual inflation adjustments to fixed fees, reimbursement of out-of-pocket costs and expenses, extraordinary fees for incremental services that may be requested by the Company, and allows for incentive compensation at such times, amounts, and forms as may be determined by the Company’s Board of Directors. The Master Management Agreement has a term of eight years, renewing annually, and provides for payment of a termination fee equal to the fixed fees that would otherwise be payable over the remaining term of the Master Management Agreement.

**Investment.** On May 22, 2026, the Company’s Board of Directors approved the Company’s non-controlling participation in the acquisition of a 2,000 TEU geared container feeder with high reefer capacity, built in 2008 and employed under a long-term contract with an investment-grade liner operator. The Company has agreed to invest \$488 in exchange for a 4.7% equity interest in the entity formed to acquire the vessel.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited interim condensed consolidated financial statements and the notes thereto, filed with the U.S. Securities and Exchange Commission (the "SEC") on the same day as this discussion. Those financial statements have been prepared in U.S. dollars and in conformity with United States generally accepted accounting principles ("US GAAP") and, among other things, include more detailed information regarding the basis of presentation for the following information. Unless otherwise specified herein or the context otherwise requires, references to "Icon," "Icon Energy," the "Company," "we," "our" and "us" or similar terms, refer to Icon Energy Corp. or any one or more of its subsidiaries, or to such entities collectively.

All share and per share amounts referenced in this discussion give retroactive effect, as of the earliest period presented, to the one-for-five reverse stock split of our common shares effected on January 8, 2026 as well as the one-for-forty reverse stock split of our common shares effected on April 1, 2025. Unless otherwise indicated, all references to "our fleet," and "our vessels," include right-of-use assets under finance leases, and all references to currency amounts are in U.S. dollars. We use the term deadweight tons ("dwt") in describing the size of our vessels. Dwt, expressed in metric tons (1,000 kilograms), is a measure of the total weight a vessel can safely carry, including cargo, fuel, ballast and fresh water, lubricants, crew, provisions, stores and spare parts.

### Overview

We are a growth-oriented shipping company, providing worldwide seaborne transportation services for dry bulk cargoes via our fleet of oceangoing vessels. We generate our revenues by chartering our vessels to regional and international dry bulk operators, commodity traders and end users. As of March 31, 2026, our fleet comprised of the following dry bulk vessels:

Vessel Name	Vessel Type	Year Built	Charter Type	Earliest Charter Expiration	Latest Charter Expiration
Alfa	Panamax	2006	Index-linked time charter <sup>(3)</sup>	December 2026	Evergreen <sup>(1)</sup>
Bravo	Kamsarmax	2007	Index-linked time charter	Evergreen <sup>(1)</sup>	Evergreen <sup>(1)</sup>
Charlie	Ultramax	2020	Index-linked time charter <sup>(2)</sup>	August 2027	December 2027

- (1) The charter continues indefinitely, subject to 3 months' termination notice by either party.
- (2) In addition to the daily hire rate, the Company is also entitled to receive part of the fuel cost savings to be realized by the charterer through the use of the vessel's scrubber.
- (3) Subsequent to the reporting period, converted to a fixed daily hire rate of \$18,000 for the seven-month period from June to December 2026.

### Implications of Being an Emerging Growth Company

We qualify as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). An emerging growth company may take advantage of specified reduced reporting and other burdens that are otherwise applicable generally to public companies. These provisions include, amongst other things:

- exemption from the auditor attestation requirement in the assessment of the emerging growth company's internal controls over financial reporting under Section 404(b) of the Sarbanes-Oxley Act of 2002;
- exemption from new or revised financial accounting standards applicable to public companies until such standards are also applicable to private companies; and
- exemption from compliance with any new requirements adopted by the Public Company Accounting Oversight Board, requiring mandatory audit firm rotation or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and financial statements.

We may take advantage of these provisions until the end of the fiscal year following the fifth anniversary of our initial public offering or such earlier time that we are no longer an emerging growth company. We will cease to be an emerging growth company if we have more than \$1.235 billion in “total annual gross revenues” during the most recently completed fiscal year, we have issued more than \$1 billion in non-convertible debt in the past three years, or we become a “large accelerated filer”. For as long as we take advantage of the reduced reporting obligations, the information that we provide shareholders may be different from information provided by other public companies.

We are choosing to take advantage of these reduced burdens, save for the exemption from new or revised financial accounting standards applicable to public companies until such standards are also applicable to private companies. We are choosing to “opt out” of such extended transition period and will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth public companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

#### **Cautionary Note Regarding Forward-Looking Statements**

This discussion and analysis of financial condition and results of operations contains “forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.” Forward-looking statements include, but are not limited to, statements regarding our or our management’s expectations, hopes, beliefs, intentions, or strategies regarding the future and are therefore statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions that are other than statements of historical fact, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management’s examination of historical operating trends, data contained in our records and other data available from third parties. Although the Company believes that these assumptions were reasonable when made, because these assumptions are inherently subject to significant risks, uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, the Company cannot provide assurance that it will achieve or accomplish these expectations, beliefs or projections. The Company’s actual results could differ materially from those anticipated in forward-looking statements for many reasons, including as described in the Company’s filings with the SEC. As a result, you are cautioned not to unduly rely on any forward-looking statements, which speak only as of the date of this discussion. Factors that could cause actual results to differ materially from those discussed in the forward-looking statements include, among other things: the Company’s future operating or financial results; the Company’s liquidity, including its ability to service any indebtedness; changes in shipping industry trends, including charter rates, vessel values and factors affecting vessel supply and demand; future, pending or recent acquisitions and dispositions, business strategy, areas of possible expansion or contraction, and expected capital spending or operating expenses; risks associated with operations; broader market impacts arising from war (or threatened war) or international hostilities; risks associated with pandemics; and other factors listed from time to time in the Company’s filings with the SEC. For more discussion of the risks that could impact forward-looking statements, you are encouraged to review the discussion under the title “*Risk Factors*” in the Company’s most recent Annual Report on Form 20-F. Except to the extent required by law, the Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

## Operating Results

### *Principal factors affecting our operating results*

We believe the principal factors affecting our operating results are the underlying supply and demand dynamics of the commodities our vessels carry, the number of vessels competing for those cargoes, and ultimately the overall economic and market conditions, regulatory changes, global geopolitical events, capital availability, and market sentiment. Other key factors that are fundamental to our business, operating results, cash flows and financial condition include:

- the number of vessels in our fleet;
- our customer relationships;
- our access to capital required to acquire additional, or renew existing, vessels and implement our business strategy;
- our ability to acquire and sell vessels at prices we deem satisfactory; and
- our and our vessels' manager's ability to:
  - o successfully utilize and employ our vessels at economically attractive rates;
  - o effectively and efficiently manage our vessels and control vessel operating costs; and
  - o ensure compliance with regulations, environmental, health and safety standards applicable to our business.

In addition to those factors described above, our results of operations have been, and are expected to continue to be, affected by a range of material events and uncertainties many of which are beyond our control. Therefore, it is reasonably likely that the reported financial information is not necessarily indicative of our future operating results or future financial condition. Please also read "Item 3. Key Information—D. Risk Factors" in our most recent Annual Report on Form 20-F and other important risk factors described from time to time in the reports we subsequently file with the SEC.

### *Components of our operating results*

*Segmental reporting.* We transport dry bulk cargoes along global shipping routes through the ownership and operation of dry bulk vessels. We have identified our Chairwoman and Chief Executive Officer as the Chief Operations Decision Maker ("CODM") in accordance with ASC 280 "Segment Reporting." The CODM manages the business on a consolidated basis and uses the net income/(loss) as reported on the consolidated statement of income/(loss) to allocate resources, make operating decisions and assess performance, without discrete financial information for each charter type, customer, vessel or vessel type. Our vessels serve the same type of customers, have similar operations and maintenance requirements, operate in the same regulatory environment, and are subject to similar economic characteristics. Also, when we charter a vessel, the charterer is generally free to trade such vessel worldwide or within broad geographical limits and, therefore, the disclosure of geographical information is impracticable. As a result, we have identified one single reportable segment and the assets of such segment are presented under the caption "Total Assets" in the consolidated balance sheets. The significant expense category of our sole reportable segment is vessel operating expenses as reported on the consolidated statements of income/(loss). Based on the principles of ASC 280 "Segment Reporting," we believe that disaggregating into more than one reportable segment, would not be meaningful or informative.

*Revenue, net.* We generate revenues by chartering our vessels to regional and international dry bulk operators, commodity traders and end users, primarily on time charters (either index-linked or fixed rate) or voyage charters, depending on market conditions, opportunities available to us, and other strategic and tactical considerations. The main charter contract types are (i) voyage charters, also known as spot voyages, where the owner and charterer agree to carry out a single voyage to transport an agreed quantity of cargo between certain ports or geographical regions, (ii) time charters, where the charterer agrees to hire a vessel for a predetermined period of time with the operational responsibility of the vessel remaining with the owner, and (iii) bareboat charters, where a vessel is fully leased to a charterer, including all operational responsibility.

*Voyage expenses.* Voyage expenses primarily consist of bunker fuel consumption, port dues, canal tolls, brokerage and commercial management commissions, and other expenses directly associated with the performance of a particular charter. Apart from commissions, voyage expenses mainly arise from voyage charters, or when a vessel is repositioning or unemployed. In such cases, voyage expenses are borne by us. Conversely, when a vessel is employed under a time charter, substantially all voyage expenses are paid by the charterers, save for commissions. Bunker fuel consumption and occasionally port dues and canal tolls, may also be incurred between the end of one charter contract and the commencement of the next.

*Vessel operating expenses.* Vessel operating expenses reflect the costs to operate and maintain our vessels and primarily consist of manning costs, vessel insurance premiums, repairs and maintenance, machinery lubricants, spares, stores, and ancillary expenses.

*Management fees.* Management fees are paid in exchange for certain corporate administration functions, and vessel commercial and technical management services. Our Board of Directors has organized the provision of management services through Pavimar Shipping Co. (“Pavimar”), a ship management company incorporated in the Republic of the Marshall Islands, with a branch office in Greece established under the provisions of Law 27 of 1975. Pavimar is controlled by our Chairwoman and Chief Executive Officer. Pursuant to the management agreement with Pavimar, in place since its effective date of January 18, 2024, Pavimar provides us with vessel commercial and technical management services, including, but not limited to, securing employment, post-fixture support, handling vessel sale and purchases, arranging and supervising crew, repairs and maintenance, insurance, provisions, bunkering, day to day vessel operations, and ancillary services. Prior to January 18, 2024, similar services were provided to us by Pavimar S.A., a ship management company incorporated in the Republic of the Marshall Islands, with a branch office in Greece established under the provisions of Law 27 of 1975, also controlled by our Chairwoman and Chief Executive Officer. In our results of operations, “management fees” include the fees incurred in connection with the provision of technical management services, whereas the commercial management commissions and sale or purchase commissions, are reported under “voyage expenses,” and “gain/loss on sale of vessels” or “vessel cost,” respectively.

*General and administrative expenses.* General and administrative expenses include general corporate expenses, audit, legal, advisory and other professional fees, directors’ remuneration, compensation for our executives and corporate secretary. General and administrative expenses also include expenses associated with being a public company, such as stock exchange fees, regulatory and compliance costs, investor relations, and director and officer liability insurance premiums.

*Depreciation and amortization expenses.* Depreciation is computed using the straight-line method over the estimated useful life of a vessel, after considering its estimated salvage value. Each vessel’s salvage value is equal to the product of its lightweight tonnage and estimated scrap rate. Salvage values are periodically reviewed and revised, if needed, to recognize changes in conditions, new regulations or for other reasons. Revisions of salvage value affect the depreciable amount of the vessels and the depreciation expense in the period of the revision and future periods. The same methodology is followed to compute the amortization of right-of-use assets under finance leases. Management estimates the useful life of our vessels (and right-of-use asset under finance lease) to be 25 years from the date of initial delivery from the shipyard.

*Amortization of deferred drydocking costs.* Vessels are subject to regularly scheduled drydocking and special surveys which are carried out every 30 to 60 months to coincide with the renewal of the related compliance certificates issued by the classification societies, unless a further extension is obtained in rare cases and under certain conditions. Drydocking and special survey costs are accounted for under the deferral method, whereby the costs incurred are deferred and amortized on a straight-line basis over the period through the date the next survey is scheduled to become due. Costs qualifying for deferral mainly relate to shipyard costs, hull preparation and painting, inspection of hull structure and mechanical components, steelworks, machinery works, and electrical works, as well as lodging and subsistence of personnel dispatched to the yard site to supervise. If a drydocking and/or a special survey is performed prior to its originally scheduled date, any remaining unamortized balance from previous events is immediately expensed. Unamortized balances of vessels that are sold are also written-off and included in the calculation of the resulting gain or loss in the period of the vessel’s sale.

*Interest and finance costs.* Interest and finance costs primarily consist of interest expenses incurred under our loan agreements or other financing arrangements (including finance leases) and finance costs related to entering into new or amending existing loan agreements or other financing arrangements, including arrangement, advisory, legal, and other fees and expenses (or the amortization of such costs to the extent previously deferred). Finance costs are deferred and amortized over the life of the related loan or financing arrangement using the effective interest method. Unamortized deferred finance costs relating to loans or other financing arrangements repaid or refinanced, meeting the criteria of debt extinguishment, are expensed in the period of such repayment or refinancing. Interest and finance costs also include issuance costs which have been immediately expensed as discussed in Note 2 “*Significant Accounting Policies and Recent Accounting Pronouncements—Issuance costs*” of our consolidated financial statements in our most recent Annual Report on Form 20-F.

*Interest income.* Interest income reflects the interest earned on our cash, cash equivalents and restricted cash deposits.

*Gain/(loss) on equity-linked instruments, net.* Gain/(loss) on equity-linked instruments, net, reflects the (i) loss recognized on initial measurement of the Class A Warrants, net of the gains/losses recognized on subsequent remeasurements of such fair value upon each settlement and reporting period end date, and (ii) gains/losses recognized on settlement of shares issued under the SEPA (as defined below). See “*Liquidity and Capital Resources—Our Borrowing and Capital Raising Activities*” below, as well as Note 7 “*Long-Term Debt*” and Note 8 “*Capital Structure*” to our unaudited interim condensed consolidated financial statements filed with the SEC on the same day as this discussion, for additional information relating to the January 2025 offering, the Class A Warrants and the SEPA.

## Key performance indicators

The key performance indicators that management uses to assess our financial condition and results of operations are:

*Ownership Days.* Ownership Days are the total days we owned our vessels (or right-of-use asset under finance lease) during the relevant period. We use this to measure the size of our fleet over a period.

*Available Days.* Available Days are the Ownership Days, less any days during which our vessels were unable to be used for their intended purpose as a result of scheduled maintenance, upgrades, modifications, drydockings, special or intermediate surveys, or changes in ownership logistics, including positioning for and repositioning from such events. We use this to measure the number of days in a period during which our vessels should be capable of generating revenues.

*Operating Days.* Operating Days are the Available Days, less any days during which our vessels were unable to be used for their intended purpose as a result of unforeseen events and circumstances. We use this to measure the number of days in a period during which our vessels actually generated revenues.

*Vessel Utilization.* Vessel Utilization is the ratio of Operating Days to Available Days, measuring the days during which our vessels actually generated revenues as a percentage of the days during which our vessels should be capable of generating revenues.

*Average Number of Vessels.* Average Number of Vessels is the ratio of Ownership Days to calendar days in a period and is another measure of the size of our fleet over a period.

*Minimum Contracted Revenue.* The amount of minimum contracted revenue is estimated by reference to the contracted period and hire rate, net of charterers' commissions but before brokerage and commercial management commissions and assuming no unforeseen off-hire days. For index-linked contracts, minimum contracted revenue is estimated by reference to the average of the relevant index during the 15 days preceding the calculation date.

The following table summarizes these key performance indicators during the reported periods:

	Three-month period ended	
	March 31,	
	2026	2025
<b><i>Fleet operational data</i></b>		
Ownership Days	270.0	180.0
Available Days	270.0	180.0
Operating Days	269.8	180.0
Vessel Utilization	99.9%	100.0%
Average Number of Vessels	3.0	2.0

Furthermore, the minimum contracted revenue expected to be recognized on the non-cancellable time charters of our vessels as of March 31, 2026 is estimated to \$14.5 million.

**Results of Operations for the three-month periods ended March 31, 2026 and 2025**

The following table summarizes our results of operations for the three-month periods ended March 31, 2026 and 2025:

<i>(in thousands of U.S. dollars)</i>	<b>Three-month period ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
Revenue, net	\$ 3,646	\$ 1,525
Voyage expenses	(165)	(75)
Vessel operating expenses	(1,425)	(928)
Management fees	(216)	(144)
General and administrative expenses	(709)	(490)
Depreciation and amortization expenses	(857)	(572)
Amortization of deferred drydocking costs	(233)	(129)
Interest and finance costs	(689)	(1,654)
Interest income	42	34
Gain/(loss) on equity-linked instruments, net	1,023	(537)
Other costs, net	—	(7)
Net income/(loss)	<u>\$ 417</u>	<u>\$ (2,977)</u>

*Revenue, net.* Throughout the first three months of 2026 and 2025, Icon's vessels operated under index-linked time charters. The increase in revenue between these two periods is primarily due to the higher number of Operating Days during the first three months of 2026 as a result of the addition of the M/V *Charlie* to Icon's fleet in June 2025. The increase in revenue was furthered by the year-on-year increase in dry bulk charter market rates, as reflected by the increased Daily TCE (as defined below). Overall, revenue, net increased by 139% to \$3.6 million in the first quarter of 2026, up from \$1.5 million in the comparable period in 2025.

*Voyage expenses.* The increase in voyage expenses from \$0.1 million during the three-month period ended March 31, 2025, to \$0.2 million during the corresponding period of 2026, is primarily attributable to the higher commissions associated with the increased revenue in the comparative periods.

*Vessel operating expenses.* The increase in operating expenses from \$0.9 million during the first three months of 2025 to \$1.4 million during the corresponding period of 2026, was driven by the addition of the M/V *Charlie* to Icon's fleet in June 2025, and the resulting increase in Ownership Days.

*Management fees.* Management fees increased in the first three months of 2026 as compared to the same period in 2025 as a result of the increased Ownership Days between the periods.

*General and administrative expenses.* The \$0.2 million increase in general and administrative expenses in the three-month period ended March 31, 2026, compared to the same period in 2025, was primarily driven by increased legal costs, including those associated with the January 8, 2026 reverse stock split.

*Depreciation and amortization expenses.* Depreciation and amortization expenses increased due to the addition of the M/V *Charlie* to Icon's fleet, which has been accounted for as a right-of-use asset under finance lease.

*Amortization of deferred drydocking costs.* The increase of \$0.1 million during the three-month period ended March 31, 2026, compared to the same period in 2025, is due to the costs deferred in connection with the drydocking of the M/V *Charlie* in December 2025, resulting in higher amortization charges thereafter.

*Interest and finance costs.* The primary reason for the decrease in interest and finance costs during the three-month period ended March 31, 2026, compared to the same period in 2025, was the absence of the \$1.3 million issuance costs incurred in connection with the Company's January 2025 offering. This reduction was partially offset by the implicit interest associated with the bareboat charter-in of the M/V *Charlie*, which has been accounted for as a finance lease liability.

*Gain/(loss) on equity-linked instruments, net.* The gain on equity-linked instruments of \$1.0 million in the three-month period ended March 31, 2026 reflects the gains recognized on issuance of common shares under the SEPA. The loss on equity-linked instruments of \$0.5 million in the three-month period ended March 31, 2025, reflects the loss recognized on initial measurement of the Class A Warrants.

**Key developments during the reporting period**

*Reverse stock split.* On January 8, 2026, we effected a reverse stock split, whereby every five of our issued and outstanding common shares were automatically converted into one, without any change in the par value per share or the total number of common shares Icon is authorized to issue. The reverse stock split did not (i) affect any common shareholder's ownership percentage (except as a result of the cancellation of fractional shares which were settled in cash), (ii) have any direct impact on our market capitalization, or (iii) modify any voting rights or other terms of our common shares.

*Vessel employment.* In March 2026, we entered into an agreement with a reputable dry bulk operator to charter the M/V *Charlie* for a period of 16 to 20 months. The new charter commenced immediately upon completion of the vessel's previous charter at the end of April 2026 and expires between August and December 2027. Under this charter, the vessel is earning hire at a floating daily hire rate linked to the Baltic Supramax Index, while preserving the option to convert to a fixed daily hire rate, at a time and for a period of the Company's choosing. The charter also provides for compensation related to fuel cost savings derived from the vessel's scrubber.

*Recent Developments.* See "Recent Developments" below for information about key developments after March 31, 2026 and through the date this discussion was issued.

## Liquidity and Capital Resources

Supply and demand dynamics, seasonality, and competition in the markets we operate, have historically caused increased volatility. We expect this to continue in the foreseeable future with a consequent effect on the financial performance of our vessels and, in turn, our short and long-term liquidity.

Our primary short-term liquidity needs are to fund general working capital requirements, vessel operating expenses, general and administrative expenses, costs to maintain the class certification of our vessels by undergoing periodical drydockings and special surveys, and to service our debt. In addition, our bareboat charter-in agreement for the M/V *Charlie* requires that we honor our hire obligations thereunder. We anticipate that our primary sources of funds for our short-term liquidity needs will be cash on hand and from operations.

Our primary long-term liquidity needs are expected to relate to growing and renewing our fleet through vessel acquisitions, capital expenditures required to comply with international shipping standards and environmental laws and regulations, costs to maintain the class certification of our vessels by undergoing periodical drydockings and special surveys, and to service our debt. In addition, our bareboat charter-in agreement for the M/V *Charlie* requires that we honor our hire obligations thereunder, including the purchase option at the end of its term in June 2028, if we eventually exercise it. We have declared our intention to exercise such option, subject to certain conditions. We anticipate that our primary sources of funds for our long-term liquidity needs will be cash from operations, loan facilities (including but not limited to drawings from the uncommitted upside option of up to another \$75 million under the Maui Term Loan Facility, as discussed below), other financing arrangements and equity issuances (including but not limited to the \$12.8 million and the \$2.3 million remaining as of March 31, 2026 under the SEPA and the ATM Agreement, respectively, as discussed below).

We operate in a capital-intensive industry and in the future we may seek any combination of loan agreements, other financing arrangements and equity issuances, to raise capital and fund our operations and growth. We believe that our working capital is sufficient to meet our requirements for the next twelve months, taking into account our projected cash flows from operations.

### Cash flows for the three-month periods ended March 31, 2026 and 2025

As of March 31, 2026 and 2025, we had cash, cash equivalents and restricted cash of \$9.7 million and \$8.2 million, respectively. Our cash flows from operating, investing and financing activities during the three-month periods ended March 31, 2026 and 2025, are summarized in the following table:

	Three-month period ended March 31,	
	2026	2025
<i>(in thousands of U.S. dollars)</i>		
Cash used in operating activities	\$ (1,055)	\$ (561)
Cash used in investing activities	—	(2,750)
Cash provided by financing activities	6,154	10,082
<b>Net increase in cash, cash equivalents and restricted cash</b>	<b>\$ 5,099</b>	<b>\$ 6,771</b>
Cash, cash equivalents and restricted cash at the beginning of the period	4,580	1,446
<b>Cash, cash equivalents and restricted cash at the end of the period</b>	<b>\$ 9,679</b>	<b>\$ 8,217</b>
<b>Reconciliation of cash, cash equivalents and restricted cash</b>		
Cash and cash equivalents	\$ 8,979	\$ 7,717
Restricted cash, current	200	—
Restricted cash, non-current	500	500
<b>Cash, cash equivalents and restricted cash at the end of the period</b>	<b>\$ 9,679</b>	<b>\$ 8,217</b>

Restricted cash consists of cash deposits earmarked for a specific purpose and cannot be used freely for general business operations. As of March, 2026, restricted cash consists of (i) minimum cash deposits of \$0.5 million, which are required to be maintained throughout the term of the Company's term loan facility and can only be applied towards repayment of the final principal installment pursuant to the terms and conditions of such facility and (ii) cash reserves of \$0.2 million, which can only be applied towards payment of future vessel drydocking costs.

*Operating activities.* Cash of \$0.6 million used in operating activities during the three-month period ended March 31, 2025, increased to \$1.1 million during the same period in 2026, mainly due to the \$1.1 million payments relating to vessel drydockings (also see "*Capital expenditures*" below). Most of these payments relate to the drydocking of the M/V *Charlie*, which was completed in December 2025, with the related invoices being gradually settled in accordance with the payment terms of the shipyard and the spares and equipment suppliers. This was partially offset by favorable working capital developments between the same periods (after taking into account the effects of non-cash (gain)/loss on equity-linked instruments, issuance costs, depreciation expense and amortization of deferred drydocking costs on net income).

*Investing activities.* Cash used in investing activities during the three-month period ended March 31, 2025 relates to the advance payment in relation to the bareboat charter of the M/V *Charlie*. No cash was used in investing activities during the three-month period ended March 31, 2026.

*Financing activities.* Cash provided by financing activities during the three-month period ended March 31, 2026, relates to the net proceeds from the issuance of common shares under the SEPA and ATM agreement, offset by principal repayments of long-term debt. Cash provided by financing activities during the three-month period ended March 31, 2025, relates to the net proceeds from the Company's January 2025 offering, counterbalanced by principal repayments of long-term debt.

### **Capital expenditures**

*Drydockings.* To ensure safety, seaworthiness and compliance with applicable rules and regulations, every vessel regularly undergoes maintenance and surveys. As part of this program, each vessel is temporarily withdrawn from service for drydocking, typically at 30- to 60-month intervals. The associated cash outflows are generally staggered over a period of up to six months, pursuant to the payment terms agreed with the shipyard and the suppliers of spares and equipment. Drydocking related payments during the three-month period ended March 31, 2026 amounted to \$1.1 million. See "*Recent Developments*" below for further information about our capital expenditures after March 31, 2026 and through the date this discussion was issued.

### **Our borrowing and capital raising activities during the reporting period**

*Maui Term Loan Facility.* On September 16, 2024, we entered into a term loan facility with a leading international financial institution for up to \$91.5 million, consisting of a committed portion of up to \$16.5 million and an uncommitted upsize option of up to another \$75 million (the "Maui Term Loan Facility"). On September 19, 2024, we borrowed the \$16.5 million committed portion in full, to finance part of the purchase price of the M/V *Bravo* and to leverage the M/V *Alfa*. For additional information about the Maui Term Loan Facility, see Note 7 "*Long-Term Debt*" to our unaudited interim condensed consolidated financial statements filed with the SEC on the same day as this discussion. As of March 31, 2026, we had not borrowed any amount under the uncommitted upsize option and, following principal repayments of \$0.2 million made during the reporting period, the outstanding balance under the Maui Term Loan Facility was \$13.7 million.

*Finance lease liability.* On March 21, 2025, we entered into a bareboat agreement with an unaffiliated third party to charter-in, with the option to eventually purchase, the M/V *Charlie*. On June 21, 2025, the vessel was delivered to the Company. After assessing the terms of the bareboat agreement and considering the lease classification criteria under ASC 842 "*Leases*," we recognized as a finance lease liability, which was initially measured at \$21.7 million. For additional information about this finance lease liability, see Note 7 "*Long-Term Debt*" to our unaudited interim condensed consolidated financial statements filed with the SEC on the same day as this discussion. As of March 31, 2026, following principal repayments of \$0.3 million made during the reporting period, the outstanding balance under this financial lease liability was \$20.8 million.

*Standby Equity Purchase Agreement.* On August 27, 2025 (the “Effective Date”), we entered into a standby equity purchase agreement (“SEPA”) with YA II PN, Ltd., a Cayman Islands exempt limited company (“Yorkville”). Pursuant to the SEPA, subject to the terms and conditions set forth therein, we have the right, but not the obligation, to issue (each such issuance, an “Advance”) to Yorkville, and Yorkville has the obligation to subscribe for common shares for an aggregate subscription amount of up to \$20 million (the “Commitment Amount”), at any time from the Effective Date until August 27, 2028, unless earlier terminated pursuant to its terms, by delivering written notice to Yorkville (each, an “Advance Notice”). For additional information about the SEPA, see Note 8 “*Capital Structure*” to our unaudited interim condensed consolidated financial statements filed with the SEC on the same day as this discussion. During the three-month period ended March 31, 2026, we issued 1,816,493 common shares pursuant to Advances under the SEPA for aggregate net proceeds of \$5.8 million and a net gain on issuance of \$1.0 million. We also issued 72,386 common shares in satisfaction of the second half of the commitment fee under the SEPA. As of March 31, 2026, \$12.8 million of the Commitment Amount remained available for future Advances.

*ATM Agreement.* On February 4, 2026, we entered into an at-the-market offering agreement (the “ATM Agreement”) with Maxim Group LLC (“Maxim”). Under the terms of the ATM Agreement, we may, from time to time, offer and sell common shares having an aggregate offering value of up to \$3.4 million to or through Maxim, acting as sales agent. The timing and amount of any sales under the ATM Agreement are at our sole discretion. For additional information about the ATM Agreement, see Note 8 “*Capital Structure*” to our unaudited interim condensed consolidated financial statements filed with the SEC on the same day as this discussion. During the three-month period ended March 31, 2026, we issued 633,213 common shares under the ATM Agreement for aggregate net proceeds of \$1.1 million. As of March 31, 2026, \$2.3 million remained available under the ATM Agreement.

*Recent Developments.* See “*Recent Developments*” below for further information about our borrowing and capital raising activities after March 31, 2026 and through the date this discussion was issued.

## Recent Developments

*Vessel employment.* In April 2026, the M/V *Charlie* was delivered to a reputable dry bulk operator and commenced a 16- to 20-month time charter. Under this charter, the vessel is earning hire at a floating daily rate linked to the Baltic Supramax Index, while preserving the option to convert to a fixed hire rate, at a time and for a period of the Company’s choosing. The charter also provides for compensation related to fuel cost savings derived from the vessel’s scrubber.

*Vessel employment.* In May 2026, we exercised our option to convert the floating hire rate under the time charter of the M/V *Alfa* to a fixed hire rate of \$18,000 per day for the seven-month period from June to December 2026, contributing approximately \$3.7 million to Icon’s estimated minimum contracted revenue.

*Capital expenditures.* The M/V *Alfa* completed her drydocking in May 2026 and the M/V *Bravo* is expected to complete her drydocking in June 2026. These drydockings are estimated to cost approximately \$2.5 million in aggregate and the vessels are expected to be taken off service for approximately 45 days in aggregate.

*Investment.* On May 22, 2026, the Company’s Board of Directors approved the Company’s non-controlling participation in the acquisition of a 2,000 TEU geared container feeder with high reefer capacity, built in 2008. Upon acquisition, the vessel will be chartered to an investment-grade liner operator, at a fixed hire rate of \$26,500 per day for a period of 24 to 26 months, generating approximately \$19 million of minimum contracted revenue. It will be acquired by a consortium of professional maritime investors led by a reputable containership owner and operator, which will also undertake the vessel’s commercial and technical management. The Company has agreed to invest \$0.5 million in exchange for a 4.7% equity interest in the entity formed to acquire the vessel. The investment is expected to be funded from cash on hand and to close by the end of June 2026, subject to definitive documentation and customary closing conditions.

**Transactions with Pavimar.** Pursuant to the services agreement dated October 1, 2023, as amended and restated on April 1, 2024, Pavimar is eligible to receive incentive compensation from the Company in connection with the services rendered, at such times, amounts, and forms as may be determined by the Company's Board of Directors. No incentive compensation has been approved since October 1, 2023. On April 1, 2026, the independent Compensation Committee of the Company's Board of Directors approved incentive compensation in the amount of \$0.2 million. On June 5, 2026, the Company and Pavimar executed a new agreement (the "Master Management Agreement"), to supersede and expand upon the existing arrangements between the parties to reflect the level of commitment, resources, and operational involvement the Company anticipates from Pavimar. The Master Management Agreement is retroactively effective from April 1, 2026, being the date the Company's Board of Directors approved entering into such agreement, with all prior services and management agreements being terminated and with all termination fees and other amounts otherwise payable in connection with such terminations being waived. Pursuant to the Master Management Agreement and under the Company's direction, Pavimar provides the Company with a range of corporate management and administration services (the "Corporate Services"), including, but not limited to, accounting, representation, tax administration, clerical and secretarial support, corporate officer services (including the services of our Chief Executive Officer, Chief Financial Officer and Corporate Secretary), third party professional services coordination, investment administration, financial advisory and treasury services. In exchange for the Corporate Services, unless otherwise agreed on a case by case basis, Pavimar charges a quarterly fee of \$25,000 per vessel plus \$125,000 for the group as a whole, a 1.00% capital raising commission on all gross capital raised by the Company in capital and debt markets, an annual investment administration fee equal to 1.00% of the net asset value of the Company's passive investments, and a contingent fee equal to 15% of realized net profits, if any, from the Company's passive investments. In addition, Pavimar provides the Company with vessel commercial and technical management services (the "Ship Management Services"), including, but not limited to, securing employment, post-fixture support, handling vessel sale and purchases, arranging and supervising crew, repairs and maintenance, insurance, provisions, bunkering, day to day vessel operations, and ancillary services. In exchange for the Ship Management Services, unless otherwise agreed on a case by case basis, Pavimar charges a daily management fee of \$800 per vessel, a performance incentive of 1.25% on all gross income arising out of or in connection with the use or operations of the Company's vessels, and a commission of 1.00% on the gross sale or purchase price on each vessel sale or purchase transaction. The Master Management Agreement also provides for annual inflation adjustments to fixed fees, reimbursement of out-of-pocket costs and expenses, extraordinary fees for incremental services that may be requested by the Company, and allows for incentive compensation at such times, amounts, and forms as may be determined by the Company's Board of Directors. The Master Management Agreement has a term of eight years, renewing annually, and provides for payment of a termination fee equal to the fixed fees that would otherwise be payable over the remaining term of the Master Management Agreement.

**Share repurchase program.** On December 18, 2025, our Board of Directors authorized a share repurchase program under which we may, from time to time, repurchase up to an aggregate of \$1 million of our outstanding common shares through December 31, 2026 (the "Program"). For additional information about the Program, see Note 8 "Capital Structure" to our unaudited interim condensed consolidated financial statements filed with the SEC on the same day as this discussion. Subsequent to the end of the reporting period and through the date this discussion was issued, the Company repurchased 77,396 common shares under the Program for an aggregate gross amount of approximately \$0.1 million.

**ATM Agreement.** Subsequent to the end of the reporting period and through the date this discussion was issued, the Company issued 496,040 common shares pursuant to the ATM Agreement for aggregate net proceeds of \$0.6 million.

**Number of common shares.** As of the date this discussion was issued, the Company had 3,710,109 common shares issued, consisting of 77,396 common shares held in treasury and 3,632,713 common shares outstanding.

#### **Critical Accounting Estimates**

This discussion and analysis of our financial condition and results of operations is based on, and should be read in conjunction with, our unaudited interim condensed consolidated financial statements and the notes thereto, which have been prepared in accordance with US GAAP and filed with the SEC on the same day as this discussion.

The preparation of our unaudited interim condensed consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of such financial statements, and the reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience, current trends, anticipated future events, and other factors it believes are reasonable under the circumstances. Actual results could differ materially from those estimates. Management reviews those estimates on an ongoing basis, including those related to revenue recognition, future drydock dates, the selection of useful lives and residual values of our vessels (or right-of-use asset under finance lease), expected future cash flows from our vessels to support impairment assessments, and provisions for accounts receivable, legal disputes and contingencies. Critical accounting estimates are those that involve management's most difficult, subjective, or complex judgments, typically due to the need to make assumptions about the effects of matters that are inherently uncertain. These estimates have the potential to result in materially different outcomes under different assumptions and conditions.

There have been no material changes during the three months ended March 31, 2026 to our critical accounting estimates as described in our most recent Annual Report on Form 20-F. For a more detailed discussion of our critical accounting estimates, as well as the accounting policies that are most significant to the presentation of our financial position, results of operations, and cash flows, please refer to our most recent Annual Report on Form 20-F and Note 2 "*Significant Accounting Policies and Recent Accounting Pronouncements*" to our unaudited interim condensed consolidated financial statements filed with the SEC on the same day as this discussion.

#### **Non-GAAP Financial Measures**

To supplement our financial information presented in accordance with US GAAP, we may use certain "non-GAAP financial measures" as such term is defined in Regulation G promulgated by the SEC. Generally, a non-GAAP financial measure is a numerical measure of a company's operating performance, financial position or cash flows that excludes or includes amounts that are included in, or excluded from, the most directly comparable measure calculated and presented in accordance with US GAAP. We believe non-GAAP financial measures provide investors with greater transparency and supplemental data relating to our financial condition and results of operations and, therefore, a more complete understanding of our business and financial performance than the comparable US GAAP measures alone. However, non-GAAP financial measures should only be used in addition to, and not as substitutes for, the financial results presented in accordance with US GAAP. Although we believe the following definitions and calculation methods are consistent with industry standards, our non-GAAP financial measures may not be directly comparable to similarly titled measures of other companies:

- *Time Charter Equivalent ("TCE")*. TCE is a measure of revenue generated over a period that accounts for the effect of the different charter types under which our vessels may be employed. TCE is calculated by deducting voyage expenses from revenue and making any other adjustments that may be required to approximate the revenue that would have been generated, had the vessels been employed under time charters, net of commissions. TCE is typically expressed on a daily basis ("Daily TCE") by dividing it by Operating Days, to eliminate the effect of changes in fleet composition between periods.
- *Daily Vessel Operating Expenses ("Daily OPEX")*. Daily OPEX is a measure of the vessel operating expenses incurred over a period divided by Ownership Days, to eliminate the effect of changes in fleet composition between periods.
- *Earnings before Interest, Tax, Depreciation and Amortization ("EBITDA")*. EBITDA is a financial measure we calculate by deducting interest and finance costs, interest income, taxes, depreciation and amortization, from net income. EBITDA assists our management by carving out the effects that non-operating expenses and non-cash items have on our financial results. We believe this also enhances the comparability of our operating performance between periods and against companies that may have varying capital structures, other depreciation and amortization policies, or that may be subject to different tax regulations.

The following table summarizes these non-GAAP financial measures during the reported periods:

(in thousands of U.S. dollars, except for daily measures)

	Three-month period ended	
	March 31,	
	2026	2025
<b>Non-GAAP financial measures</b>		
EBITDA	\$ 2,154	\$ (656)
Daily TCE	12,902	8,056
Daily OPEX	5,278	5,156

The following table reconciles non-GAAP financial measures to the most directly comparable US GAAP financial measures:

(in thousands of U.S. dollars, except for fleet operational data and daily measures)

	Three-month period ended	
	March 31,	
	2026	2025
<b>TCE and Daily TCE:</b>		
Revenue, net	\$ 3,646	\$ 1,525
Less: Voyage expenses	(165)	(75)
<b>TCE</b>	<b>\$ 3,481</b>	<b>\$ 1,450</b>
Divided by: Operating Days	269.8	180.0
<b>Daily TCE</b>	<b>\$ 12,902</b>	<b>\$ 8,056</b>
<b>Daily OPEX:</b>		
Vessel operating expenses	\$ 1,425	\$ 928
Divided by: Ownership Days	270.0	180.0
<b>Daily OPEX</b>	<b>\$ 5,278</b>	<b>\$ 5,156</b>
<b>EBITDA:</b>		
Net income/(loss)	\$ 417	\$ (2,977)
Plus: Depreciation expense	857	572
Plus: Amortization of deferred drydocking costs	233	129
Plus: Interest and finance costs	689	1,654
Less: Interest income	(42)	(34)
<b>EBITDA</b>	<b>\$ 2,154</b>	<b>\$ (656)</b>

#### Risk Factors Update

The following risk factors update and supplement, and should be read together with, the risk factors previously provided under "Risk Factors" in the Company's most recent Annual Report on Form 20-F for information on the risk factors to which the Company is subject. The following is a newly identified or developed risk factor to which the Company has become subject since the Company's most recent Annual Report on Form 20-F was filed.

***The performance of any passive investments we make is dependent on the financial performance of our investees, over which we do not exercise control.***

In connection with our current or future passive investment initiatives, we may seek investment opportunities in the broader maritime space and acquire minority equity or other non-controlling interests in other companies or investees. Because we generally do not control these investees and may have limited shareholder or other investor rights, our ability to influence their business strategies, operational decisions, capital allocation policies and other matters affecting their performance may be limited or nonexistent. As a result, the performance of such passive investments is dependent on the performance of such investees, over which we do not exercise control.

***The timing, amount and form of any returns from any passive investments are uncertain, and such investments may be illiquid.***

The investees are generally not obligated to pay dividends, and their dividend policies are determined at their own discretion, based on their own financial performance, capital requirements, and strategic priorities, all of which are outside our control. As a result, there can be no assurance regarding the timing, amount or form of any returns that may be realized by these investments. Also, the investees may be privately held or the investments may be otherwise illiquid, and there may be no established trading or secondary market for such investments, which could limit our ability to dispose of such investments on favorable terms or at all.

*Our passive investments are subject to the risks of the underlying businesses and may result in a partial or complete loss of our invested capital.*

We are exposed to the risks inherent in all investment acquisitions, including that an investee may not successfully execute its business plan, grow its business or achieve expected results. In addition, through these investments, we are exposed to the risks typical of their respective businesses, including regulatory and legislative risk, social, economic, political risk, market risk, cyber security, credit and financial risk, and various operational risks. Any of these risks could adversely affect the financial condition and operating performance of our investees, reduce the value of our investments, and result in a partial or complete loss of our invested capital.