

**ANNUAL 20  
REPORT 19**



World-Class Shipping, Leading-Edge Expertise





## MISSION STATEMENT

Danaos Corporation seeks to remain the premier choice of global seaborne container transportation for its clients by utilizing its solid operational, technical and financial infrastructure.

Danaos will continue to provide outstanding customer service, enforce rigorous operational standards, maintain a steadfast commitment to safety and environmental protection, and reward its shareholders.





# FROM THE PRESIDENT & CEO

Dr. John Coustas - President & CEO



Dear Fellow Shareholders,

I am writing these words in what we hope is a slow return to normalcy following the rapid spread of the worst pandemic in recent history. While lockdown measures are gradually being lifted, the depth and duration of the economic fallout caused by the pandemic remains unknown. Some industries, like airlines and tourism, will take longer to recover, and others will be changed for years to come. In the shipping front the most immediate operational challenge has been with respect to crewing our vessels. Strict travel and embarkation/disembarkation protocols have rendered crew changes difficult to impossible, and we hope that the International Maritime Organization can help to put forth a solution.

Amidst all the travel restrictions during this crisis, the one thing that has been kept intact to connect an otherwise isolated world is shipping. The transportation of goods continued without major hurdles so that countries can continue to import and export goods to ensure minimal

disruption in local markets. Of course, the volume of trade has been significantly impacted, which is reflected in the considerable number of cancelled or amended sailings by the liner companies.

The positive effect of this strategy is that box rates have remained steady, and a dramatic drop in fuel costs partially offset the cost of idling vessels. There is considerable belief that a recovery will commence starting in the third quarter of 2020.

For Danaos Corporation, 2019 was a very productive year when the company began to realize the benefits of our restructuring and the strengthening market. Following the restructuring, we have also been able to opportunistically expand and optimize our fleet. Over the last several quarters, we have acquired four 8,500 TEU vessels, including one vessel acquired by our affiliate Gemini Shipholdings, and we have also installed exhaust gas cleaning systems on 11 vessels in our fleet. We also removed the last restriction from our 2018 restructuring

when we successfully raised \$57 million in a public offering. This not only served to increase our liquidity but also removed the final impediment to Danaos' ability to pay dividends.

The charter market is currently very weak due to the Covid-19 pandemic. However the lower rechartering rates we expect to receive for our vessels coming off charter in 2020 will be partially offset by the dramatic drop in interest costs on our floating rate debt and a recent refinancing. From an industry perspective, the newbuilding orderbook is at a record low level of less than 10%. This is in stark difference from where things stood during the financial crisis in 2008-2009 when the orderbook equaled more than 40% of the fleet.

Last year, we were anticipating a significant drive into green technology and investments as the new sulphur fuel regulations were set to come into force. The transition to new sulphur fuels has gone relatively smoothly, and we have not experienced any incidents related to fuel quality and availability. The COVID-19 pandemic has put new

environmental initiatives on hold, in part because much lower fuel costs do not incentivize green technologies. Once the current crisis subsides, the industry will need to refocus on these initiatives, and we continue to actively participate in research on the future of our fleet and the industry.

Danaos is well positioned to weather this storm through substantial contract coverage and very competitive financing arrangements without any balloon until end 2023. We will be exploring further opportunities to grow the company and enhance value for our shareholders.

Respectfully,

**Dr. John Coustas**  
President & CEO



## FROM THE SENIOR VICE PRESIDENT & COO

Iraklis Prokopakis - Senior Vice President & COO



Dear fellow shareholders, Dear colleagues,

Although my message is meant to refer to landmark events of 2019 and our planning for 2020, I must report to you that our Company has coped, so far, remarkably well against the unprecedented situation we had to face due to coronavirus pandemic.

Our crews have exhibited a remarkable resilience to the lockout of travelling and our shore personnel was extremely efficient in utilizing our advanced IT systems by working from home. In fact, we did not face any significant operational issues either on board our vessels or ashore in our offices, except for the substantial delays that some of our fleet vessels had to incur whilst under scrubber retrofitting works in Chinese yards. The scheduled period of 50 days that was initially set, was doubled. Of course, this was a general phenomenon and the consequences were the same for all our peers.

There are certain distinct risks to monitor in container shipping. These are: the bunker cost, the uneven trade growth, the overcapacity of available slots and the dwindling returns of capital employed. All these factors had taken a positive trend by the end of 2019 and the consensus was that 2020 would had been a very good year for the liner industry. Unfortunately, the pandemic of Covid-19 diminished the demand of finished goods resulting to a negative push of all the above risk factors, except for bunkering cost which is in historical low levels and it is the only material factor in support of the industry.

Coming back to 2019, our operational KPIs were again excellent and more specifically:

- Our fleet daily average OPEX was US\$5,506 versus the industry's average of US\$ 6,300

- Our fleet utilisation was 98.3%
- Our PSC performance was 0.8 deficiencies per inspection against the industry's average of 3
- And finally, our senior officers retention rate was close to 90%, which is a new all-time high.

During the first half of 2020:

- We shall have all 11 scrubber-retrofitted vessels back to service
- We shall have our latest acquisitions, Niledutch Lion, Phoebe and SM Charleston delivered.
- We shall continue the digitalization of all our management procedures with a target to have completed by the end of the year at least 70% of all on a common digital platform. The objective is for all users to have the flexibility to obtain technical, operational financial and crewing data online to see historical trends and make future projections

Finally, we welcome and we are fully aligned to work for a sustainable environmental future as regulated by the IMO directives, as well as to work together with our financiers towards sensible green initiatives.

I would like to ensure you that with the commitment and hard work of our crews onboard and our management staff ashore, Danaos will continue to be among the leading charter companies in the container industry.

With warm regards,

**Iraklis Prokopakis**  
Senior Vice President & COO

**98.3%**  
fleet utilization rate

In excess of  
**90%**  
retention rate in  
senior crew officers

**0.8**  
deficiencies per inspection





## FROM THE CHIEF FINANCIAL OFFICER

Evangelos Chatzis - Chief Financial Officer



Dear Fellow Shareholders,

At the time this letter is written we are in the midst of a global pandemic that has profoundly affected everyone's lives. There is no doubt that the pandemic will have a very negative effect on GDP, unemployment and countless other macroeconomic indicators in the near term. Although countries are gradually starting to lift restrictions and allow economic activity to resume, the speed of any potential recovery and the long-term impact of the pandemic on consumer demand and global manufacturing supply chains is unclear. There is certainly optimism about the positive impacts of sweeping fiscal and monetary initiatives being undertaken globally, but it is too early to assess any such impacts.

The charter market for container vessels has softened significantly during the pandemic, and rates have declined by 25% - 40%, depending on vessel size. Our strong contract coverage of 90% for 2020 significantly shields the Company from charter market downside risk, while our \$1.3 billion charter backlog through 2028 with world's leading liner companies continues to provide us with good cash flow visibility and provides potential for upside from 2021 onwards.

Our customers, the liner companies, have addressed the drop in volumes by cancelling sailings and idling capacity. Despite the drop in volumes, liner companies have significantly alleviated pressure on their cash

flows through prudent capacity management which has led to stable freight rates and have also taken the benefit of reduced bunker prices and falling interest rates. Additionally, several initiatives have been undertaken by governments in Europe and Asia to support the liner industry during this difficult period, which is a very encouraging sign.

The Company has de-levered significantly over the past 2 years and steadily continues down the same path. As reported, our debt (including lease obligations) on December 31, 2019 was \$1.53 billion, Adjusted EBITDA for 2019 was \$310.6 million and cash was \$139.2 million. This translates to a Net Debt / Adjusted EBITDA ratio of 4.5x for 2019, which is a significant improvement of 2.8x when compared to the equivalent Net Debt / Adjusted EBITDA ratio of 7.3 x for 2017.

Profitability of the Company improved by \$17.5 million, as we reported Adjusted Net Income of \$148.7 million for 2019 compared to \$131.2 million for 2018, mainly as a result of a \$15.1 million decrease in net finance expenses.

In terms of investing activities, we are in the concluding stages of a \$41 million investment program to install scrubbers on 9 vessels in our fleet which will yield an increase in operating revenues of approximately \$23 million on an annualized basis when compared to the



earnings of these vessels at the end of 2019, for an average period of 3.5 years. We have also recently invested \$78 million in the acquisition of 3 x 8,500 containerships. The first two have been delivered and fixed on 2 year charters and are expected to contribute \$12 in annualized EBITDA, while we expect to take delivery of the third vessel within the second quarter of 2020.

We continue to maintain our strong commitment to the integrity of our financial reporting and we are pleased to report that for 2019 we again had effective controls under the Sarbanes Oxley regulatory framework. I would like to take this opportunity to sincerely thank our Audit Committee and our finance team for their hard work and commitment towards the continuous enhancement of a reliable financial reporting framework.

We would also like to extend our gratitude to the crews on board our vessels and to our Manager, Danaos Shipping Co. Ltd. and all its employees for their hard

work and their commitment to support our mission to remain the premier provider of global seaborne container transportation, particularly during this very challenging period of the pandemic. They have continuously helped us to provide high quality and reliable service to our clients while at the same time maintaining operating expenses among the most competitive in the industry.

We will continue our efforts to provide best in class services to our valued clients, enforce rigorous operations standards, maintain a steadfast commitment to safety and environmental protection and seek to reward our shareholders.

Respectfully,

Evangelos Chatzis  
Chief Financial Officer

### Significant de-leveraging

Net Debt/Adjusted EBITDA

**4.5 x** for 2019  
versus  
**7.3 x** for 2017

Net Income

**\$148.7**  
million, compared to \$131.2  
million for 2018

**\$119**

million capex investments  
in scrubbers &  
3 vessel acquisitions





- 1.2. Danaos Managerial Conference
- 3.4. Crew training in Zanzibar
- 5. Children Christmas Celebration
- 6. Bridge Resource Management training at Danaos Assessment and Training Center

- 7. Helmepe - Coastal Cleaning Day
- 8. Danaos Sailing Team
- 9. Athens Classical Marathon supporting the children of ELEPAP



# SOCIAL

# RESPONSIBILITY





## FINANCIAL HIGHLIGHTS

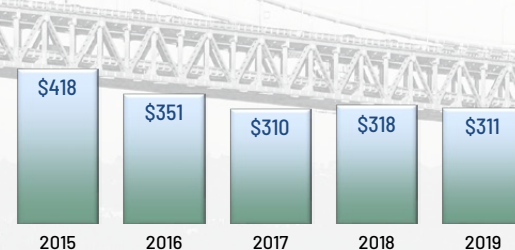
Results from continuing operations (US dollars in thousands except for share and per share data)	2019	2018	2017	2016	2015
<b>Operating Revenues<sup>(1)</sup></b>	<b>\$447,244</b>	<b>\$458,732</b>	<b>\$451,731</b>	<b>\$498,332</b>	<b>\$567,936</b>
<b>Operating Expenses:</b>					
Vessel operating expenses	(102,502)	(104,604)	(106,999)	(109,384)	(112,736)
General & administrative expenses	(26,837)	(26,334)	(22,672)	(22,105)	(21,831)
Depreciation & amortization	(105,238)	(116,994)	(121,976)	(134,573)	(135,628)
Impairment loss	-	(210,715)	-	(415,118)	(41,080)
Gain / (loss) on sale of vessels	-	-	-	(36)	-
Other operating expenses	(11,593)	(12,207)	(12,587)	(29,759)	(12,284)
<b>Income / (Loss) from Operations</b>	<b>\$201,074</b>	<b>\$(12,122)</b>	<b>\$187,497</b>	<b>\$(212,643)</b>	<b>\$244,377</b>
<b>Net Income / (Loss)</b>	<b>\$131,253</b>	<b>\$(32,936)</b>	<b>\$83,905</b>	<b>\$(366,195)</b>	<b>\$117,016</b>
<b>Earnings / (Loss) per Share<sup>(3)</sup></b>	<b>\$8.09</b>	<b>\$(3.10)</b>	<b>\$10.70</b>	<b>\$(46.69)</b>	<b>\$14.92</b>
<b>Adjusted Net Income<sup>(1) (2)</sup></b>	<b>\$148,675</b>	<b>\$131,186</b>	<b>\$114,881</b>	<b>\$140,881</b>	<b>\$159,488</b>
<b>Adjusted Earnings per Share<sup>(1) (2) (3)</sup></b>	<b>\$9.17</b>	<b>\$12.35</b>	<b>\$14.64</b>	<b>\$17.96</b>	<b>\$20.34</b>
<b>Adjusted EBITDA<sup>(1) (2)</sup></b>	<b>\$310,565</b>	<b>\$317,848</b>	<b>\$310,378</b>	<b>\$350,587</b>	<b>\$418,324</b>
<b>Weighted Average Number of Shares (in thousands)<sup>(3)</sup></b>	<b>16,221</b>	<b>10,623</b>	<b>7,845</b>	<b>7,843</b>	<b>7,842</b>

<sup>(1)</sup> From continuing operations

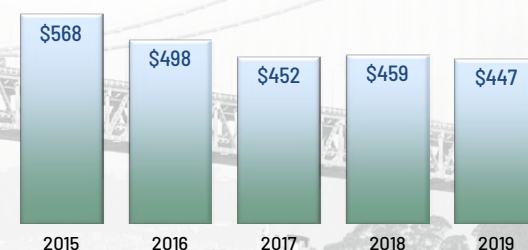
<sup>(2)</sup> Adjusted for non-cash and one-off items (refer to our earnings releases and SEC filings)

<sup>(3)</sup> Giving retroactive effect to the reverse stock split of 1-for-14 implemented on May 2, 2019

**Adjusted EBITDA<sup>(1) (2)</sup>**  
(Amounts in million US\$)



**Operating Revenues<sup>(1)</sup>**  
(Amounts in million US\$)



## SENIOR MANAGEMENT & BOARD OF DIRECTORS



**Dr. John Coustas** is our President, Chief Executive Officer and a member of our board of directors. He has over 30 years of experience in the shipping industry and assumed management of our company in 1987 from his father Dimitris Coustas, who founded Danaos Shipping in 1972. He has been responsible for our corporate strategy and the management of our affairs since that time. Dr. Coustas is Vice Chairman of the board of directors of The Swedish Club, a member of the board of directors of the Union of Greek Shipowners and a member of the DNV Council. He holds a degree in Marine Engineering from the National Technical University of Athens as well as a Master's degree in Computer Science and a Ph.D. in Computer Controls from Imperial College, London.



**Iraklis Prokopakis** is our Senior Vice President, Treasurer, Chief Operating Officer and a member of our board of directors. Mr. Prokopakis joined us in 1998 and has over 40 years of experience in the shipping industry. Prior to entering the shipping industry, Mr. Prokopakis was a captain in the Hellenic Navy. He holds a Bachelor of Science in Mechanical Engineering from Portsmouth University in the United Kingdom, a Master's degree in Naval Architecture and a Ship Risk Management Diploma from the Massachusetts Institute of Technology in the United States and a post-graduate diploma in business studies from the London School of Economics. Mr. Prokopakis also has a Certificate in Operational Audit of Banks from the Management Center Europe in Brussels and a Safety Risk Management Certificate from Det Norske Veritas. He is a member of the Board of the Hellenic Chamber of Shipping and the Owners' Committee of the Korean Register of Shipping.



**Evangelos Chatzis** is our Chief Financial Officer and Secretary. Mr. Chatzis has been with Danaos Corporation since 2005 and has over 23 years of experience in corporate finance and the shipping industry. During his years with Danaos he has been actively engaged in the company's initial public offering in the United States and has led the finance function of the company. Throughout his career he has developed considerable experience in operations, corporate finance, treasury and risk management and international business structuring. Prior to joining Danaos, Evangelos was the Chief Financial Officer of Globe Group of Companies, a public company in Greece engaged in a diverse scope of activities including dry bulk shipping, the textile industry, food production & distribution and real estate. During his years with Globe Group, he was involved in mergers and acquisitions, corporate restructurings and privatizations. He holds a Bachelor of Science degree in Economics from the London School of Economics, a Master's of Science degree in Shipping & Finance from City University Cass Business School, as well as a post-graduate diploma in Shipping Risk Management from IMD Business School.





**Dimitris Vastarouchas** is our Deputy Chief Operating Officer. Mr. Vastarouchas has been the Technical Manager of our Manager since 2005 and has over 20 years of experience in the shipping industry. Mr. Vastarouchas initially joined our Manager in 1995 and prior to becoming Technical Manager he was the New Buildings Projects and Site Manager, under which capacity he supervised newbuilding projects in Korea for 4,250, 5,500 and 8,500 TEU containerships. He holds a degree in Naval Architecture & Marine Engineering from the National Technical University of Athens, Certificates & Licenses of expertise in the fields of Aerodynamics (C.I.T.), Welding (CSWIP), Marine Coating (FROSIO) and Insurance (North of England P&I). He is also a qualified auditor by Det Norske Veritas and Certified Negotiator by Schraner Negotiations Institute (SNI).



**Myles R. Itkin** has been a member of our board of directors since 2006. Mr. Itkin was the Executive Vice President, Chief Financial Officer and Treasurer of Overseas Shipholding Group, Inc. ("OSG"), in which capacities he served, with the exception of a promotion from Senior Vice President to Executive Vice President in 2006, from 1995 to 2013. Prior to joining OSG in June 1995, Mr. Itkin was employed by Alliance Capital Management L.P. as Senior Vice President of Finance. Prior to that, he was Vice President of Finance at Northwest Airlines, Inc. Mr. Itkin served on the board of directors of the U.K. P&I Club from 2006 to 2013. Mr. Itkin holds a Bachelor's degree from Cornell University and an MBA from New York University.



**George Economou** has been a member of our board of directors since 2010. Mr. Economou has over 40 years of experience in the maritime industry and has served as Chairman and Chief Executive Officer of Dryships Inc. since its incorporation in 2004. He successfully took the company public in February 2005 on NASDAQ under the trading symbol: DRYS. The company subsequently invested and developed Ocean Rig UDW Inc., an owner of rigs and ships involved in ultra deep water drilling. Mr. Economou was the Chairman of Ocean Rig UDW Inc. until December 2018 when Ocean Rig UDW Inc. merged with Transocean. Mr. Economou is a member of ABS Council, Intertanko Hellenic Shipping Forum and Lloyds Register Hellenic Advisory Committees. Mr. Economou is a graduate of the Massachusetts Institute of Technology and holds both a Bachelor of Science and a Master of Science degree in Naval Architecture and Marine Engineering and a Master of Science in Shipping and Shipbuilding Management.



**Miklós Konkoly-Thege** has been a member of our board of directors since 2006. Mr. Konkoly-Thege began at Det Norske Veritas ("DNV"), a ship classification society, in 1984. From 1984 through 2002, Mr. Konkoly-Thege served in various capacities with DNV including Chief Operating Officer, Chief Financial Officer and Corporate Controller, Head of Corporate Management Staff and Head of Business Areas. Mr. Konkoly-Thege became President and Chairman of the Executive Board of DNV in 2002 and served in that capacity until his retirement in May 2006. Mr. Konkoly-Thege is a member of the board of directors of Wilhelmsen Technical Solutions AS, Callenberg Technology Group AB and Stena Hungary Holding KFT. Mr. Konkoly-Thege holds a Master of Science degree in civil engineering from Technische Universität Hannover, Germany and an MBA from the University of Minnesota.



**Petros Christodoulou** has been a member of our board of directors since June 2018. Mr. Christodoulou has been a member of the Board of Directors of Guardian Capital Group since 2016 and a member of the Institute of Corporate Directors of Canada. He has also been a member of the Board of Directors of Aegean Baltic Bank since 2017. Mr. Christodoulou was Chief Executive Officer and Chief Financial Officer of Capital Product Partners, an owner of crude, product carriers and containerships, from September 2014 until 2015. From 2012 to 2014, Mr. Christodoulou was the Deputy Chief Executive Officer and Executive Member of the Board of the National Bank of Greece Group, acting as chairman of NBG Asset Management, Astir Palace SA and NBG Bank Assurance. Mr. Christodoulou was a member of the Board of Directors of Hellenic Exchanges SA from 2012 to 2014 and Director General of the Public Debt Management Agency of Greece from 2010 to 2014, acting as its Executive Director from 2010 to 2012. Mr. Christodoulou holds an MBA from Columbia University and a Bachelor of Commerce degree from the Athens School of Commerce and Economics.

## SENIOR MANAGEMENT & BOARD OF DIRECTORS



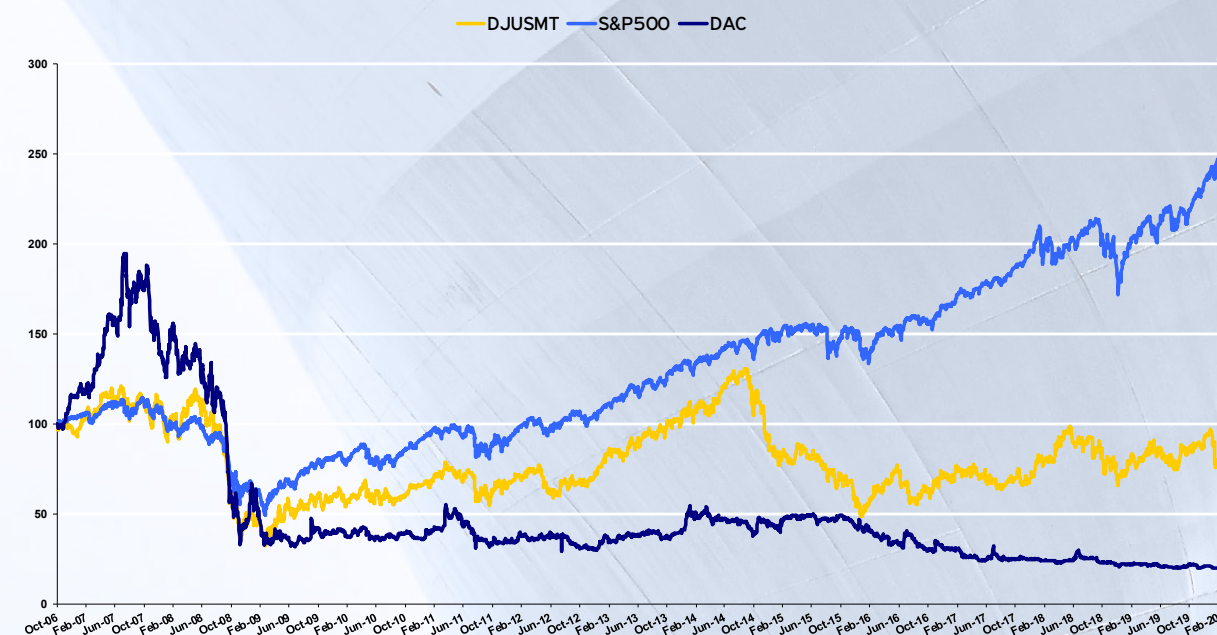
**William C. Repko** has been a member of our board of directors since July 2014. Mr. Repko has nearly 40 years of investing, finance and restructuring experience. Mr. Repko retired from Evercore Partners in February 2014 where he had served as a senior advisor, senior managing director and was a co-founder of the firm's Restructuring and Debt Capital Markets Group since September 2005. Prior to joining Evercore Partners Inc., Mr. Repko served as chairman and head of the Restructuring Group at J.P. Morgan Chase, a leading investment banking firm, where he focused on providing comprehensive solutions to clients' liquidity and reorganization challenges. In 1973, Mr. Repko joined Manufacturers Hanover Trust Company, a commercial bank, which after a series of mergers became part of J.P. Morgan Chase. Mr. Repko has been named to the Turnaround Management Association (TMA)-sponsored Turnaround, Restructuring and Distressed Investing Industry Hall of Fame. Mr. Repko has served on the Board of Directors of Stellus Capital Investment Corporation (SCM:NYSE) since 2012 and is Chairman of its Compensation Committee and serves on the Audit Committee. Mr. Repko received his B.S. in Finance from Lehigh University.



## STOCKHOLDER RETURN PERFORMANCE PRESENTATION

Set forth below is a line graph for the period from our listing date until March 31, 2020 comparing the yearly percentage change in the cumulative total stockholder return on the Company's common stock against the cumulative return of the published DJUSMT Index and the S&P 500.

**Stock Performance Graph**  
Comparison of Cumulative Total Return\*



\* Assumes that the value of the investment in the Company's common stock and each index was \$ 100 on October 6, 2006 and that all dividends were reinvested.

## SHAREHOLDER INFORMATION

### COMPANY CONTACT

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Chief Financial Officer  
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E-Mail: cfo@danaos.com

Iraklis Prokopakis  
Senior Vice President & COO  
Tel.: +30 210 419 6480  
E-Mail: coo@danaos.com

### MAILING ADDRESS

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Athens, 185 45  
Greece

### INVESTOR RELATIONS

Rose & Company  
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New York, NY 10020  
Tel. (212) 517-0810  
Email: danaos@rosecoglobal.com

### U.S. LEGAL COUNSEL

Morgan, Lewis & Bockius L.L.P.  
101 Park Avenue, New York  
N. Y. 10178  
Tel.: +1 212 309 6000

### INDEPENDENT AUDITORS

PricewaterhouseCoopers S.A.  
268, Kifissias Avenue  
Athens, 152 32  
Greece  
Tel.: +30 210 687 4400

### TRANSFER AGENT

American Stock Transfer & Trust  
Company  
6201 15th Avenue, Brooklyn  
N. Y. 11219  
Tel.: +1 718 921 8200

Since our initial public offering in the United States in October 2006, our common stock has been listed on the New York Stock Exchange under the symbol "DAC". As of December 31, 2019, there were 24,789,312 shares of the registrant's common stock outstanding.



# ANNUAL 20 REPORT 19



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 20-F**

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from** \_\_\_\_\_ **to** \_\_\_\_\_

**OR**

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

**Commission file number 001-33060**

**DANAOS CORPORATION**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Republic of The Marshall Islands**

(Jurisdiction of incorporation or organization)

**c/o Danaos Shipping Co. Ltd, Athens Branch  
14 Akti Kondyli  
185 45 Piraeus  
Greece**

(Address of principal executive offices)

**Evangelos Chatzis  
Chief Financial Officer  
c/o Danaos Shipping Co. Ltd, Athens Branch  
14 Akti Kondyli  
185 45 Piraeus  
Greece**

**Telephone: +30 210 419 6480**

**Facsimile: +30 210 419 6489**

(Name, Address, Telephone Number and Facsimile Number of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value per share	DAC	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None.**



Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**None.**

As of December 31, 2019, there were 24,789,312 shares of the registrant's common stock outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒

International Financial Reporting Standards as issued  
by the International Accounting Standards Board ☐

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No



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## FORWARD-LOOKING INFORMATION

This annual report contains forward-looking statements based on beliefs of our management. Any statements contained in this annual report that are not historical facts are forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended. We have based these forward-looking statements on our current expectations and projections about future events, including:

- future operating or financial results;
- pending acquisitions and dispositions, business strategies and expected capital spending;
- operating expenses, availability of crew, number of off-hire days, drydocking requirements and insurance costs;
- general market conditions and container shipping market trends, including charter rates, vessel values and factors affecting supply and demand;
- our ability to comply with the terms of the agreements entered into in connection with our debt refinancing consummated on August 10, 2018 (the “2018 Refinancing”);
- our financial condition and liquidity, including our ability to comply with covenants in our financing arrangements and to service or refinance our outstanding indebtedness;
- performance by our charterers of their obligations;
- the availability of ships to purchase, the time that it may take to construct new ships, or the useful lives of our ships;
- our ability to obtain financing in the future to fund acquisitions and other general corporate activities;
- our continued ability to enter into multi-year, fixed-rate period charters with our customers;
- our ability to leverage to our advantage our manager’s relationships and reputation in the containership shipping sector of the international shipping industry;
- changes in governmental rules and regulations or actions taken by regulatory authorities;
- potential liability from future litigation; and
- other factors discussed in “Item 3. Key Information—Risk Factors” of this annual report.

The words “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “potential,” “may,” “plan,” “project,” “predict,” and “should” and similar expressions as they relate to us are intended to identify such forward-looking statements, but are not the exclusive means of identifying such statements. We may also from time to time make forward-looking statements in our periodic reports that we file with the U.S. Securities and Exchange Commission (“SEC”) other information sent to our security holders, and other written materials. Such statements reflect our current views and assumptions and all forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. The factors that could affect our future financial results are discussed more fully in “Item 3. Key Information—Risk Factors” and in our other filings with the SEC. We caution readers of this annual report not to place undue reliance on these forward-looking statements, which speak only as of their dates. We undertake no obligation to publicly update or revise any forward-looking statements.



## PART I

Danaos Corporation is a corporation domesticated in the Republic of The Marshall Islands that is referred to in this Annual Report on Form 20-F, together with its subsidiaries, as “Danaos Corporation,” “the Company,” “we,” “us,” or “our.” This report should be read in conjunction with our consolidated financial statements and the accompanying notes thereto, which are included in Item 18 to this annual report.

We use the term “twenty foot equivalent unit,” or “TEU,” the international standard measure of containers, in describing the capacity of our containerships. Unless otherwise indicated, all references to currency amounts in this annual report are in U.S. dollars.

All data regarding our fleet and the terms of our charters is as of February 27, 2020, unless otherwise indicated. As of February 27, 2020, we owned 56 containerships aggregating 336,242 TEU in capacity, including the 8,626 TEU vessel *Niledutch Lion* built in 2008 contracted and delivered to us in January 2020. In October 2019, we entered into an agreement to acquire a 8,463 TEU containership built in 2005 and on February 21, 2020 we entered into an agreement to acquire a 8,533 TEU containership built in 2005, each with expected delivery to us by the end of May 2020. Gemini Shipholdings Corporation (“Gemini”), a Marshall Islands company incorporated in August 2015 and beneficially owned 49% by Danaos Corporation and 51% by Virage International Ltd. (“Virage”), a company controlled by Danaos Corporation’s largest stockholder, owned an additional five containerships of 32,531 TEU aggregate capacity as of February 27, 2020. We do not consolidate Gemini’s results of operations and account for our minority equity interest in Gemini under the equity method of accounting. See “Item 4. Information on the Company—Business Overview—Our Fleet”.

On May 2, 2019, the Company effected a 1-for-14 reverse stock split of the issued and outstanding shares of common stock of the Company. All share and per share data disclosed in this annual report give effect to this reverse stock split.

### **Item 1. Identity of Directors, Senior Management and Advisers**

Not Applicable.

### **Item 2. Offer Statistics and Expected Timetable**

Not Applicable.

### **Item 3. Key Information**

#### **Selected Consolidated Financial Data**

The following table presents selected consolidated financial and other data of Danaos Corporation and its consolidated subsidiaries for each of the five years in the five year period ended December 31, 2019. The table should be read together with “Item 5. Operating and Financial Review and Prospects.” The selected consolidated financial data of Danaos Corporation as of December 31, 2019 and 2018 and each of the three years ended December 31, 2019 is derived from our consolidated financial statements and notes thereto included elsewhere in this Form 20-F, which have been prepared in accordance with U.S. generally accepted accounting principles, or “U.S. GAAP”, and have been audited by PricewaterhouseCoopers S.A., an independent registered public accounting firm. Our selected consolidated financial data as of December 31, 2017, 2016 and 2015 and for each of the two years ended December 31, 2016 is derived from our consolidated financial statements not included herein.

Our audited consolidated statements of operations, comprehensive income, changes in stockholders’ equity and cash flows for the years ended December 31, 2019, 2018 and 2017, and the



consolidated balance sheets at December 31, 2019 and 2018, together with the notes thereto, are included in “Item 18. Financial Statements” and should be read in their entirety.

	Year Ended December 31,				
	2019	2018	2017	2016	2015
	In thousands, except per share amounts and other data				
STATEMENT OF OPERATIONS					
Operating revenues . . . . .	\$ 447,244	\$ 458,732	\$ 451,731	\$ 498,332	\$ 567,936
Voyage expenses . . . . .	(11,593)	(12,207)	(12,587)	(13,925)	(12,284)
Vessel operating expenses . . . . .	(102,502)	(104,604)	(106,999)	(109,384)	(112,736)
Depreciation . . . . .	(96,505)	(107,757)	(115,228)	(129,045)	(131,783)
Amortization of deferred drydocking and special survey costs . . . . .	(8,733)	(9,237)	(6,748)	(5,528)	(3,845)
Impairment loss . . . . .	—	(210,715)	—	(415,118)	(41,080)
Bad debt expense . . . . .	—	—	—	(15,834)	—
General and administrative expenses	(26,837)	(26,334)	(22,672)	(22,105)	(21,831)
Gain/(loss) on sale of vessels . . . . .	—	—	—	(36)	—
Income/(loss) from operations . . .	201,074	(12,122)	187,497	(212,643)	244,377
Interest income . . . . .	6,414	5,781	5,576	4,682	3,419
Interest expense . . . . .	(72,069)	(85,706)	(86,556)	(82,966)	(84,435)
Other finance expenses . . . . .	(2,702)	(3,026)	(4,126)	(4,932)	(4,658)
Equity income/(loss) on investments	1,602	1,365	965	(16,252)	(1,941)
Gain on debt extinguishment . . . . .	—	116,365	—	—	—
Other income/(expenses), net . . . . .	556	(50,456)	(15,757)	(41,602)	111
Unrealized and realized losses on derivatives . . . . .	(3,622)	(5,137)	(3,694)	(12,482)	(39,857)
Total other expenses, net . . . . .	(69,821)	(20,814)	(103,592)	(153,552)	(127,361)
Net income/(loss) . . . . .	\$ 131,253	\$ (32,936)	\$ 83,905	\$ (366,195)	\$ 117,016
PER SHARE DATA(1)					
Basic earnings/(loss) per share of common stock . . . . .	\$ 8.29	\$ (3.10)	\$ 10.70	\$ (46.69)	\$ 14.92
Diluted earnings/(loss) per share of common stock . . . . .	\$ 8.09	\$ (3.10)	\$ 10.70	\$ (46.69)	\$ 14.92
Basic weighted average number of shares (in thousands) . . . . .	15,835	10,623	7,845	7,843	7,842
Diluted weighted average number of shares (in thousands) . . . . .	16,221	10,623	7,845	7,843	7,842
Dividends declared per share . . . . .	—	—	—	—	—
CASH FLOW DATA					
Net cash provided by operating activities . . . . .	\$ 219,878	\$ 164,686	\$ 181,073	\$ 261,967	\$ 271,676
Net cash provided by/(used in) investing activities . . . . .	(21,360)	(8,250)	1,758	(9,379)	(13,292)
Net cash used in financing activities(2) . . . . .	(136,623)	(148,868)	(189,653)	(251,130)	(243,867)
Net increase/(decrease) in cash, cash equivalents and restricted cash(2) .	61,895	7,568	(6,822)	1,458	14,517



	Year Ended December 31,				
	2019	2018	2017	2016	2015
In thousands, except per share amounts and other data					
<b>BALANCE SHEET DATA (at year end)</b>					
Total current assets . . . . .	\$ 190,386	\$ 119,750	\$ 125,999	\$ 135,954	\$ 127,570
Total assets . . . . .	2,683,019	2,679,842	2,986,396	3,127,064	3,662,121
Total current liabilities, including current portion of long-term debt and leaseback obligation . . . . .	223,080	222,701	2,379,839	2,566,281	312,145
Current portion of long-term debt . .	119,673	113,777	2,329,601	2,504,932	269,979
Current portion of long-term leaseback obligation . . . . .	16,342	—	—	—	—
Long-term debt, net of current portion . . . . .	1,270,663	1,508,108	—	—	2,470,417
Long-term leaseback obligation, net of current portion . . . . .	121,872	—	—	—	—
Other long-term liabilities . . . . .	185,714	258,180	57,852	73,070	37,645
Total stockholders' equity . . . . .	\$ 881,690	\$ 690,853	\$ 548,705	\$ 487,713	\$ 841,914
Common stock shares outstanding (in thousands)(1) . . . . .	24,789	15,237	7,843	7,843	7,842
Common stock at par value(1) . . . .	248	152	78	78	78
<b>OTHER DATA</b>					
Number of vessels at period end . . .	55	55	55	55	56
TEU capacity at period end . . . . .	327,616	327,616	327,616	329,588	334,239
Ownership days . . . . .	20,075	20,075	20,075	20,138	20,440
Operating days . . . . .	19,736	19,424	19,345	19,057	20,239

- (1) Basic and diluted earnings per share, basic and diluted weighted average number of shares, common stock shares outstanding and common stock at par value give retroactive effect to the 1-for-14 reverse stock split effected on May 2, 2019 for all periods presented.
- (2) The comparative figures presented give effect to a retrospective application of the change in accounting principle for presenting of the change in restricted cash balance from net cash used in financing activities to the increase/(decrease) in cash, cash equivalents and restricted cash as per Accounting Standards Update No. 2016-18 "Statement of Cash Flows (Topic 230): Restricted Cash" ("ASU 2016-18"), which resulted in an increase in net cash used in financing activities and a corresponding change in cash, cash equivalents and restricted cash by \$6 thousand for the year ended December 31, 2015.

### Capitalization and Indebtedness

The table below sets forth our consolidated capitalization as of December 31, 2019:

- on an actual basis; and
- on an as adjusted basis to reflect, in the period from January 1, 2020 to February 27, 2020, scheduled debt repayments of \$35.2 million, of which \$29.3 million relates to our term loan credit facilities entered into in 2018 (the "2018 Credit Facilities"), \$3.4 million relates to our Sinasure-CEXIM-Citibank-ABN Amro credit facility and \$2.5 million related to our leaseback obligations.



Other than these adjustments, there have been no material changes to our capitalization from debt or equity issuances, re-capitalizations, special dividends, or debt repayments as adjusted in the table below between January 1, 2020 and February 27, 2020.

	As of December 31, 2019	
	Actual	As adjusted
	(US Dollars in thousands)	
Debt:		
Total debt(1)(2) . . . . .	\$1,582,020	\$1,546,840
Stockholders' equity:		
Preferred stock, par value \$0.01 per share; 100,000,000 preferred shares authorized and none issued; actual and as adjusted . . . . .	—	—
Common stock, par value \$0.01 per share; 750,000,000 shares authorized; 24,789,312 shares issued and outstanding; actual and as adjusted(3) . . . .	248	248
Additional paid-in capital . . . . .	785,274	785,274
Accumulated other comprehensive loss . . . . .	(116,934)	(116,934)
Retained earnings . . . . .	213,102	213,102
Total stockholders' equity . . . . .	881,690	881,690
<b>Total capitalization . . . . .</b>	<b>\$2,463,710</b>	<b>\$2,428,530</b>

- (1) Total debt includes \$1,443.8 million of long-term debt (\$1,411.1 million, as adjusted) and \$138.2 million (\$135.7 million, as adjusted) of long-term leaseback obligations. Long-term debt excludes accumulated accrued interest of \$190.7 million outstanding as of December 31, 2019. All of our indebtedness is secured and guaranteed by the Company. See Note 10 "Long-Term Debt, net" to our consolidated financial statements included elsewhere in this report.
- (2) Total debt is presented gross of the fair value adjustment and deferred finance costs, which amount to \$20.0 million and \$33.5 million, respectively.
- (3) Actual and as adjusted issued and outstanding common stock include 216,276 shares of restricted stock, which are scheduled to vest on December 31, 2021, subject to satisfaction of the vesting terms.

#### Reasons for the Offer and Use of Proceeds

Not Applicable.



## RISK FACTORS

### Risks Inherent in Our Business

*Our business, and an investment in our securities, involves a high degree of risk, including risks relating to the downturn in the container shipping market, which continues to adversely affect the major liner companies which charter our vessels and as well as our earnings and cash flows.*

The downturn in the containership market, from which we derive all of our revenues, has severely affected the container shipping industry, including the large liner companies to which we charter our vessels, and has adversely affected our business. The containership market has generally remained weak since declining sharply in 2008 and 2009 and, despite improving modestly, for periods in recent years, remains at depressed levels. The benchmark rates have declined in all quoted size sectors, with the benchmark one-year daily rate of a 4,400 TEU Panamax containership, which was \$36,000 in May 2008, at \$9,000 at the end of 2018 and \$13,600 at the end of 2019. The weak charter rates are due to various factors, including the level of global trade, including exports from China to Europe and the United States, and increases in containership capacity. The depressed containership market has affected the major liner companies which charter our vessels, including Hanjin Shipping which cancelled long-term charters for eight of our vessels after it filed for court receivership in September 2016 and Hyundai Merchant Marine (“HMM”) with which we agreed to charter modifications in July 2016. Other liner companies have also reported large losses in recent years, including some of our charterers. The weakness in the containership market also affects the value of our vessels, which follow the trends of freight rates and containership charter rates, and the earnings on our charters, and similarly, affects our cash flows and liquidity. In 2017 and 2018, as a result mainly of the cancellation of eight charters for our vessels with Hanjin Shipping, we were in breach of covenants in our financing arrangements and had to refinance our indebtedness in a transaction that, among other things, reduced the principal amount of debt outstanding, extended maturities and involved the issuance of a substantial number of shares of our common stock to our lenders. The extended period of weakness in the containership charter market may continue to have additional adverse consequences for our industry including limited financing for vessel acquisitions and newbuildings, a less active secondhand market for the sale of vessels, additional charterers not performing under, or requesting modifications of, existing time charters and loan covenant defaults. This significant downturn in the container shipping industry could adversely affect our ability to service our debt and other obligations, or to refinance our debt, and adversely affect our results of operations and financial condition.

*We may have difficulty securing profitable employment for our vessels in the currently depressed containership market.*

Of our 56 vessels, as of February 27, 2020, 28 are employed on time charters expiring in 2020. Given the current state of the containership charter market, we may be unable to secure employment for these vessels at attractive rates, or at all, when, if applicable, their charters expire. Although we do not receive any revenues from our vessels while not employed, as was also the case for certain of our vessels for periods in recent years, we are required to pay expenses necessary to maintain the vessel in proper operating condition, insure it and service any indebtedness secured by such vessel. If we cannot re-charter our vessels profitably, our results of operations and operating cash flow, including cash available to pay dividends, if any, to our stockholders, will be adversely affected.

*We are dependent on the ability and willingness of our charterers to honor their commitments to us for all of our revenues and the failure of our counterparties to meet their obligations under our charter agreements could cause us to suffer losses or otherwise adversely affect our business.*

We derive all of our revenues from the payment of charter hire by our charterers. Each of our 56 containerships are currently employed under time or bareboat charters with fourteen liner



companies, with 87% of our revenues in 2019 generated from five such companies. We could lose a charterer or the benefits of a time charter if:

- the charterer fails to make charter payments to us because of its financial inability, disagreements with us, defaults on a payment or otherwise;
- the charterer exercises certain specific limited rights to terminate the charter;
- we do not take delivery of any newbuilding containership we may contract for at the agreed time; or
- the charterer terminates the charter because the ship fails to meet certain guaranteed speed and fuel consumption requirements and we are unable to rectify the situation or otherwise reach a mutually acceptable settlement.

In 2016 Hanjin Shipping cancelled the charters for eight of our vessels after it filed for court receivership in September 2016 and in July 2016 we agreed to modifications to the charters for 13 of our vessels with HMM with substantial charter rate reductions. ZIM's 2014 restructuring agreement with its creditors included a significant reduction in the charter rates payable by ZIM under its time charters, expiring in 2020 or 2021, for six of our vessels.

If we lose a time charter, we may be unable to re-deploy the related vessel on terms as favorable to us or at all. For instance, all of the eight vessels previously chartered to Hanjin Shipping were rechartered on short-term charters at significantly lower rates, after remaining idle for a number of months in the case of the three 10,100 TEU vessels, following Hanjin Shipping's cancellation of the charters. We would not receive any revenues from such a vessel while it remained unchartered, but we may be required to pay expenses necessary to maintain the vessel in proper operating condition, insure it and service any indebtedness secured by such vessel.

Many of the time charters on which we deploy our containerships provide for charter rates that are significantly above current market rates. The ability and willingness of each of our counterparties to perform its obligations under their time charters with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the container shipping industry, which has generally experienced weakness with limited recovery since the 2008-2009 economic crisis, and the overall financial condition of the counterparty. Furthermore, the combination of a reduction in cash flow resulting from declines in world trade, a reduction in borrowing bases under credit facilities and the reduced availability of debt and equity financing may result in a significant reduction in the ability of our charterers to make charter payments to us, with a number of large liner companies announcing efforts to obtain third party aid and restructure their obligations, including some of our charterers, in recent years. The likelihood of a charterer seeking to renegotiate or defaulting on its charter with us may be heightened to the extent such customers are not able to utilize the vessels under charter from us, and instead leave such chartered vessels idle. Should a counterparty fail to honor its obligations under agreements with us, it may be difficult to secure substitute employment for such vessel, and any new charter arrangements we secure may be at lower rates given the current situation in the charter market. Gemini, in which we have minority equity investment, faces the same risks with respect to its vessels that it employs on time charters.

If our charterers fail to meet their obligations to us or attempt to renegotiate our charter agreements, as part of a court-supervised restructuring or otherwise, we could sustain significant reductions in revenue and earnings which could have a material adverse effect on our business, financial condition, results of operations and cash flows, including cash available for dividends, if any, to our stockholders, as well as our ability to comply with the covenants and refinance our credit facilities. In such an event, we could be unable to service our debt and other obligations.



***We depend upon a limited number of customers for a large part of our revenues. The loss of these customers could adversely affect us.***

Our customers in the containership sector consist of a limited number of liner operators. The percentage of our revenues derived from these customers has varied in past years. In the past several years, CMA CGM, Hyundai Merchant Marine, Yang Ming, Hapag Lloyd and ZIM have represented substantial amounts of our revenue. In 2019, approximately 87% of our operating revenues were generated by five customers and in 2018, approximately 88% of our operating revenues were derived from these five customers. As of February 27, 2020, we have charters for sixteen of our vessels with CMA CGM, for six of our vessels with MSC, for six of our vessels with ZIM, for five of our vessels with Hyundai, for five of our vessels with Yang Ming, for five of our vessels with Evergreen, for four of our vessels with Hapag Lloyd, for two of our vessels with Cosco, for two of our vessels with OOCL, for one of our vessels with Maersk, for one of our vessels with KMT, for one of our vessels with SITC, for one of our vessels with Nippon Yusen, for one of our vessels with Samudera and for one of our vessels with ONE. We expect that a limited number of liner companies may continue to generate a substantial portion of our revenues. Some of these liner companies have publicly acknowledged the financial difficulties facing them and reported substantial losses in prior years. In 2016 Hanjin Shipping, from which 10% and 17% of our revenues in 2016 and 2015, respectively, were generated, cancelled the charters for eight of our vessels after it filed for court receivership in September 2016 and in July 2016 we agreed to charter rate reductions under the charters for 13 of our vessels with HMM, from which 24% of our revenues were generated in 2019, 24% in 2018 and 31% in 2017. ZIM's 2014 restructuring agreement with its creditors included a significant reduction in the charter rates payable by ZIM under its time charters, expiring in 2020 or 2021, for six of our vessels. If any of these liner operators cease doing business or do not fulfill their obligations under their charters for our vessels, due to the financial pressure on these liner companies from the decreases in demand for the seaborne transport of containerized cargo or otherwise, our results of operations and cash flows, and ability to comply with covenants in our financing arrangements, could be adversely affected. Further, if we encounter any difficulties in our relationships with these charterers, our results of operations, cash flows, including cash available for dividends, if any, to our stockholders, and financial condition could be adversely affected.

***Our profitability and growth depend on the demand for containerships and global economic conditions, and the impact on consumer confidence and consumer spending may continue to affect containerized shipping volume and adversely affect charter rates. Charter hire rates for containerships may continue to experience volatility or remain at depressed levels, which would, in turn, adversely affect our profitability.***

Demand for our vessels depends on demand for the shipment of cargoes in containers and, in turn, containerships. The ocean-going container shipping industry is both cyclical and volatile in terms of charter hire rates and profitability. Containership charter rates peaked in 2005 and generally stayed strong until the middle of 2008, when the effects of the economic crisis began to affect global container trade, and in 2008 and 2009 the ocean-going container shipping industry experienced severe declines, with charter rates at significantly lower levels than the historic highs of the prior few years. Containership charter rates have since generally remained weak, with brief periods of limited improvement and subsequent declines, remain well below long-term averages and could remain at depressed levels for an extended period. Variations in containership charter rates result from changes in the supply and demand for ship capacity and changes in the supply and demand for the major products transported by containerships. The factors affecting the supply and demand for containerships and supply and demand for products shipped in containers are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable. Any slowdown in the global economy, including due to events such as the coronavirus outbreak, and disruptions in the credit markets may continue to reduce demand for products shipped in containers and, in turn, containership capacity.



Factors that influence demand for containership capacity include:

- supply and demand for products suitable for shipping in containers;
- changes in global production of products transported by containerships;
- the distance that container cargo products are to be moved by sea;
- the globalization of manufacturing;
- global and regional economic and political conditions;
- developments in international trade;
- changes in seaborne and other transportation patterns, including changes in the distances over which containerized cargoes are transported and steaming speed of vessels;
- environmental and other regulatory developments; and
- currency exchange rates.

Factors that influence the supply of containership capacity include:

- the number of new building deliveries;
- the scrapping rate of older containerships;
- the price of steel and other raw materials;
- changes in environmental and other regulations that may limit the useful life of containerships;
- the number of containerships that are out of service; and
- port congestion.

The recovery in consumer confidence and consumer spending has been volatile and uneven. Consumer purchases of discretionary items, many of which are transported by sea in containers, generally decline during periods where disposable income is adversely affected or there is economic uncertainty and, as a result, liner company customers may ship fewer containers or may ship containers only at reduced rates. Any such decrease in shipping volume could adversely impact our liner company customers and, in turn, demand for containerships. Such decreases in recent years, led to declines in charter rates and vessel values in the containership sector and increased counterparty risk associated with the charters for our vessels.

Our ability to recharter our containerships upon the expiration or termination of their current charters and the charter rates payable under any renewal or replacement charters will depend upon, among other things, the prevailing state of the charter market for containerships. As of February 27, 2020, the charters for twenty-eight of our vessels expire in 2020. If the charter market, which currently remains at low levels, is depressed when our vessels' charters expire, we may be forced to recharter the containerships, if we were able to recharter such vessels at all, at reduced rates and possibly at rates whereby we incur a loss. If we were unable to recharter our vessels on favorable terms, we may potentially scrap certain of such vessels, which may reduce our earnings or make our earnings volatile. The same issues will exist to the extent we acquire additional containerships and attempt to obtain multi-year charter arrangements as part of an acquisition and financing plan.

***Containership charter rates and vessel values may affect our ability to comply with various financial and collateral covenants in our credit facilities.***

Our credit facilities, which are secured by, among other things, mortgages on our vessels, require us to maintain specified collateral coverage ratios and satisfy financial covenants. Low containership



charter rates, or the failure of our charterers to fulfill their obligations under their charters for our vessels, due to financial pressure on these liner companies from weak demand for the seaborne transport of containerized cargo or otherwise, may adversely affect our ability to comply with these covenants. The market value of containerships is sensitive to, among other things, changes in the charter markets with vessel values deteriorating in times when charter rates are falling and improving when charter rates are anticipated to rise. As a result of depressed containership market conditions, and the cancellation of eight of our charters by Hanjin Shipping in conjunction with its 2016 filing for bankruptcy court protection, we were in breach of the financial covenants in our prior financing arrangements that were refinanced and replaced by our 2018 Credit Facilities.

Our 2018 Credit Facilities and leaseback arrangements contain financial covenants with which we were in compliance as of December 31, 2019 and that require us to maintain:

- minimum collateral to loan value coverage on a charter-free basis increasing from 57.0% as of December 31, 2018 to 100% as of September 30, 2023 and thereafter;
- minimum collateral to loan value coverage on a charter-attached basis increasing from 69.5% as of December 31, 2018 to 100% as of September 30, 2023 and thereafter;
- minimum liquidity of \$30 million throughout the term thereof;
- maximum consolidated net leverage ratio, declining from 7.50x as of December 31, 2018 to 5.50x as of September 30, 2023 and thereafter;
- minimum interest coverage ratio of 2.50x throughout the term thereof; and
- minimum consolidated market value adjusted net worth increasing from negative \$510 million as of December 31, 2018 to \$60 million as of September 30, 2023 and thereafter.

We also amended the terms of our Sinosure-CEXIM-Citibank-ABN Amro credit facility in connection with the 2018 Refinancing to align the covenants contained therein with the covenants for our other credit facilities described above.

If we are unable to meet our covenant compliance obligations under our credit facilities, and are unable to reach an agreement with our lenders to obtain compliance waivers, our lenders could then accelerate our indebtedness and foreclose on the vessels in our fleet securing those credit facilities. Any such default could result in cross-defaults under our other credit facilities, and the consequent acceleration of the indebtedness thereunder and the commencement of similar foreclosure proceedings by other lenders. The loss of any of our vessels would have a material adverse effect on our operating results and financial condition and could impair our ability to operate our business.

***Substantial debt levels could limit our flexibility to obtain additional financing and pursue other business opportunities or to pay dividends on our common stock and our ability to service our outstanding indebtedness will depend on our future operating performance, including the charter rates we receive under charters for our vessels.***

We have aggregate principal amount of indebtedness, including leaseback obligations, outstanding of approximately \$1.6 billion, as of December 31, 2019. We may seek to incur substantial additional indebtedness, as market conditions warrant, to grow our fleet to the extent that we are able to obtain such financing, such as under the credit facility we expect to enter into to finance a portion of the acquisition prices of certain of our recently acquired containerships. This level of debt could have important consequences to us, including the following:

- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may be unavailable on favorable terms;



- we will need to use a substantial portion of our free cash from operations, as required under the terms of our 2018 Credit Facilities and leaseback arrangements, to make principal and interest payments on our debt, reducing the funds that would otherwise be available for future business opportunities and, if permitted by our credit facilities and reinstated by our board of directors, dividends to our stockholders;
- our debt level could make us more vulnerable than our competitors with less debt to competitive pressures or a downturn in our business or the economy generally; and
- our debt level may limit our flexibility in responding to changing business and economic conditions.

Our ability to service our debt will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. In particular, the charter rates we obtain for our vessels, including our vessels on shorter term time charters or other charters expiring in the near future, will have a significant impact on our ability to service our indebtedness. If we do not generate sufficient cash flow to service our debt, we may be forced to take actions such as reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, refinancing our debt or seeking additional equity capital. We may not be able to effect any of these remedies on satisfactory terms, or at all.

In addition, we do not have any additional amounts available for borrowing under our existing credit facilities. Accordingly, we are dependent on our cash flows from operations to meet our operating expenses and debt service obligations. If we need additional liquidity and are unable to obtain such liquidity from existing or new lenders or in the capital markets, or if our existing financing arrangements do not permit additional debt that we require (and we are unable to obtain waivers from required lenders), we may be unable to meet our liquidity obligations which could lead to a default under our credit facilities. Our financing arrangements also impose operating and financial restrictions on us that may limit our ability to take certain actions, including the incurrence of additional indebtedness by exiting subsidiaries, creating liens on our existing assets and selling capital stock of our existing subsidiaries.

We cannot guarantee that we will be able to realize the anticipated benefits from the 2018 Refinancing. If we are unable to meet our obligations, we would need to reach another arrangement with our creditors, which may be on terms that are less favorable to us than those of the transactions entered into in connection with the 2018 Refinancing. Notwithstanding the 2018 Refinancing, we remain significantly leveraged and continue to face risks associated with a highly leveraged company.

***Disruptions in world financial markets and the resulting governmental action could have a further material adverse impact on our results of operations, financial condition and cash flows, and could cause the market price of our common stock to decline.***

The global economy has generally improved recently but remains subject to significant downside economic risks, as well as geopolitical risks, the emergence of populist and protectionist political movements in advanced economies and extraordinary events such as the ongoing coronavirus outbreak, which may negatively impact global economic growth, disrupt financial markets, and may lead to weaker consumer demand. A slowdown in the global economy may result in a decrease in worldwide demand for products transported by containerships. These issues, along with the re-pricing of credit risk and the difficulties being experienced by some financial institutions have made, and will likely continue to make, it difficult to obtain financing. As a result of past disruptions in the credit markets, the cost of obtaining bank financing in the shipping industry has increased as many lenders have increased interest rates, enacted tighter lending standards, required more restrictive terms, including higher collateral ratios for advances, shorter maturities and smaller loan amounts, refused to refinance existing debt at



maturity at all or on terms similar to our current debt. Furthermore, certain banks that have historically been significant lenders to the shipping industry have reduced or ceased lending activities in the shipping industry. We cannot be certain that financing will be available on acceptable terms or at all. If financing is not available when needed, or is available only on unfavorable terms, we may be unable to meet our obligations as they come due. In the absence of available financing, we may be unable to take advantage of business opportunities or respond to competitive pressures, any of which could have a material adverse effect on our revenues and results of operations.

We face risks attendant to changes in economic environments, changes in interest rates, and any instability in the banking and securities markets around the world, among other factors. Major market disruptions and adverse changes in market conditions and the regulatory climate in the United States and worldwide may adversely affect our business or impair our ability to borrow amounts under any future financial arrangements. However, these recent and developing economic and governmental factors, together with the concurrent decline in charter rates and vessel values, may have a material adverse effect on our results of operations, financial condition or cash flows, have caused the price of our common stock to decline and could cause the price of our common stock to decline further.

In addition, as a result of the economic situation in Greece, which has been slowly recovering from the sovereign debt crisis and the related austerity measures implemented by the Greek government, our operations in Greece may be subjected to new regulations that may require us to incur new or additional compliance or other administrative costs and may require that we pay to the Greek government new taxes or other fees. Furthermore, the change in the Greek government and potential shift in its policies may undermine Greece's political and economic stability, which may adversely affect our operations and those of our manager located in Greece. We also face the risk that strikes, work stoppages, civil unrest and violence within Greece may disrupt our shoreside operations and those of our manager located in Greece.

***If global economic conditions weaken, particularly in Europe and in the Asia Pacific region, it could have a material adverse effect on our business, financial condition and results of operations.***

Global economic conditions impact worldwide demand for various goods and, thus, container shipping. In particular, we anticipate a significant number of the port calls made by our vessels will continue to involve the loading or unloading of containers in ports in the Asia Pacific region. As a result, negative changes in economic conditions in any Asia Pacific country, in particular China which has been one of the world's fastest growing economies in recent years, can have a significant impact on the demand for container shipping. However, if China's pace of growth declines, as recent reports indicate may be occurring, and other countries in the Asia Pacific region experience slower or negative economic growth in the future, this may negatively affect the economies of the United States and the European Union, or "EU", and thus, may negatively impact container shipping demand. For example, the introduction of tariffs on selected imported goods mainly from Asia has provoked retaliatory measures from the affected countries, including China, which may create impediments to trade. Risks remaining from the recent recovery in Europe, including the possibility of sovereign debt defaults by EU member countries, including Greece, and any resulting weakness of the Euro, including against the Chinese renminbi, could adversely affect European consumer demand, particularly for goods imported, many of which are shipped in containerized form, from China and elsewhere in Asia, and reduce the availability of trade financing which is vital to the conduct of international shipping. In addition, the charters that we enter into with Chinese customers, including the charters we currently have with COSCO for two of our vessels, may be subject to new regulations in China that may require us to incur new or additional compliance or other administrative costs and may require that we pay to the Chinese government new taxes or other fees. Changes in laws and regulations, including with regards to tax matters, and their implementation by local authorities could affect our vessels chartered to Chinese customers as well as our vessels calling to Chinese ports and could have a material adverse effect on



our business, results of operations and financial condition. Our business, financial condition, results of operations, as well as our future prospects, will likely be materially and adversely affected by an economic downturn in any of these countries.

In addition, public health threats, such as the coronavirus, influenza and other highly communicable diseases or viruses, outbreaks of which have from time to time occurred in various parts of the world in which we operate, including China, could adversely impact our operations, and the operations of our customers.

***A decrease in the level of export of goods, in particular from Asia, or an increase in trade protectionism globally, including from the United States, could have a material adverse impact on our charterers' business and, in turn, could cause a material adverse impact on our business, financial condition, results of operations and cash flows.***

Our operations expose us to the risk that increased trade protectionism from the United States, China or other nations adversely affect our business. Governments may turn to trade barriers to protect or revive their domestic industries in the face of foreign imports, thereby depressing the demand for shipping. Restrictions on imports, including in the form of tariffs, could have a major impact on global trade and demand for shipping. Trade protectionism in the markets that our charterers serve may cause an increase in the cost of exported goods, the length of time required to deliver goods and the risks associated with exporting goods and, as a result, a decline in the volume of exported goods and demand for shipping.

The U.S. president was elected on a platform promoting trade protectionism and has instituted large tariffs on a wide variety of goods, including from China, which has led to retaliatory tariffs from leaders of other countries including China. These policy pronouncements have created significant uncertainty about the future relationship between the United States and China and other exporting countries, including with respect to trade policies, treaties, government regulations and tariffs and has led to concerns regarding the potential for an extended trade war. Protectionist developments, or the perception they may occur, may have a material adverse effect on global economic conditions, and may significantly reduce global trade and, in particular, trade between the United States and other countries, including China.

Our containerships are deployed on routes involving containerized trade in and out of emerging markets, and our charterers' container shipping and business revenue may be derived from the shipment of goods from Asia to various overseas export markets, including the United States and Europe. Any reduction in or hindrance to the output of Asia-based exporters could have a material adverse effect on the growth rate of Asia's exports and on our charterers' business.

Furthermore, the government of China has implemented economic policies aimed at increasing domestic consumption of Chinese-made goods and containing capital outflows. These policies may have the effect of reducing the supply of goods available for exports and the level of international trading and may, in turn, result in a decrease in demand for container shipping. In addition, reforms in China for a gradual shift to a "market economy" including with respect to the prices of certain commodities, are unprecedented or experimental and may be subject to revision, change or abolition and if these reforms are reversed or amended, the level of imports to and exports from China could be adversely affected.

Any new or increased trade barriers or restrictions on trade would have an adverse impact on our charterers' business, operating results and financial condition and could thereby affect their ability to make timely charter hire payments to us and to renew and increase the number of their time charters with us. Such adverse developments could in turn have a material adverse effect on our business, financial condition, results of operations, cash flow, including cash available for dividends, if any, to our stockholders, and our ability to service or refinance our debt.



***Demand for the seaborne transport of products in containers has a significant impact on the financial performance of liner companies and, in turn, demand for containerships and our charter counterparty risk.***

Demand for the seaborne transportation of products in containers, which is significantly impacted by global economic activity, remains below the levels experienced before the global economic crisis of 2008 and 2009. Consequently, the cargo volumes and freight rates achieved by liner companies, with which all of the existing vessels in our fleet are chartered, have declined sharply, reducing liner company profitability and, at times, failing to cover the costs of liner companies operating vessels on their shipping lines. In response to such reduced cargo volume and freight rates, the number of vessels being actively deployed by liner companies decreased. Approximately 6% of the world containership fleet was estimated to be out of service at the end of 2019, which was below the 12% high of December 2009 but up slightly from 2.5% at the end of 2018. It is estimated that approximately 3.3% of the increase is due to retrofitting sulfur oxide, or “SOx”, exhaust gas cleaning systems, or “scrubbers”, at the end of 2019 compared to 2018. Moreover, newbuilding containerships with an aggregate capacity of approximately 2.5 million TEUs, representing approximately 10.6% of the existing global fleet capacity at the end of 2019, were under construction, which may exacerbate the surplus of containership capacity further reducing charterhire rates or increasing the number of unemployed vessels. Many liner companies, including some of our customers, reported substantial losses in 2019 and other recent years, as well as having announced plans to reduce the number of vessels they charter-in and enter into consolidating mergers and cooperative alliances as part of efforts to reduce the size of their fleets to better align fleet capacity with the reduced demand for marine transportation of containerized cargo.

The reduced demand and resulting financial challenges faced by our liner company customers has significantly reduced demand for containerships and may increase the likelihood of one or more of our customers being unable or unwilling to pay us the contracted charterhire rates, such as we agreed with HMM in 2016 and ZIM in 2014 and Hanjin Shipping’s cancellation of long-term charters for eight of our vessels in 2016, which are generally significantly above prevailing charter rates, under the charters for our vessels. We generate all of our revenues from these charters and if our charterers fail to meet their obligations to us, we would sustain significant reductions in revenue and earnings, which could materially adversely affect our business and results of operations, as well as our ability to comply with covenants in our credit facilities.

***An over-supply of containership capacity may prolong or further depress the current low charter rates and adversely affect our ability to recharter our containerships at profitable rates or at all and, in turn, reduce our profitability.***

While the size of the containership order book has declined from the historic highs reached in mid-2008, at the end of 2019 newbuilding containerships with an aggregate capacity of approximately 2.5 million TEUs were under construction, representing approximately 10.6% of the existing global fleet capacity, and a higher percentage of large containerships. The size of the orderbook is large relative to historic levels and, notwithstanding that some orders may be cancelled or delayed, will likely result in a significant increase in the size of the world containership fleet over the next few years. An over-supply of containership capacity, particularly in conjunction with the currently low level of demand for the seaborne transport of containers, which continued liner company consolidation may accentuate, could exacerbate the weakness in charter rates or prolong the period during which low charter rates prevail. We do not hedge against our exposure to changes in charter rates, due to increased supply of containerships or otherwise. As such, if the current low charter rate environment persists, or a further reduction occurs, during a period when the current charters for our containerships expire or are terminated, we may only be able to recharter those containerships at reduced or unprofitable rates or we may not be able to charter those vessels at all. As of February 27, 2020, the charters for twenty-eight of our vessels expire in 2020.



*Our profitability and growth depends on our ability to expand relationships with existing charterers and to obtain new time charters, for which we will face substantial competition from established companies with significant resources as well as new entrants.*

One of our objectives is, when market conditions warrant, to acquire additional containerships in conjunction with entering into additional multi-year, fixed-rate time charters for these vessels, such as the vessel we acquired in January 2020 and the vessel we agreed to acquire in October 2019 for each of which we have secured two-year time charters. We employ our vessels in highly competitive markets that are capital intensive and highly fragmented, with a highly competitive process for obtaining new multi-year time charters that generally involves an intensive screening process and competitive bids, and often extends for several months. Generally, we compete for charters based on price, customer relationship, operating expertise, professional reputation and the size, age and condition of our vessels. In recent years, in light of the downturn in the containership charter market, other containership owners have chartered their vessels to liner companies at extremely low rates, including at unprofitable levels, increasing the price pressure when competing to secure employment for our containerships. Container shipping charters are awarded based upon a variety of factors relating to the vessel operator, including:

- shipping industry relationships and reputation for customer service and safety;
- container shipping experience and quality of ship operations (including cost effectiveness);
- quality and experience of seafaring crew;
- the ability to finance containerships at competitive rates and financial stability in general;
- relationships with shipyards and the ability to get suitable berths;
- construction management experience, including the ability to obtain on-time delivery of new ships according to customer specifications;
- willingness to accept operational risks pursuant to the charter, such as allowing termination of the charter for force majeure events; and
- competitiveness of the bid in terms of overall price.

We face substantial competition from a number of experienced companies, including state-sponsored entities and major shipping companies. Some of these competitors have significantly greater financial resources than we do, and can therefore operate larger fleets and may be able to offer better charter rates. We anticipate that other marine transportation companies may also enter the containership sector, including many with strong reputations and extensive resources and experience. This increased competition may cause greater price competition for time charters and, in stronger market conditions, for secondhand vessels and newbuildings.

In addition, a number of our competitors in the containership sector, including several that are among the largest charter owners of containerships in the world, have been established in the form of a German KG (Kommanditgesellschaft), which provides tax benefits to private investors. Although the German tax law was amended to significantly restrict the tax benefits to taxpayers who invest in these entities after November 10, 2005, the tax benefits afforded to all investors in the KG-model shipping entities continue to be significant, and such entities may continue to be attractive investments. Their focus on these tax benefits allows the KG-model shipping entities more flexibility in offering lower charter rates to liner companies. Further, since the charter rate is generally considered to be one of the principal factors in a charterer's decision to charter a vessel, the rates offered by these sizeable competitors can have a depressing effect throughout the charter market.



As a result of these factors, we may be unable to compete successfully with established companies with greater resources or new entrants for charters at a profitable level, or at all, which would have a material adverse effect on our business, results of operations and financial condition.

***We may have more difficulty entering into multi-year, fixed-rate time charters if a more active short-term or spot container shipping market develops.***

One of our principal strategies is to enter into multi-year, fixed-rate containership time charters particularly in strong charter rate environments, although in weaker charter rate environments, such as the one that currently exists, we would generally expect to target somewhat shorter charter terms of three to six years or even shorter periods, particularly for smaller vessels. As more vessels become available for the spot or short-term market, we may have difficulty entering into additional multi-year, fixed-rate time charters for our containerships due to the increased supply of containerships and the possibility of lower rates in the spot market and, as a result, our cash flows may be subject to instability in the long-term. A more active short-term or spot market may require us to enter into charters based on changing market rates, as opposed to contracts based on a fixed rate, which could result in a decrease in our cash flows and net income in periods when the market for container shipping is depressed, as it is currently, or insufficient funds are available to cover our financing costs for related containerships.

***Delays in deliveries of any newbuilding vessels we may order or any secondhand vessels we may agree to acquire could harm our business.***

Delays in the delivery of any newbuilding containerships we may order or any secondhand vessels we may agree to acquire, would delay our receipt of revenues under any arranged time charters and could result in the cancellation of such time charters or other liabilities under such charters, and therefore adversely affect our anticipated results of operations. The delivery of any newbuilding containership could also be delayed because of, among other things:

- work stoppages or other labor disturbances or other events that disrupt the operations of the shipyard building the vessels;
- quality or engineering problems;
- changes in governmental regulations or maritime self-regulatory organization standards;
- lack of raw materials;
- bankruptcy or other financial crisis of the shipyard building the vessel;
- our inability to obtain requisite financing or make timely payments;
- a backlog of orders at the shipyard building the vessel;
- hostilities or political or economic disturbances in the countries where the containerships are being built;
- weather interference or catastrophic event, such as a major earthquake or fire;
- our requests for changes to the original vessel specifications;
- requests from the liner companies, with which we have arranged charters for such vessels, to delay construction and delivery of such vessels due to weak economic conditions and container shipping demand;
- shortages of or delays in the receipt of necessary construction materials, such as steel;
- our inability to obtain requisite permits or approvals; or
- a dispute with the shipyard building the vessel.



The shipbuilders with which we contract for any newbuilding may be affected by instability in the financial markets and other market conditions, including with respect to the fluctuating price of commodities and currency exchange rates. In addition, the refund guarantors under any newbuilding contracts we enter into, which would be banks, financial institutions and other credit agencies, may also be affected by financial market conditions in the same manner as our lenders and, as a result, may be unable or unwilling to meet their obligations under their refund guarantees. If shipbuilders or refund guarantors are unable or unwilling to meet their obligations to us, this will impact our acquisition of vessels and may materially and adversely affect our operations and our obligations under our credit facilities.

The delivery of any secondhand containership we may agree to acquire, such as our two contracted containerships we currently expect to take delivery of by the end of May 2020, could be delayed because of, among other things, hostilities or political disturbances, non-performance of the purchase agreement with respect to the vessels by the seller, our inability to obtain requisite permits, approvals or financing or damage to or destruction of the vessels while being operated by the seller prior to the delivery date.

*Containership values have decreased significantly in recent years, and may remain at these depressed levels, or decrease further, and over time may fluctuate substantially. Depressed vessel values could cause us to incur impairment charges, such as the \$210.7 million and \$415.1 million impairment losses we recorded as of December 31, 2018 and December 31, 2016, respectively, for our vessels, or to incur a loss if these values are low at a time we are attempting to dispose of a vessel.*

Due to the sharp decline in world trade and containership charter rates, the market values of the containerships in our fleet are currently significantly lower than prior to the downturn that began in the second half of 2008. Containership values may remain at current low, or lower, levels for a prolonged period of time and can fluctuate substantially over time due to a number of different factors, including:

- prevailing economic conditions in the markets in which containerships operate;
- changes in and the level of world trade;
- the supply of containership capacity;
- prevailing charter rates; and
- the cost of retrofitting or modifying existing ships, as a result of technological advances in vessel design or equipment, changes in applicable environmental or other regulations or standards, or otherwise.

As of December 31, 2018 and December 31, 2016, we recorded an impairment loss of \$210.7 million and \$415.1 million, respectively, for our older vessels, and we have incurred impairment charges in prior years as well. Conditions in the containership market also required us to record other impairment losses in 2016, including losses with respect to our investment in Gemini and our ZIM securities. In the future, if the market values of our vessels experience further deterioration or we lose the benefits of the existing charter arrangements for any of our vessels and cannot replace such arrangements with charters at comparable rates, we may be required to record additional impairment charges in our financial statements, which could adversely affect our results of operations. Any impairment charges incurred as a result of declines in charter rates could negatively affect our financial condition and results of operations. In addition, if we sell any vessel at a time when vessel prices have fallen and before we have recorded an impairment adjustment to our financial statements, the sale may be at less than the vessel's carrying amount on our financial statements, resulting in a loss and a reduction in earnings.



***We are a holding company and we depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial obligations and enable us to make dividend payments on our common stock, if any.***

We are a holding company and our subsidiaries conduct all of our operations and own all of our operating assets. We have no significant assets other than the equity interests in our subsidiaries and our equity investment in Gemini. As a result, our ability to pay our contractual obligations and, if permitted under loan agreements and reinstated, to make any dividend payments in the future depends on our subsidiaries and their ability to distribute funds to us. The ability of a subsidiary to make these distributions could be affected by our financing arrangements, a claim or other action by a third party, including a creditor, or by the law of their respective jurisdictions of incorporation which regulates the payment of dividends by companies. Our 2018 Credit Facilities permit our subsidiaries to distribute funds to us only pursuant to intra-company loans on certain specified terms, and not through dividend payments to us. If we are unable to obtain funds from our subsidiaries, even if we were permitted to make dividend payments under our loan agreements, our board of directors may exercise its discretion not to declare or pay dividends. If we reinstate dividend payments in the future, we do not intend to seek to obtain funds from other sources to make such dividend payments, if any.

***If we are unable to fund our capital expenditures for additional vessels, we may not be able to grow our fleet.***

We would have to make substantial capital expenditures to grow our fleet. We have no remaining borrowing availability under our existing credit facilities. In order to fund capital expenditures for future fleet growth, we generally plan to use equity and debt financing. Our ability to access the capital markets through future offerings may be limited by our financial condition at the time of any such offering as well as by adverse market conditions resulting from, among other things, general economic conditions, conditions in the containership charter market and contingencies and uncertainties that are beyond our control. Our failure to obtain funds for future capital expenditures could limit our ability to grow our fleet.

***We must make substantial capital expenditures to maintain the operating capacity of our fleet, which may reduce the amount of cash available for other purposes.***

Maintenance capital expenditures include capital expenditures associated with modifying an existing vessel or acquiring a new vessel to the extent these expenditures are incurred to maintain the operating capacity of our existing fleet. These expenditures could increase as a result of changes in the cost of labor and materials; customer requirements; increases in our fleet size or the cost of replacement vessels; governmental regulations and maritime self-regulatory organization standards relating to safety, security or the environment; and competitive standards. Significant capital expenditures, including to maintain the operating capacity of our fleet, may reduce the cash available for other purposes including the payment of dividends on our common stock, if any.

***Our ability to obtain additional debt financing for future acquisitions of vessels may be dependent on the performance of our then existing charters and the creditworthiness of our charterers.***

We have no remaining borrowing availability under our existing credit facilities. We intend, however, to borrow against vessels we may acquire in the future as part of our growth plan, including the vessel we acquired in January 2020 and the vessels we recently agreed to acquire in connection with which we expect to enter into a credit facility to finance a portion of the acquisition cost. The actual or perceived credit quality of our charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional vessels or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing or committing to financing on unattractive terms could have a material adverse effect on our business, results of operations and financial condition.



***We are exposed to volatility in LIBOR.***

Loans advanced under our credit facilities are, generally, advanced at a floating rate based on LIBOR, which has increased in recent years, before again declining more recently, after a long period of stability at historically low levels, and has been volatile in past years, which can affect the amount of interest payable on our debt, and which, in turn, could have an adverse effect on our earnings and cash flow. LIBOR rates were at historically low levels for an extended period of time and may continue to increase from these low levels. Our financial condition could be materially adversely affected at any time that we have not entered into interest rate hedging arrangements to hedge our interest rate exposure and the interest rates applicable to our credit facilities and any other financing arrangements we may enter into in the future increase. Moreover, even if we have entered into interest rate swaps or other derivative instruments for purposes of managing our interest rate or bunker cost exposure, our hedging strategies may not be effective and we may incur substantial losses.

***Increased regulatory oversight, uncertainty relating to the LIBOR calculation process and potential phasing out of LIBOR after 2021 may adversely affect the amounts of interest we pay under our debt arrangements and our results of operations.***

Regulators and law enforcement agencies in the United Kingdom and elsewhere are conducting civil and criminal investigations into whether the banks that contribute to the British Bankers' Association (the "BBA") in connection with the calculation of daily LIBOR may have been under-reporting or otherwise manipulating or attempting to manipulate LIBOR. A number of BBA member banks have entered into settlements with their regulators and law enforcement agencies with respect to this alleged manipulation of LIBOR.

On July 27, 2017, the United Kingdom Financial Conduct Authority ("FCA"), which regulates LIBOR, announced that it intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR to the administrator of LIBOR after 2021 (the "FCA Announcement"). The FCA Announcement indicates that the continuation of LIBOR on the current basis is not guaranteed after 2021. The Secured Overnight Financing Rate, or "SOFR", has been proposed by the Alternative Reference Rate Committee, a committee convened by the U.S. Federal Reserve that includes major market participants and on which regulators participate, as an alternative rate to replace U.S. Dollar LIBOR. It is not possible currently to predict the effect of the FCA Announcement, including any discontinuation or change in the method by which LIBOR rates are determined, or how any such changes or alternative methods for calculating benchmark interest rates would be applied to any particular existing agreement containing terms based on LIBOR, such as our existing loan agreements. Any such changes or developments in the method pursuant to which LIBOR rates are determined may result in an increase in reported LIBOR rates or any alternative rates. If that were to occur, the amount of interest we pay under our credit facilities and any other financing arrangements may be adversely affected which may adversely affect our results of operations.

***We may enter into derivative contracts to hedge our exposure to fluctuations in interest rates, which could result in higher than market interest rates and charges against our income.***

As of December 31, 2019, we did not have any interest rate swap arrangements. In the past, however, we have entered into interest rate swaps in substantial aggregate notional amounts, generally for purposes of managing our exposure to fluctuations in interest rates applicable to indebtedness under our credit facilities, which were advanced at floating rates based on LIBOR, as well as interest rate swap agreements converting fixed interest rate exposure under our credit facilities advanced at a fixed rate of interest to floating rates based on LIBOR. Any hedging strategies we choose to employ, may not be effective and we may again incur substantial losses, as we did in 2015 and prior years. Unless we satisfy the requirements to qualify for hedge accounting for interest rate swaps and any other derivative instruments, we would recognize all fluctuations in the fair value of any such contracts



in our consolidated Statements of Operations. Recognition of such fluctuations in our statement of operations may increase the volatility of our earnings. Any hedging activities we engage in may not effectively manage our interest rate exposure or have the desired impact on our financial conditions or results of operations.

***Because we generate all of our revenues in United States dollars but incur a portion of our expenses in other currencies, exchange rate fluctuations could hurt our results of operations.***

We generate all of our revenues in United States dollars and for the year ended December 31, 2019, we incurred approximately 26.4% of our vessels' expenses in currencies other than United States dollars, mainly Euros. This difference could lead to fluctuations in net income due to changes in the value of the United States dollar relative to the other currencies, in particular the Euro. Expenses incurred in foreign currencies against which the United States dollar falls in value could increase, thereby decreasing our net income. We have not hedged our currency exposure and, as a result, our U.S. dollar-denominated results of operations and financial condition could suffer.

***Due to our lack of diversification, adverse developments in the containership transportation business could reduce our ability to meet our payment obligations and our profitability.***

We rely exclusively on the cash flows generated from charters for our vessels that operate in the containership sector of the shipping industry. Due to our lack of diversification, adverse developments in the container shipping industry have a significantly greater impact on our financial condition and results of operations than if we maintained more diverse assets or lines of business.

***We may have difficulty properly managing our growth through acquisitions of additional vessels and we may not realize the expected benefits from these acquisitions, which may have an adverse effect on our financial condition and performance.***

To the extent market conditions warrant and we are able to obtain sufficient financing for such purposes, we intend to grow our business by ordering newbuilding containerships and through selective acquisitions of additional vessels. Future growth will primarily depend on:

- locating and acquiring suitable vessels;
- identifying and consummating vessel acquisitions or joint ventures relating to vessel acquisitions;
- enlarging our customer base;
- developments in the charter markets in which we operate that make it attractive for us to expand our fleet;
- managing any expansion;
- the operations of the shipyard building any newbuilding containerships we may order; and
- obtaining required financing on acceptable terms.

Although containership charter rates and vessel values currently are at low levels, during periods in which charter rates are high, vessel values generally are high as well, and it may be difficult to acquire vessels at favorable prices. In addition, growing any business by acquisition presents numerous risks, such as managing relationships with customers and integrating newly acquired assets into existing infrastructure. We cannot give any assurance that we will be successful in executing any growth plans or that we will not incur significant expenses and losses in connection with any future growth efforts.



***We are subject to regulation and liability under environmental laws that could require significant expenditures and affect our cash flows and net income.***

Our business and the operation of our vessels are materially affected by environmental regulation in the form of international, national, state and local laws, regulations, conventions and standards in force in international waters and the jurisdictions in which our vessels operate, as well as in the country or countries of their registration, including those governing the management and disposal of hazardous substances and wastes, the cleanup of oil spills and other contamination, air emissions, wastewater discharges and ballast water management, or “BWM”. Because such conventions, laws, and regulations are often revised, we cannot predict the ultimate cost of complying with such requirements or their impact on the resale price or useful life of our vessels. We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses, certificates and financial assurances with respect to our operations. Many environmental requirements are designed to reduce the risk of pollution, such as from oil spills, and our compliance with these requirements could be costly. To comply with these and other regulations, including: (i) the sulfur emission requirements of Annex VI of the International Convention for the Prevention of Marine Pollution from Ships, or “MARPOL”, which instituted a global 0.5% (lowered from 3.5% as of January 1, 2020) sulfur cap on marine fuel consumed by a vessel, unless the vessel is equipped with a scrubber, and (ii) the International Convention for the Control and Management of Ships’ Ballast Water and Sediments, or “BWM Convention”, of the International Maritime Organization, or “IMO”, which requires vessels to install expensive ballast water treatment systems, we may be required to incur additional costs to meet new maintenance and inspection requirements, develop contingency plans for potential spills, and obtain insurance coverage. (Please read “Item 4B. Business Overview—Regulation” for more information on the regulations applicable to our vessels.) For instance, to address the lower sulfur cap we have agreed to install scrubbers on nine of our vessels, for an aggregate estimated cost of \$37.2 million. Additionally, the increased demand for low sulfur fuels may increase the costs of fuel for our vessels that do not have scrubbers, although our charterers are responsible for the cost of fuel for vessels while under time or bareboat charter on which all of our vessels are currently deployed, and impact the charter rate charterers are willing to pay for vessels without scrubbers. Additional conventions, laws and regulations may be adopted that could limit our ability to do business or increase the cost of doing business and which may materially and adversely affect our operations.

Environmental requirements can also affect the resale value or useful lives of our vessels, could require a reduction in cargo capacity, ship modifications or operational changes or restrictions, could lead to decreased availability of insurance coverage for environmental matters or could result in the denial of access to certain jurisdictional waters or ports or detention in certain ports. Under local, national and foreign laws, as well as international treaties and conventions, we could incur material liabilities, including cleanup obligations and natural resource damages liability, in the event that there is a release of petroleum or hazardous materials from our vessels or otherwise in connection with our operations. Environmental laws often impose strict liability for remediation of spills and releases of oil and hazardous substances, which could subject us to liability without regard to whether we were negligent or at fault. We could also become subject to personal injury or property damage claims relating to the release of hazardous substances associated with our existing or historic operations. Violations of, or liabilities under, environmental requirements can result in substantial penalties, fines and other sanctions, including, in certain instances, seizure or detention of our vessels.

The operation of our vessels is also affected by the requirements set forth in the IMO’s International Management Code for the Safe Operation of Ships and Pollution Prevention, or the “ISM Code”. The ISM Code requires shipowners and bareboat charterers to develop and maintain an extensive “Safety Management System,” or “SMS”, that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. Failure to comply with the ISM Code may subject



us to increased liability, may decrease available insurance coverage for the affected ships, and may result in denial of access to, or detention in, certain ports.

In connection with a 2001 incident involving the presence of oil on the water on the starboard side of one of our former vessels, the *Henry* (ex *CMA CGM Passiflore*), in Long Beach, California, our manager pled guilty to one count of negligent discharge of oil and one count of obstruction of justice, based on a charge of attempted concealment of the source of the discharge. Consistent with the government's practice in similar cases, our manager agreed, among other things, to develop and implement an approved third party consultant monitored environmental compliance plan. Any violation of this environmental compliance plan or any penalties, restitution or heightened environmental compliance plan requirements that are imposed relating to alleged discharges in any other action involving our fleet or our manager could negatively affect our operations and business.

***Climate change and greenhouse gas restrictions may adversely impact our operations.***

Due to concern over the risks of climate change, a number of countries and the IMO, have adopted, or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emission from ships. These regulatory measures may include adoption of cap and trade regimes, carbon taxes, increased efficiency standards and incentives or mandates for renewable energy. Emissions of greenhouse gases from international shipping currently are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, or the "Kyoto Protocol", or any amendments or successor agreements. The Paris Agreement adopted under the United Nations Framework Convention on Climate Change in December 2015, which contemplates commitments from each nation party thereto to take action to reduce greenhouse gas emissions and limit increases in global temperatures, did not include any restrictions or other measures specific to shipping emissions. However, restrictions on shipping emissions are likely to continue to be considered and a new treaty may be adopted in the future that includes additional restrictions on shipping emissions to those already adopted under MARPOL. Compliance with future changes in laws and regulations relating to climate change could increase the costs of operating and maintaining our ships and could require us to install new emission controls, as well as acquire allowances, pay taxes related to our greenhouse gas emissions or administer and manage a greenhouse gas emissions program.

***Increased inspection procedures, tighter import and export controls and new security regulations could cause disruption of our containership business.***

International container shipping is subject to security and customs inspection and related procedures in countries of origin, destination, and certain trans-shipment points. These inspection procedures can result in cargo seizure, delays in the loading, offloading, trans-shipment, or delivery of containers, and the levying of customs duties, fines or other penalties against exporters or importers and, in some cases, charterers and charter owners.

Since the events of September 11, 2001, U.S. authorities increased container inspection rates and further increases have been contemplated. Government investment in non-intrusive container scanning technology has grown and there is interest in electronic monitoring technology, including so-called "e-seals" and "smart" containers, that would enable remote, centralized monitoring of containers during shipment to identify tampering with or opening of the containers, along with potentially measuring other characteristics such as temperature, air pressure, motion, chemicals, biological agents and radiation. Also, additional vessel security requirements have been imposed including the installation of security alert and automatic information systems on board vessels.

It is further unclear what changes, if any, to the existing inspection and security procedures will ultimately be proposed or implemented, or how any such changes will affect the industry. It is possible that such changes could impose additional financial and legal obligations, including additional



responsibility for inspecting and recording the contents of containers and complying with additional security procedures on board vessels, such as those imposed under the ISPS Code. Changes to the inspection and security procedures and container security could result in additional costs and obligations on carriers and may, in certain cases, render the shipment of certain types of goods by container uneconomical or impractical. Additional costs that may arise from current inspection or security procedures or future proposals that may not be fully recoverable from customers through higher rates or security surcharges.

***Our vessels may call on ports located in countries that are subject to restrictions imposed by the United States government, which could negatively affect the trading price of our shares of common stock.***

From time to time on charterers' instructions, our vessels have called and may again call on ports located in countries subject to sanctions and embargoes imposed by the United States government and countries identified by the United States government as state sponsors of terrorism. The U.S. sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time.

On January 16, 2016, "Implementation Day" for the Iran Joint Comprehensive Plan of Action (JCPOA), the United States lifted its secondary sanctions against Iran which prohibited certain conduct by non-U.S. companies and individuals that occurred entirely outside of U.S. jurisdiction involving specified industry sectors in Iran, including the energy, petrochemical, automotive, financial, banking, mining, shipbuilding and shipping sectors. By lifting the secondary sanctions against Iran, the U.S. government effectively removed U.S. imposed restraints on dealings by non-U.S. companies, such as our Company, and individuals with these formerly targeted Iranian business sectors. Non-U.S. companies continued to be prohibited under U.S. sanctions from (i) knowingly engaging in conduct that seeks to evade U.S. restrictions on transactions or dealings with Iran or that causes the export of goods or services from the United States to Iran, (ii) exporting, reexporting or transferring to Iran any goods, technology, or services originally exported from the U.S. and / or subject to U.S. export jurisdiction and (iii) conducting transactions with the Iranian or Iran-related individuals and entities that remain or are placed in the future on OFAC's list of Specially Designated Nationals and Blocked Persons (SDN List), notwithstanding the lifting of secondary sanctions. However, on August 6, 2018, the U.S. re-imposed an initial round of secondary sanctions and as of November 5, 2018, all of the secondary sanctions the U.S. had suspended under the JCPOA have been re-imposed.

The U.S. government's primary Iran sanctions have remained in place throughout recent years and as a consequence, U.S. persons continue to be broadly prohibited from engaging in transactions or dealings in or with Iran or its government. In addition, U.S. persons continue to be broadly prohibited from engaging in transactions or dealings with the Government of Iran and Iranian financial institutions, which effectively impacts the transfer of funds to, from, or through the U.S. financial system whether denominated in US dollars or any other currency.

In 2019, 2018 and 2017, no vessels operated by us made any calls to ports in Cuba, Iran, Syria or Sudan. Although we believe that we are in compliance with all applicable sanctions and embargo laws and regulations, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could result in fines or other penalties and could result in some investors deciding, or being required, to divest their interest, or not to invest, in the Company. Additionally, some investors may decide to divest their interest, or not to invest, in the Company simply because we do business with companies that do lawful business in sanctioned countries. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation. Investor perception of the value of our common stock may also be adversely affected by the



consequences of war, the effects of terrorism, civil unrest and governmental actions in these and surrounding countries.

***Failure to comply with the U.S. Foreign Corrupt Practices Act and other anti-bribery legislation in other jurisdictions could result in fines, criminal penalties, contract terminations and an adverse effect on our business.***

We may operate in a number of countries throughout the world, including countries known to have a reputation for corruption. We are committed to doing business in accordance with applicable anti-corruption laws and have adopted a code of business conduct and ethics which is consistent and in full compliance with the U.S. Foreign Corrupt Practices Act of 1977, or the “FCPA”. We are subject, however, to the risk that persons and entities whom we engage or their agents may take actions that are determined to be in violation of such anti-corruption laws, including the FCPA. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties, or curtailment of operations in certain jurisdictions, and might adversely affect our business, results of operations or financial condition. In addition, actual or alleged violations could damage our reputation and ability to do business. Furthermore, detecting, investigating, and resolving actual or alleged violations is expensive and can consume significant time and attention of our senior management.

***Governments could requisition our vessels during a period of war or emergency, resulting in loss of earnings.***

A government of a ship’s registry could requisition for title or seize our vessels. Requisition for title occurs when a government takes control of a ship and becomes the owner. Also, a government could requisition our containerships for hire. Requisition for hire occurs when a government takes control of a ship and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels may negatively impact our revenues and results of operations.

***Terrorist attacks and international hostilities could affect our results of operations and financial condition.***

Terrorist attacks such as the attacks on the United States on September 11, 2001 and more recent attacks in other parts of the world, and the continuing response of the United States and other countries to these attacks, as well as the threat of future terrorist attacks, continue to cause uncertainty in the world financial markets and may affect our business, results of operations and financial condition. Events in the Middle East and North Africa, including Egypt and Syria, and the conflicts in Iraq and Afghanistan may lead to additional acts of terrorism, regional conflict and other armed conflicts around the world, which may contribute to further economic instability in the global financial markets. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us, or at all.

Terrorist attacks targeted at sea vessels, such as the October 2002 attack in Yemen on the VLCC Limburg, a ship not related to us, may in the future also negatively affect our operations and financial condition and directly impact our containerships or our customers. Future terrorist attacks could result in increased volatility of the financial markets in the United States and globally and could result in an economic recession affecting the United States or the entire world. Any of these occurrences could have a material adverse impact on our operating results, revenue and costs.

Changing economic, political and governmental conditions in the countries where we are engaged in business or where our vessels are registered could affect us. In addition, future hostilities or other political instability in regions where our vessels trade could also affect our trade patterns and adversely affect our operations and performance.



***Acts of piracy on ocean-going vessels have recently increased in frequency, which could adversely affect our business.***

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea and in the Gulf of Aden off the coast of Somalia. Despite leveling off somewhat in the last few years, the frequency of piracy incidents has increased significantly since 2008, particularly in the Gulf of Aden off the coast of Somalia. For example, in January 2010, the *Maran Centaurus*, a tanker vessel not affiliated with us, was captured by pirates in the Indian Ocean while carrying crude oil estimated to be worth \$20 million, and was released in January 2010 upon a ransom payment of over \$5 million. In addition, crew costs, including costs due to employing onboard security guards, could increase in such circumstances. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, any detention or hijacking as a result of an act of piracy against our vessels, or an increase in cost, or unavailability, of insurance for our vessels, could have a material adverse impact on our business, financial condition, results of operations and ability to pay dividends.

***The smuggling of drugs or other contraband onto our vessels may lead to governmental claims against us.***

Our vessels call in ports in South America and other areas where smugglers attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. To the extent our vessels are found with contraband, whether inside or attached to the hull of our vessel and whether with or without the knowledge of any of our crew, we may face governmental or other regulatory claims or penalties which could have an adverse effect on our business, results of operations, cash flows and financial condition.

***Risks inherent in the operation of ocean-going vessels could affect our business and reputation, which could adversely affect our expenses, net income and stock price.***

The operation of ocean-going vessels carries inherent risks. These risks include the possibility of:

- marine disaster;
- environmental accidents;
- grounding, fire, explosions and collisions;
- cargo and property losses or damage;
- business interruptions caused by mechanical failure, human error, war, terrorism, political action in various countries, or adverse weather conditions;
- work stoppages or other labor problems with crew members serving on our vessels, substantially all of whom are unionized and covered by collective bargaining agreements; and
- piracy.

Such occurrences could result in death or injury to persons, loss of property or environmental damage, delays in the delivery of cargo, loss of revenues from or termination of charter contracts, governmental fines, penalties or restrictions on conducting business, higher insurance rates, and damage to our reputation and customer relationships generally. Any of these circumstances or events could increase our costs or lower our revenues, which could result in reduction in the market price of our shares of common stock. The involvement of our vessels in an environmental disaster may harm our reputation as a safe and reliable vessel owner and operator.



***Our insurance may be insufficient to cover losses that may occur to our property or result from our operations due to the inherent operational risks of the shipping industry.***

The operation of any vessel includes risks such as mechanical failure, collision, fire, contact with floating objects, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of a marine disaster, including oil spills and other environmental mishaps. There are also liabilities arising from owning and operating vessels in international trade. We procure insurance for our fleet against risks commonly insured against by vessel owners and operators. Our current insurance includes (i) hull and machinery insurance covering damage to our vessels' hull and machinery from, among other things, contact with fixed and floating objects, (ii) war risks insurance covering losses associated with the outbreak or escalation of hostilities, (iii) protection and indemnity insurance (which includes environmental damage and pollution insurance) covering third-party and crew liabilities such as expenses resulting from the injury or death of crew members, passengers and other third parties, the loss or damage to cargo, third-party claims arising from collisions with other vessels, damage to other third-party property (except where such cover is provided in the hull and machinery policy), pollution arising from oil or other substances and salvage, towing and other related costs and (iv) loss of hire insurance for the vessels *Hyundai Honour* and *Hyundai Respect*.

We can give no assurance that we are adequately insured against all risks or that our insurers will pay a particular claim. Even if our insurance coverage is adequate to cover our losses, we may not be able to obtain a timely replacement vessel in the event of a loss. Under the terms of our credit facilities, we will be subject to restrictions on the use of any proceeds we may receive from claims under our insurance policies. Furthermore, in the future, we may not be able to obtain adequate insurance coverage at reasonable rates for our fleet. We may also be subject to calls, or premiums, in amounts based not only on our own claim records but also the claim records of all other members of the protection and indemnity associations through which we receive indemnity insurance coverage for tort liability. Our insurance policies also contain deductibles, limitations and exclusions which, although we believe are standard in the shipping industry, may nevertheless increase our costs.

In addition, we do not currently carry loss of hire insurance other than for the vessels *Hyundai Honour* and *Hyundai Respect* to satisfy the requirements of our sale and leaseback agreement. Loss of hire insurance covers the loss of revenue during extended vessel off-hire periods, such as those that occur during an unscheduled drydocking due to damage to the vessel from accidents. Accordingly, any loss of a vessel or any extended period of vessel off-hire, due to an accident or otherwise, could have a material adverse effect on our business, results of operations and financial condition and our ability to pay dividends, if any, to our stockholders.

***Maritime claimants could arrest our vessels, which could interrupt our cash flows.***

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our cash flows and require us to pay large sums of money to have the arrest lifted.

In addition, in some jurisdictions, such as South Africa, under the "sister ship" theory of liability, a claimant may arrest both the vessel that is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert "sister ship" liability against one vessel in our fleet for claims relating to another of our ships.

Most insurance underwriters make it a condition for insurance coverage that a vessel be certified as "in class" by a classification society which is a member of the International Association of Classification Societies. All of our vessels are certified as being "in class" by Lloyd's Register of



Shipping, Bureau Veritas, NKK, Det Norske Veritas & Germanischer Lloyd, the Korean Register of Shipping and the American Bureau of Shipping.

***The aging of our fleet may result in increased operating costs in the future, which could adversely affect our earnings.***

In general, the cost of maintaining a vessel in good operating condition increases with the age of the vessel. As our fleet ages, we may incur increased costs. Older vessels are typically less fuel efficient and more costly to maintain than more recently constructed vessels due to improvements in engine technology. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers. Governmental regulations and safety or other equipment standards related to the age of a vessel may also require expenditures for alterations or the addition of new equipment to our vessels, and may restrict the type of activities in which our vessels may engage. Although our current fleet of 56 containerships had an average age (weighted by TEU capacity) of approximately 11.4 years as of February 27, 2020, we cannot assure you that, as our vessels age, market conditions will justify such expenditures or will enable us to profitably operate our vessels during the remainder of their expected useful lives.

***Increased competition in technology and innovation could reduce our charter hire income and the value of our vessels.***

The charter rates and the value and operational life of a vessel are determined by a number of factors, including the vessel's efficiency, operational flexibility and physical life. Efficiency includes speed and fuel economy. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. Physical life is related to the original design and construction, maintenance and the impact of the stress of operations. If new ship designs currently promoted by shipyards as more fuel efficient perform as promoted or containerships are built that are more efficient or flexible or have longer physical lives than our vessels, competition from these more technologically advanced containerships could adversely affect the amount of charter-hire payments that we receive for our containerships once their current time charters expire and the resale value of our containerships. This could adversely affect our ability to service our debt or pay dividends, if any, to our stockholders.

***We rely on our information systems to conduct our business, and failure to protect these systems against security breaches could adversely affect our business and results of operations. Additionally, if these systems fail or become unavailable for any significant period of time, our business could be harmed.***

The efficient operation of our business is dependent on computer hardware and software systems. Information systems are vulnerable to security breaches by computer hackers and cyberterrorists. We rely on industry accepted security measures and technology to securely maintain confidential and proprietary information maintained on our information systems. However, these measures and technology may not adequately prevent security breaches. In addition, the unavailability of the information systems or the failure of these systems to perform as anticipated for any reason could disrupt our business and could result in decreased performance and increased operating costs, causing our business and results of operations to suffer. Any significant interruption or failure of our information systems or any significant breach of security could adversely affect our business, results of operations and financial condition, as well as our cash flows.

***Compliance with safety and other requirements imposed by classification societies may be very costly and may adversely affect our business.***

The hull and machinery of every commercial vessel must be classed by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the



vessel and the International Convention for Safety of Life at Sea, or “SOLAS”, and all vessels must be awarded ISM certification.

A vessel must undergo annual surveys, intermediate surveys and special surveys. In lieu of a special survey, a vessel’s machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Each of the vessels in our fleet is on a special survey cycle for hull inspection and a continuous survey cycle for machinery inspection.

If any vessel does not maintain its class or fails any annual, intermediate or special survey, and/or loses its certification, the vessel will be unable to trade between ports and will be unemployable, and we could be in violation of certain covenants in our loan agreements. This would negatively impact our operating results and financial condition.

***Our business depends upon certain employees who may not necessarily continue to work for us.***

Our future success depends to a significant extent upon our chief executive officer, Dr. John Coustas, and certain members of our senior management and that of our manager. Dr. Coustas has substantial experience in the container shipping industry and has worked with us and our manager for many years. He and others employed by us and our manager are crucial to the execution of our business strategies and to the growth and development of our business. In addition, under the terms of our credit facilities, Dr. Coustas ceasing to serve as our Chief Executive Officer and a director of our Company, would give rise to the lenders being able to require us to repay in full debt outstanding under such agreements. If these certain individuals were no longer to be affiliated with us or our manager, or if we were to otherwise cease to receive advisory services from them, we may be unable to recruit other employees with equivalent talent and experience, and our business and financial condition may suffer as a result.

***The provisions in our restrictive covenant agreement with our chief executive officer restricting his ability to compete with us, like restrictive covenants generally, may not be enforceable.***

Dr. Coustas, our chief executive officer, has entered into a restrictive covenant agreement with us under which he is precluded during the term of our management agreement with our manager, Danaos Shipping, and for one year thereafter from owning and operating drybulk ships or containerships larger than 2,500 TEUs and from acquiring or investing in a business that owns or operates such vessels. In connection with our investment in Gemini in 2015, these restrictions were waived, with the approval of our independent directors, with respect to vessels acquired by Gemini. Courts generally do not favor the enforcement of such restrictions, particularly when they involve individuals and could be construed as infringing on their ability to be employed or to earn a livelihood. Our ability to enforce these restrictions, should it ever become necessary, will depend upon the circumstances that exist at the time enforcement is sought. We cannot be assured that a court would enforce the restrictions as written by way of an injunction or that we could necessarily establish a case for damages as a result of a violation of the restrictive covenants.

In addition, DIL and Dr. Coustas are permitted to terminate the restrictive covenant agreement upon the occurrence of certain transactions constituting a “Change of Control” of the Company which are not within the control of Dr. Coustas or DIL, including where Dr. Coustas ceases to be both the Chief Executive Officer of the Company and a director of the Company without his consent in connection with a hostile takeover of the Company by a third party. Upon such an occurrence, the non-competition restrictions on our manager under our management agreement would also cease to apply.



***We depend on our manager to operate our business.***

Pursuant to the management agreement and the individual ship management agreements, our manager and its affiliates provides us with technical, administrative and certain commercial services (including vessel maintenance, crewing, purchasing, shipyard supervision, insurance, assistance with regulatory compliance and financial services). Our operational success will depend significantly upon our manager's satisfactory performance of these services. Our business would be harmed if our manager failed to perform these services satisfactorily. In addition, if the management agreement were to be terminated or if its terms were to be altered, our business could be adversely affected, as we may not be able to immediately replace such services, and even if replacement services were immediately available, the terms offered could be less favorable than the ones currently offered by our manager. Our management agreement with any new manager may not be as favorable.

Our ability to compete for and enter into new time charters and to expand our relationships with our existing charterers depends largely on our relationship with our manager and its reputation and relationships in the shipping industry. If our manager suffers material damage to its reputation or relationships, it may harm our ability to:

- renew existing charters upon their expiration;
- obtain new charters;
- successfully interact with shipyards during periods of shipyard construction constraints;
- obtain financing on commercially acceptable terms or at all;
- maintain satisfactory relationships with our charterers and suppliers; or
- successfully execute our business strategies.

If our ability to do any of the things described above is impaired, it could have a material adverse effect on our business and affect our profitability.

***Our manager is a privately held company and there is little or no publicly available information about it.***

The ability of our manager to continue providing services for our benefit will depend in part on its own financial strength. Circumstances beyond our control could impair our manager's financial strength, and because it is a privately held company, information about its financial strength is not available. As a result, our stockholders might have little advance warning of problems affecting our manager, even though these problems could have a material adverse effect on us. As part of our reporting obligations as a public company, we will disclose information regarding our manager that has a material impact on us to the extent that we become aware of such information.

***We are a Marshall Islands corporation, and the Marshall Islands does not have a well-developed body of corporate law.***

Our corporate affairs are governed by our articles of incorporation and bylaws and by the Marshall Islands Business Corporations Act, or BCA. The provisions of the BCA are similar to provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of The Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of The Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain U.S. jurisdictions. Stockholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our public stockholders may have more difficulty



in protecting their interests in the face of actions by the management, directors or controlling stockholders than would stockholders of a corporation incorporated in a U.S. jurisdiction.

***It may be difficult to enforce service of process and enforcement of judgments against us and our officers and directors.***

We are a Marshall Islands corporation, and our registered office is located outside of the United States in the Marshall Islands. A majority of our directors and officers reside outside of the United States, and a substantial portion of our assets and the assets of our officers and directors are located outside of the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons. You may also have difficulty enforcing, both in and outside of the United States, judgments you may obtain in the U.S. courts against us or these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws.

There is also substantial doubt that the courts of the Marshall Islands would enter judgments in original actions brought in those courts predicated on U.S. federal or state securities laws. Even if you were successful in bringing an action of this kind, the laws of the Marshall Islands may prevent or restrict you from enforcing a judgment against our assets or our directors and officers.

### **Risks Relating to Our Common Stock**

***The market price of our common stock has fluctuated widely and the market price of our common stock may fluctuate in the future.***

The market price of our common stock has fluctuated widely since our initial public offering in October 2006 and may continue to do so as a result of many factors, including future share issuances, sales of shares by existing stockholders, our actual results of operations and perceived prospects, the prospects of our competitors and of the shipping industry in general and in particular the containership sector, differences between our actual financial and operating results and those expected by investors and analysts, changes in analysts' recommendations or projections, changes in general valuations for companies in the shipping industry, particularly the containership sector, changes in general economic or market conditions and broader market fluctuations.

If the market price of our common stock again declines below \$5.00 per share our stockholders will not be able to use such shares as collateral for borrowing in margin accounts. This inability to use shares of our common stock as collateral may depress demand. In addition, certain institutional investors are restricted from investing in shares priced below \$5.00, which may reduce demand for our shares and could also lead to sales of shares creating downward pressure on and increased volatility in the market price of our common stock.

***We may not pay dividends on our common stock.***

Declaration and payment of any future dividend is subject to the discretion of our board of directors. The timing and amount of dividend payments will be dependent upon our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our credit facilities, the provisions of Marshall Islands law affecting the payment of distributions to stockholders and other factors. Under our credit facilities, we are permitted to pay dividends if, among other things, a default has not occurred and is continuing or would occur as a result of the payment of such dividend, and we remain in compliance with the financial covenants applicable to the obligors thereunder. In addition, we are a holding company, and we depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial obligations and to make any dividend payments. We have not paid dividends since 2008. We cannot assure you that we will pay dividends in the foreseeable future.



***Future issuances of equity and equity related securities may result in significant dilution and could adversely affect the market price of our common stock.***

As part of the 2018 Refinancing, we issued 7,095,877 shares of common stock to lenders under our credit facilities, which represented 47.5% of our issued and outstanding shares of common stock immediately after giving effect to such issuance. In addition, as part of the 2018 Refinancing agreements, in December 2019, we completed the sale of 9,418,080 shares of common stock in an underwritten public offering raising aggregate proceeds, net of underwriting discounts, of \$54.4 million.

We may also seek to sell additional shares in the future to satisfy our capital and operating needs and to finance further growth we would likely have to issue additional shares of common or preferred stock in addition to any additional debt we may incur. If we sell shares in the future, the prices at which we sell these future shares will vary, and these variations may be significant. We cannot predict the effect that future sales of our common stock or other equity related securities would have on the market price of our common stock.

***Sales of our common stock by stockholders, or the perception that these sales may occur, especially by our directors or significant stockholders, may cause our share price to decline.***

If our stockholders, in particular our affiliates and significant stockholders, sell substantial amounts of our common stock in the public market, or are perceived by the public market as intending to sell, the trading price of our common stock could decline. In addition, sales of these shares of common stock could impair our ability to raise capital in the future. We have filed shelf registration statements with the SEC registering under the Securities Act an aggregate of 13,397,488 outstanding shares of our common stock for resale on behalf of existing stockholders, including our executive officers and directors, and granted registration rights in respect of additional shares of our common stock. In the aggregate, these shares represent a majority of our outstanding shares of common stock. These shares may be resold in registered transactions and may also be resold subject to the requirements of Rule 144 under the Securities Act. We cannot predict the timing or amount of future sales of these shares of common stock, or the perception that such sales could occur, which may adversely affect prevailing market prices for our common stock.

***Certain of our major stockholders will have significant influence over certain matters and may have interests that are different from the interests of our other stockholders.***

Certain of our major stockholders may have interests that are different from, or are in addition to, the interests of our other stockholders. In particular, Danaos Investment Limited as Trustee of the 883 Trust (“DIL”), which is affiliated with our Chief Executive Officer, owns approximately 31.2% of our outstanding shares of common stock. In addition, certain of our lenders own a considerable amount of our outstanding common stock as described in “Item 7. Major Shareholders and Related Party Transactions—Major Shareholders”. There may be real or apparent conflicts of interest with respect to matters affecting such stockholders and their affiliates whose interests in some circumstances may be adverse to our interests.

For so long as a stockholder continues to own a significant percentage of our common stock, it will be able to significantly influence the composition of our Board of Directors and the approval of actions requiring stockholder approval through its voting power. Accordingly, during such period of time, such stockholder will have significant influence with respect to our management, business plans and policies, including the appointment and removal of our officers. In particular, for so long as such stockholder continues to own a significant percentage of our common stock, it may be able to cause or prevent a change of control of our company or a change in the composition of our board of directors and could preclude an unsolicited acquisition of our company. The concentration of ownership could potentially



deprive you of an opportunity to receive a premium for your common stock as part of a sale of our company and might affect the market price of our common stock.

Such a stockholder and its affiliates engage in a broad spectrum of activities. In the ordinary course of its business activities, such stockholder may engage in activities where its interests conflict with our interests or those of our stockholders. For example, it may have an interest in our pursuing acquisitions, divestitures and other transactions that, in its judgment, could enhance its investment, even though such transactions might involve risks to us and our other stockholders. Such potential conflicts may delay or limit the opportunities available to us, and it is possible that conflicts may be resolved in a manner adverse to us or result in agreements that are less favorable to us than terms that would be obtained in arm's-length negotiations with unaffiliated third-parties.

*As a foreign private issuer we are entitled to rely upon exemptions from certain NYSE corporate governance standards, and to the extent we elect to rely on these exemptions, you may not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements.*

As a foreign private issuer, we are entitled to rely upon exemptions from many of the NYSE's corporate governance practices. To the extent we rely on any of these exemptions, including to have an employee director on our nominating and corporate governance committee and issue shares without shareholder approval, you may not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements.

*Anti-takeover provisions in our organizational documents, as well as terms of our 2018 Credit Facilities, could make it difficult for our stockholders to replace or remove our current board of directors or could have the effect of discouraging, delaying or preventing a merger or acquisition, which could adversely affect the market price of the shares of our common stock.*

Several provisions of our articles of incorporation and bylaws could make it difficult for our stockholders to change the composition of our board of directors in any one year, preventing them from changing the composition of our management. In addition, the same provisions may discourage, delay or prevent a merger or acquisition that stockholders may consider favorable.

These provisions:

- authorize our board of directors to issue "blank check" preferred stock without stockholder approval;
- provide for a classified board of directors with staggered, three-year terms;
- prohibit cumulative voting in the election of directors;
- authorize the removal of directors only for cause and only upon the affirmative vote of the holders of at least 66⅔% of the outstanding stock entitled to vote for those directors;
- prohibit stockholder action by written consent unless the written consent is signed by all stockholders entitled to vote on the action;
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings; and
- restrict business combinations with interested stockholders.

In addition, our respective lenders under our 2018 Credit Facilities are entitled to require us to repay in full amounts outstanding under such credit facilities, if: (i) Dr. Coustas ceases to be both the Company's Chief Executive Officer and a director of the Company, subject to certain exceptions, (ii) the existing members of the board and the directors appointed following nomination by the existing board of directors collectively do not constitute a majority of the board of directors, (iii) Dr. Coustas



and members of his family cease to collectively control at least 15% and one share of the voting interest in the Company's outstanding capital stock or to beneficially own at least 15% and one share of the Company's outstanding capital stock, or (iv) any person or persons acting in concert (other than the Coustas family) (x) holds a greater portion of the Company's outstanding capital stock than the Coustas family (other than as a direct result of the sale by the lenders of shares issued in the 2018 Refinancing) or (y) controls the Company.

These anti-takeover provisions could substantially impede the ability of public stockholders to benefit from a change in control and, as a result, may adversely affect the market price of our common stock and your ability to realize any potential change of control premium.

### **Tax Risks**

***We may have to pay tax on U.S.-source income, which would reduce our earnings.***

Under the United States Internal Revenue Code of 1986, as amended, or the Code, 50% of the gross shipping income of a ship owning or chartering corporation, such as ourselves, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States is characterized as U.S.-source shipping income and as such is subject to a 4% U.S. federal income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the Treasury Regulations promulgated thereunder.

We believe that we and our subsidiaries have previously qualified for this statutory tax exemption and have taken that position for U.S. federal income tax reporting purposes. Given the changes in ownership of the Company following the 2018 Refinancing, it is uncertain as to whether we will continue to qualify for this statutory tax exemption, and there are factual circumstances beyond our control that could cause us or our subsidiaries to fail to qualify for the benefit of this tax exemption and thus to be subject to U.S. federal income tax on U.S.-source shipping income. There can be no assurance that we or any of our subsidiaries will qualify for this tax exemption for any year. For example, even assuming, as we expect will be the case, that our shares are regularly and primarily traded on an established securities market in the United States, if stockholders each of whom owns, actually or under applicable attribution rules, 5% or more of our shares own, in the aggregate, 50% or more of our shares, then we and our subsidiaries will generally not be eligible for the Section 883 exemption unless we can establish, in accordance with specified ownership certification procedures, either (i) that a sufficient number of the shares in the closely-held block are owned, directly or under the applicable attribution rules, by "qualified stockholders" (generally, individuals resident in certain non-U.S. jurisdictions) so that the shares in the closely-held block that are not so owned could not constitute 50% or more of our shares for more than half of the days in the relevant tax year or (ii) that qualified stockholders owned more than 50% of our shares for at least half of the days in the relevant taxable year. There can be no assurance that we will be able to establish such ownership by qualified stockholders for any tax year.

If we or our subsidiaries are not entitled to the exemption under Section 883 for any taxable year, we or our subsidiaries would be subject for those years to a 4% U.S. federal income tax on our gross U.S. source shipping income. The imposition of this taxation could have a negative effect on our business and would result in decreased earnings available for distribution to our stockholders. A number of our charters contain provisions that obligate the charterers to reimburse us for the 4% gross basis tax on our U.S. source shipping income.

***If we were treated as a "passive foreign investment company," certain adverse U.S. federal income tax consequences could result to U.S. stockholders.***

A foreign corporation will be treated as a "passive foreign investment company," or PFIC, for U.S. federal income tax purposes if at least 75% of its gross income for any taxable year consists of certain



types of “passive income,” or at least 50% of the average value of the corporation’s assets produce or are held for the production of those types of “passive income.” For purposes of these tests, “passive income” includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties that are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute “passive income.” In general, U.S. stockholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to the distributions they receive from the PFIC, and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC. If we are treated as a PFIC for any taxable year, we will provide information to U.S. stockholders to enable them to make certain elections to alleviate certain of the adverse U.S. federal income tax consequences that would arise as a result of holding an interest in a PFIC.

While there are legal uncertainties involved in this determination, including as a result of a decision of the United States Court of Appeals for the Fifth Circuit in *Tidewater Inc. and Subsidiaries v. United States*, 565 F.3d 299 (5th Cir. 2009) which held that income derived from certain time chartering activities should be treated as rental income rather than services income for purposes of the foreign sales corporation rules under the U.S. Internal Revenue Code, we believe we should not be treated as a PFIC for the taxable year ended December 31, 2019. However, if the principles of the *Tidewater* decision were applicable to our time charters, we would likely be treated as a PFIC. Moreover, there is no assurance that the nature of our assets, income and operations will not change or that we can avoid being treated as a PFIC for subsequent years.

***If we became subject to Liberian taxation, the net income and cash flows of our Liberian subsidiaries and therefore our net income and cash flows, would be materially reduced.***

A number of our subsidiaries are incorporated under the laws of the Republic of Liberia. The Republic of Liberia enacted a new income tax act effective as of January 1, 2001 (the “New Act”) which does not distinguish between the taxation of “non-resident” Liberian corporations, such as our Liberian subsidiaries, which conduct no business in Liberia and were wholly exempt from taxation under the income tax law previously in effect since 1977, and “resident” Liberian corporations which conduct business in Liberia and are, and were under the prior law, subject to taxation.

The New Act was amended by the Consolidated Tax Amendments Act of 2011, which was published and became effective on November 1, 2011 (the “Amended Act”). The Amended Act specifically exempts from taxation non-resident Liberian corporations such as our Liberian subsidiaries that engage in international shipping (and are not engaged in shipping exclusively within Liberia) and that do not engage in other business or activities in Liberia other than those specifically enumerated in the Amended Act. In addition, the Amended Act made such exemption from taxation retroactive to the effective date of the New Act.

If, however, our Liberian subsidiaries were subject to Liberian income tax under the Amended Act, they would be subject to tax at a rate of 35% on their worldwide income. As a result, their, and subsequently our, net income and cash flows would be materially reduced. In addition, as the ultimate stockholder of the Liberian subsidiaries, we would be subject to Liberian withholding tax on dividends paid by our Liberian subsidiaries at rates ranging from 15% to 20%, which would limit our access to funds generated by the operations of our subsidiaries and further reduce our income and cash flows.

#### **Item 4. Information on the Company**

##### **History and Development of the Company**

Danaos Corporation is an international owner of containerships, chartering its vessels to many of the world’s largest liner companies. We are a corporation domesticated in the Republic of The Marshall Islands on October 7, 2005, under the Marshall Islands Business Corporations Act, after



having been incorporated as a Liberian company in 1998 in connection with the consolidation of our assets under Danaos Holdings Limited. In connection with our domestication in the Marshall Islands we changed our name from Danaos Holdings Limited to Danaos Corporation. Our manager, Danaos Shipping Company Limited, or Danaos Shipping, was founded by Dimitris Coustas in 1972 and since that time it has continuously provided seaborne transportation services under the management of the Coustas family. Dr. John Coustas, our chief executive officer, assumed responsibility for our management in 1987. Dr. Coustas has focused our business on chartering containerships to liner companies and has overseen the expansion of our fleet from three multi-purpose vessels in 1987 to the 56 containerships aggregating 336,242 TEU comprising our fleet as of February 27, 2020, including the 8,626 TEU vessel *Niledutch Lion* built in 2008 contracted and delivered to us in January 2020. In October 2019, we entered into an agreement to acquire a 8,463 TEU containership built in 2005 and in February 2020, we entered into an agreement to acquire a 8,533 TEU built in 2005, each with expected delivery to us by the end of May 2020. In 2015, we formed a joint venture, Gemini Shipholdings Corporation, in which we have 49% minority equity interest, with our largest stockholder, DIL, to acquire, own and operate containerships. As of February 27, 2020, Gemini had acquired a fleet of five containerships aggregating 32,531 TEU in capacity.

In October 2006, we completed an initial public offering of our common stock in the United States and our common stock began trading on the New York Stock Exchange. In August 2010, we completed a sale of 3,861,004 shares of common stock for \$200 million, in August 2018 we issued 7,095,877 shares of common stock to our lenders in connection with the 2018 Refinancing and in December 2019, we completed the sale of 9,418,080 shares of common stock in the public offering for aggregate gross proceeds of \$56.5 million. See “Item 5. Operating and Financial Review and Prospects—2018 Refinancing.”

Our company operates through a number of subsidiaries incorporated in Liberia, Cyprus, Malta and the Republic of the Marshall Islands, all of which are wholly-owned by us and either directly or indirectly owns the vessels in our fleet. A list of our active subsidiaries as of February 27, 2020, and their jurisdictions of incorporation, is set forth in Exhibit 8 to this Annual Report on Form 20-F.

Our principal executive offices are c/o Danaos Shipping Co. Ltd., Athens Branch, 14 Akti Kondyli, 185 45 Piraeus, Greece. Our telephone number at that address is +30 210 419 6480.

## **Business Overview**

We are an international owner of containerships, chartering our vessels to many of the world’s largest liner companies. As of February 27, 2020, we had a fleet of 61 containerships aggregating 368,773 TEUs, including five containerships of 32,531 TEU aggregate capacity owned by Gemini in which we have a 49% minority equity interest, making us among the largest containership charter owners in the world, based on total TEU capacity. In January 2020, we acquired a 8,626 TEU containership. In addition, in October 2019, we entered into an agreement to acquire a 8,463 TEU containership built in 2005 for \$25 million and in February 2020 we entered into an agreement to acquire a 8,533 TEU containership built in 2005 for \$23.6 million, each with expected delivery to us by the end of May 2020.

Our strategy is to charter our containerships under multi-year, fixed-rate period charters to a diverse group of liner companies, including many of the largest companies globally, as measured by TEU capacity. As of February 27, 2020, these customers included CMA-CGM, Hyundai Merchant Marine, MSC, Yang Ming, Hapag Lloyd, ZIM, Maersk, COSCO, OOCL, Evergreen, KMTC, SITC, Niledutch, Samudera and ONE; and for Gemini, MSC, CMA-CGM, Hapag Lloyd and TS Lines.



## Our Fleet

### General

Danaos is one of the largest containership operating lessors in the world. Since going public in 2006, we have almost tripled our TEU carrying capacity. Today, our fleet includes some of the largest containerships in the world, which are designed with certain technological advances and customized modifications that make them efficient with respect to both voyage speed and loading capability when compared to many existing vessels operating in the containership sector.

We deploy our containership fleet principally under multi-year charters with major liner companies that operate regularly scheduled routes between large commercial ports, although in weaker containership charter markets such as is currently prevailing we charter more of our vessels on shorter term charters so as to be available to take advantage of any increase in charter rates. As of February 27, 2020, our containership fleet was comprised of fifty-two containerships deployed on time charters, twenty-eight of which are scheduled to expire in 2020, and four containerships deployed on bareboat charters. The average age (weighted by TEU) of the 56 vessels in our containership fleet was approximately 11.4 years as of February 27, 2020. As of February 27, 2020, the average remaining duration of the charters for our containership fleet was 3.9 years (weighted by aggregate contracted charter hire).

### Characteristics

The table below provides additional information, as of February 27, 2020, about our fleet of 56 cellular containerships, our two contracted vessels and the five cellular containerships owned by Gemini, in which we have a 49% equity interest.

Vessel Name	Year Built	Vessel size (TEU)	Expiration of charter(1)	Charterer	Charter Type(2)	Through	Charter rate(3)	Extension Options(4)
<i>MSC Ambition</i>	2012	13,100	June 2024	HMM	T/C	May 2020(6)	\$ 59,418	
					T/C	June 2024	\$ 64,918	+3 years at \$60,418
<i>Maersk Exeter</i>	2012	13,100	June 2024	HMM	T/C	May 2020(6)	\$ 59,418	
					T/C	June 2024	\$ 64,918	+3 years at \$60,418
<i>Maersk Enping</i>	2012	13,100	May 2024	HMM	T/C	April 2020(6)	\$ 59,418	
					T/C	May 2024	\$ 64,918	+3 years at \$60,418
<i>Hyundai Respect(13)</i>	2012	13,100	March 2024	HMM	B/B	April 2020(6)	\$ 52,449	
					B/B(5)	May 2020	\$ 57,949	
					T/C	March 2024	\$ 64,918	+3 years at \$60,418
<i>Hyundai Honour(13)</i>	2012	13,100	February 2024	HMM	B/B	Jan. 2020(6)	\$ 52,449	
					B/B(5)	May 2020	\$ 57,949	
					T/C	February 2024	\$ 64,918	+3 years at \$60,418
<i>Express Rome</i>	2011	10,100	February 2022	Hapag Lloyd	T/C	May 2021	\$ 27,000	
					T/C	February 2022	\$ 28,000	+3 months at \$28,000
								+10 up to 14 months at \$29,000
								+10 up to 14 months at \$30,000
<i>Express Berlin</i>	2011	10,100	April 2022	Yang Ming	T/C	April 2022	\$ 27,750	+4 months at \$27,750
<i>Express Athens</i>	2011	10,100	February 2022	Hapag Lloyd	T/C	May 2021	\$ 27,000	
					T/C	February 2022	\$ 28,000	+3 months at \$28,000
								+10 up to 14 months at \$29,000
								+10 up to 14 months at \$30,000
<i>Le Havre</i>	2006	9,580	March 2023	MSC	T/C	March 2023(8)	\$ 23,000	+4 months at \$23,000
<i>Pusan C</i>	2006	9,580	March 2023	MSC	T/C	March 2023(8)	\$ 23,000	+4 months at \$23,000
<i>CMA CGM Melisande</i>	2012	8,530	May 2024	CMA CGM	T/C	November 2023	\$ 43,000	
					T/C	May 2024	at market(7)	+6 months at market(7)
<i>CMA CGM Attila</i>	2011	8,530	October 2023	CMA CGM	T/C	April 2023	\$ 43,000	
					T/C	October 2023	at market(7)	+6 months at market(7)
<i>CMA CGM Tancredi</i>	2011	8,530	November 2023	CMA CGM	T/C	May 2023	\$ 43,000	
					T/C	November 2023	at market(7)	+6 months at market(7)
<i>CMA CGM Bianca</i>	2011	8,530	January 2024	CMA CGM	T/C	July 2023	\$ 43,000	
					T/C	January 2024	at market(7)	+6 months at market(7)



Vessel Name	Year Built	Vessel size (TEU)	Expiration of charter(1)	Charterer	Charter Type(2)	Through	Charter rate(3)	Extension Options(4)
CMA CGM Samson .	2011	8,530	March 2024	CMA CGM	T/C	September 2023	\$ 43,000	
					T/C	March 2024	at market(7)	+6 months at market(7)
America . . . . .	2004	8,468	February 2023	MSC	T/C	February 2023	\$ 22,000	+4 months at \$22,000
Europe . . . . .	2004	8,468	April 2023	MSC	T/C	April 2023(8)	\$ 22,000	+4 months at \$22,000
Niledutch Lion . . . .	2008	8,626	February 2022	Niledutch	T/C	February 2022	\$ 28,000	+3 months at \$28,000
CMA CGM Moliere . .	2009	6,500	February 2022	CMA CGM	T/C	August 2021	\$ 34,350	
					T/C	February 2022	at market(7)	+6 months at market(7)
CMA CGM Musset . .	2010	6,500	August 2022	CMA CGM	T/C	February 2022	\$ 34,350	
					T/C	August 2022	at market(7)	+6 months at market(7)
CMA CGM Nerval . .	2010	6,500	October 2022	CMA CGM	T/C	April 2022	\$ 34,350	
					T/C	October 2022	at market(7)	+6 months at market(7)
CMA CGM Rabelais .	2010	6,500	December 2022	CMA CGM	T/C	June 2022	\$ 34,350	
					T/C	December 2022	at market(7)	+6 months at market(7)
CMA CGM Racine . .	2010	6,500	January 2023	CMA CGM	T/C	July 2022	\$ 34,350	
					T/C	January 2023	at market(7)	+6 months at market(7)
YM Mandate . . . . .	2010	6,500	January 2028	Yang Ming	B/B	January 2028	\$ 26,890	+8 months at \$26,890
YM Maturity . . . . .	2010	6,500	April 2028	Yang Ming	B/B	April 2028	\$ 26,890	+8 months at \$26,890
Dimitra C . . . . .	2002	6,402	January 2023	Hapag Lloyd	T/C	January 2023	\$ 20,000	+3 months at \$20,000
								+12 months at \$21,500
Performance . . . . .	2002	6,402	May 2020	OOCL	T/C	May 2020	\$ 22,000	up to July 2020 at \$22,000
ZIM Rio Grande . . .	2008	4,253	May 2020	ZIM	T/C	May 2020	\$ 13,700	+3 months at \$13,700
ZIM Sao Paolo . . . .	2008	4,253	August 2020	ZIM	T/C	August 2020	\$ 13,700	+3 months at \$13,700
ZIM Kingston . . . . .	2008	4,253	September 2020	ZIM	T/C	September 2020	\$ 13,700	+3 months at \$13,700
ZIM Monaco . . . . .	2009	4,253	November 2020	ZIM	T/C	November 2020	\$ 13,700	+3 months at \$13,700
ZIM Dalian . . . . .	2009	4,253	February 2021	ZIM	T/C	February 2021	\$ 13,700	+3 months at \$13,700
ZIM Luanda . . . . .	2009	4,253	May 2021	ZIM	T/C	May 2021	\$ 13,700	+3 months at \$13,700
Seattle C . . . . .	2007	4,253	February 2020	KMTC	T/C	February 2020	\$ 14,000	
YM Vancouver . . . . .	2007	4,253	April 2020	Yang Ming	T/C	April 2020	\$ 14,600	+3 months at \$14,600
Derby D . . . . .	2004	4,253	May 2020	CMA CGM	T/C	May 2020	\$ 9,200	+2 months at \$9,200
ANL Tongala . . . . .	2004	4,253	May 2020	CMA CGM	T/C	May 2020	\$ 9,200	+2 months at \$9,200
Dimitris C . . . . .	2001	3,430	June 2020	CMA CGM	T/C	June 2020	\$ 9,500	+3 months at \$9,500
								+4.5 up to 6 months at \$10,500
Express Argentina . .	2010	3,400	May 2020	Maersk	T/C	May 2020	\$ 9,000	+4 months at \$9,000
Express Brazil . . . .	2010	3,400	September 2020	CMA CGM	T/C	September 2020	\$ 10,600	+3 months at \$10,600
Express France . . . .	2010	3,400	October 2020	CMA CGM	T/C	October 2020	\$ 10,600	+3 months at \$10,600
Express Spain . . . . .	2011	3,400	March 2020	Cosco	T/C	March 2020	\$ 10,500	+1.5 months at \$10,500
Express Black Sea . .	2011	3,400	November 2020	CMA CGM	T/C	November 2020	\$ 11,000	+3 months at \$11,000
Singapore . . . . .	2004	3,314	March 2020	OOCL	T/C	March 2020	\$ 11,000	+1 month at \$11,000
Colombo . . . . .	2004	3,314	August 2020	MSC	T/C	March 2020	\$ 8,250	
					T/C	August 2020	\$ 9,100	+2 months at \$9,100
MSC Zebra . . . . .	2001	2,602	September 2020	MSC	T/C	September 2020	\$ 9,500	
Danae C . . . . .	2001	2,524	March 2020	Hapag Lloyd	T/C	March 2020	\$ 9,000	+11 months at \$9,000
Amalia C . . . . .	1998	2,452	June 2020	Yang Ming	T/C	March 2020	\$ 10,100	
					T/C	June 2020	\$ 9,100	+2 months at \$9,100
Vladivostok . . . . .	1997	2,200	March 2020	SITC	T/C	March 2020	\$ 8,000	+1.5 month at \$8,000
Stride . . . . .	1997	2,200	April 2020	Evergreen	T/C	April 2020	\$ 10,000	+3 months at \$10,000
Sprinter . . . . .	1997	2,200	July 2020	Evergreen	T/C	March 2020	\$ 9,100	
					T/C	July 2020	\$ 8,000	+3 months at \$8,000
Future . . . . .	1997	2,200	June 2020	Evergreen	T/C	June 2020	\$ 9,200	+3 months at \$9,200
Advance . . . . .	1997	2,200	April 2020	Evergreen	T/C	April 2020	\$ 10,000	+3 months at \$10,000
Bridge . . . . .	1998	2,200	September 2020	Samudera	T/C	September 2020	\$ 9,150	+2 months at \$9,150
Highway . . . . .	1998	2,200	March 2020	Cosco	T/C	March 2020	\$ 10,000	+1 month at \$10,000
Progress C . . . . .	1998	2,200	July 2020	Evergreen	T/C	March 2020	\$ 9,100	
					T/C	July 2020	\$ 8,000	+3 months at \$8,000

Contracted Vessels	Year Built	Vessel size (TEU)	Expiration of charter(1)	Charterer	Charter Type(2)	Through	Charter rate(3)	Extension Options(4)
Conti Champion(9) . .	2005	8,463	March 2022	ONE	T/C	March 2022	\$ 24,000	+4 months at \$24,000
SM Charleston(10) . .	2005	8,533	—	—	—	—	—	—



Gemini Vessels	Year Built	Vessel size (TEU)	Expiration of charter(1)	Charterer	Charter Type(2)	Through	Charter rate(3)	Extension Options(4)
<i>Belita(11)</i> . . . . .	2006	8,533	September 2021	CMA CGM	T/C	September 2021	\$ 25,000	+4 months at \$25,000
<i>Catherine C(11)</i> . . . .	2001	6,422	January 2023	MSC	T/C	January 2023	\$ 18,000	+4 months at \$18,000
<i>Leo C(11)</i> . . . . .	2002	6,422	September 2022	MSC	T/C	September 2022	\$ 18,000	+4 months at \$18,000
<i>Suez Canal(11)(12)</i> . .	2002	5,610	April 2020	TS Lines	T/C	April 2020	\$ 16,250	+4 months at \$16,250
<i>Genoa(11)(12)</i> . . . .	2002	5,544	August 2020	Hapag Lloyd	T/C	August 2020	\$ 17,000	+3 months at \$17,000

- (1) Earliest date charters could expire. Most charters include options for the charterers to extend their terms as described in the “Extension Options” column.
- (2) “T/C” stands for “Time Charter” and “B/B” stands for “Bareboat Charter”.
- (3) Gross charter rate, which does not include charter commissions.
- (4) At the option of the charterer.
- (5) Bareboat charter arrangement for vessels “Hyundai Honour” and “Hyundai Respect” through May 2020 after which the charters revert back to time charter. Charterers have the option to revert to time charter status earlier than these dates.
- (6) Increased charter rate applies from date of scrubber installation, which is currently expected to be from the date indicated in the table and onwards; however, final scrubber installation date may vary.
- (7) Daily charter rate for last six months of the contractual charter term will be the prevailing market rate at that time.
- (8) Charter period post scrubber installation to be 3 years. Current expectation on completion of scrubber installation and charter commencement is: (i) in March 2020 for *Pusan C*, (ii) in March 2020 for *Le Havre* and (iii) in April 2020 for *Europe*. Final scrubber installation completion date may vary.
- (9) Vessel not yet delivered, expected delivery is between March 1, 2020 and May 31, 2020. Current expectation on charter commencement was assumed to be in April 2020. Final delivery date may vary.
- (10) We have agreed to acquire this vessel with expected delivery to us by the end of May 2020.
- (11) Vessels acquired by Gemini, in which Danaos holds a 49% equity interest
- (12) A subsidiary of Gemini holds a leasehold bareboat charter interest in such vessel, which was financed by and is subject to a capital lease pursuant to which such subsidiary will acquire all rights to such vessel at the end of such lease.
- (13) A subsidiary of Danaos holds a leasehold bareboat charter interest in such vessel, which was financed by and is subject to a capital lease pursuant to which such subsidiary will acquire all rights to such vessel at the end of such lease.

### Gemini Shipholdings Corporation

On August 5, 2015, we entered into a Shareholders Agreement (the “Gemini Shareholders Agreement”), with Gemini Shipholdings Corporation (“Gemini”) and Virage International Ltd. (“Virage”), a company controlled by our largest stockholder DIL, in connection with the formation of Gemini to acquire and operate containerships. We and Virage own 49% and 51%, respectively, of Gemini’s issued and outstanding share capital. Under the Gemini Shareholders Agreement, we and Virage have preemptive rights with respect to issuances of Gemini capital stock as well as tag-along rights, drag-along rights and certain rights of first refusal with respect to proposed transfers of Gemini equity interests. In addition, certain actions by Gemini, including acquisitions or dispositions of vessels and newbuilding contracts, require the unanimous approval of the Gemini board of directors including the director designated by the Company, who is currently our Chief Operating Officer Iraklis Prokopakis. Mr. Prokopakis also serves as Chief Operating Officer of Gemini, and our Chief Financial Officer, Evangelos Chatzis, serves as Chief Financial Officer of Gemini, for which services Messrs. Prokopakis and Chatzis do not receive any additional compensation. We also have the right to purchase all of the equity interests in Gemini that we do not own for fair market value at any time after December 31, 2018, to the extent permitted under our credit facilities, provided that such fair market value is not below the net book value of such equity interests.



## **Charterers**

As the container shipping industry has grown, the major liner companies have increasingly contracted for containership capacity. As of February 27, 2020, our diverse group of customers in the containership sector included CMA CGM, Hyundai Merchant Marine, MSC, Yang Ming, Hapag Lloyd, ZIM, OOCL, Maersk, COSCO, Evergreen, Niledutch, KMTTC, SITC, Samudera and ONE. Gemini has chartered its containerships to MSC, CMA-CGM, Hapag Lloyd and TS Lines.

The containerships in our fleet are primarily deployed under multi-year, fixed-rate time charters having initial terms that range from less than one to 18 years. These charters expire at staggered dates ranging from March 2020 to the second quarter of 2028. The staggered expiration of the multi-year, fixed-rate charters for our vessels is both a strategy pursued by our management and a result of the growth in our fleet. Under our time charters, the charterer pays voyage expenses such as port, canal and fuel costs, other than brokerage and address commissions paid by us, and we pay for vessel operating expenses, which include crew costs, provisions, deck and engine stores, lubricating oil, insurance, maintenance and repairs. We are also responsible for each vessel's intermediate and special survey costs.

Under the time charters, when a vessel is "off-hire" or not available for service, the charterer is generally not required to pay the hire rate, and we are responsible for all costs. A vessel generally will be deemed to be off-hire if there is an occurrence preventing the full working of the vessel due to, among other things, operational deficiencies, drydockings for repairs, maintenance or inspection, equipment breakdown, delays due to accidents, crewing strikes, labor boycotts, noncompliance with government water pollution regulations or alleged oil spills, arrests or seizures by creditors or our failure to maintain the vessel in compliance with required specifications and standards. In addition, under our time charters, if any vessel is off-hire for more than a certain amount of time (generally between 10-20 days), the charterer has a right to terminate the charter agreement for that vessel. Charterers may also have the right to terminate the time charters in various other circumstances, including but not limited to, outbreaks of war or a change in ownership of the vessel's owner or manager without the charterer's approval.

## **Management of Our Fleet**

Our chief executive officer, chief operating officer, chief financial officer and deputy chief operating officer provide strategic management for our company while these officers also supervise, in conjunction with our board of directors, the management of these operations by Danaos Shipping, our manager. We have a management agreement pursuant to which our manager and its affiliates provide us and our subsidiaries with technical, administrative and certain commercial services, the term of which expires on December 31, 2024. Our manager reports to us and our board of directors through our chief executive officer, chief operating officer, chief financial officer and deputy chief operating officer each of which is appointed by our board of directors.

Our manager is regarded as an innovator in operational and technological aspects in the international shipping community. Danaos Shipping's strong technological capabilities derive from employing highly educated professionals, its participation and assumption of a leading role in European Community research projects related to shipping, and its close affiliation to Danaos Management Consultants, a leading ship-management software and services company.

Danaos Shipping achieved early ISM certification of its container fleet in 1995, well ahead of the deadline, and was the first Greek company to receive such certification from Det Norske Veritas, a leading classification society. In 2004, Danaos Shipping received the Lloyd's List Technical Innovation Award for advances in internet-based telecommunication methods for vessels. In 2015, Danaos Shipping received the Lloyd's List Intelligence Big Data Award for their "Waves" fleet performance system, which provides advanced performance monitoring, close bunkers control, emissions monitoring, energy



management, safety performance monitoring, risk management and advance superintendence for the vessels.

Danaos Shipping maintains the quality of its service by controlling directly the selection and employment of seafarers through its crewing offices in Piraeus, Greece, Russia, as well as in Odessa and Mariupol in Ukraine and in Zanzibar, Tanzania and we assume directly all related crewing, technical and other costs in our operating expenses. Investments in new facilities in Greece by Danaos Shipping enable enhanced training of seafarers and highly reliable infrastructure and services to the vessels.

Danaos Shipping provides vessel management services to Gemini at the same rates we pay under our management agreement with Danaos Shipping. Historically, Danaos Shipping only infrequently managed vessels other than those in our fleet and currently it does not actively manage any other company's vessels, other than vessels owned by Gemini. Danaos Shipping also does not arrange the employment of other vessels and has agreed that, during the term of our management agreement, it will not provide any management services to any other entity without our prior written approval, other than with respect to other entities controlled by Dr. Coustas, our chief executive officer, which do not operate within the containership (larger than 2,500 TEUs) or drybulk sectors of the shipping industry or in the circumstances described below. In connection with our investment in Gemini in 2015, these restrictions were waived, with the approval of our independent directors, with respect to containerships acquired by Gemini. Other than with respect to Gemini, Dr. Coustas does not currently have an interest in any such vessel-owning entity. We believe we have and will derive significant benefits from our relationship with Danaos Shipping.

Dr. Coustas has also personally agreed to the same restrictions on the provision, directly or indirectly, of management services during the term of our management agreement. In addition, our chief executive officer (other than in his capacities with us) and our manager have separately agreed not, during the term of our management agreement and for one year thereafter, to engage, directly or indirectly, in (i) the ownership or operation of containerships of larger than 2,500 TEUs or (ii) the ownership or operation of any drybulk carriers or (iii) the acquisition of or investment in any business involved in the ownership or operation of containerships of larger than 2,500 TEUs or any drybulk carriers. Notwithstanding these restrictions, if our independent directors decline the opportunity to acquire any such containerships or to acquire or invest in any such business, our chief executive officer will have the right to make, directly or indirectly, any such acquisition or investment during the four-month period following such decision by our independent directors, so long as such acquisition or investment is made on terms no more favorable than those offered to us. In this case, our chief executive officer and our manager will be permitted to provide management services to such vessels. In connection with our investment in Gemini in 2015, these restrictions were waived, with the approval of our independent directors, with respect to containerships acquired by Gemini.

Danaos Shipping provides us with administrative, technical and certain commercial management services under a management agreement whose current term expires at the end of 2024. For 2020 our manager will receive the following fees which are fixed at these levels through the remaining term of the agreement: (i) a daily management fee of \$850, (ii) a daily vessel management fee of \$425 for vessels on bareboat charter, pro rated for the number of calendar days we own each vessel, (iii) a daily vessel management fee of \$850 for vessels on time charter, pro rated for the number of calendar days we own each vessel, (iv) a fee of 1.25% on all freight, charter hire, ballast bonus and demurrage for each vessel, (v) a fee of 0.5% based on the contract price of any vessel bought or sold by it on our behalf, excluding newbuilding contracts, and (vi) a flat fee of \$725,000 per newbuilding vessel, if any, which is capitalized, for the on premises supervision of any newbuilding contracts by selected engineers and others of its staff.



## **Competition**

We operate in markets that are highly competitive and based primarily on supply and demand. Generally, we compete for charters based upon price, customer relationships, operating expertise, professional reputation and size, age and condition of the vessel. Competition for providing containership services comes from a number of experienced shipping companies. In the containership sector, these companies include Zodiac Maritime, Seaspan Corporation and Costamare Inc. A number of our competitors in the containership sector have been financed by the German KG (Kommanditgesellschaft) system in the past years, which was based on tax benefits provided to private investors. While the German tax law has been amended to significantly restrict the tax benefits available to taxpayers who invest in such entities after November 10, 2005, the tax benefits afforded to all investors in the KG-financed entities will continue to be significant and such entities may continue to be attractive investments. These tax benefits allow these KG-financed entities to be more flexible in offering lower charter rates to liner companies.

The containership sector of the international shipping industry is characterized by the significant time necessary to develop the operating expertise and professional reputation necessary to obtain and retain customers and, in the past, a relative scarcity of secondhand containerships, which necessitated reliance on newbuildings which can take a number of years to complete. We focus on larger TEU capacity containerships, which we believe have fared better than smaller vessels during global downturns in the containership sector. We believe larger containerships, even older containerships if well maintained, provide us with increased flexibility and more stable cash flows than smaller TEU capacity containerships.

## **Crewing and Employees**

Since May 1, 2015, we have directly employed our Chief Executive Officer, our Chief Operating Officer, our Chief Financial Officer and our Deputy Chief Operating Officer, whose services had been provided to us under our Management Agreement with our Manager, Danaos Shipping until April 30, 2015. As of December 31, 2019, 1,148 people served on board the vessels in our fleet and Danaos Shipping, our manager, employed 144 people, all of whom were shore-based. In addition, our manager is responsible for recruiting, either directly or through a crewing agent, the senior officers and all other crew members for our vessels and is reimbursed by us for all crew wages and other crew relating expenses. We believe the streamlining of crewing arrangements through our manager ensures that all of our vessels will be crewed with experienced crews that have the qualifications and licenses required by international regulations and shipping conventions.

## **Permits and Authorizations**

We are required by various governmental and other agencies to obtain certain permits, licenses and certificates with respect to our vessels. The kinds of permits, licenses and certificates required by governmental and other agencies depend upon several factors, including the commodity being transported, the waters in which the vessel operates, the nationality of the vessel's crew and the age of a vessel. All permits, licenses and certificates currently required to permit our vessels to operate have been obtained. Additional laws and regulations, environmental or otherwise, may be adopted which could limit our ability to do business or increase the cost of doing business.

## **Inspection by Classification Societies**

Every seagoing vessel must be "classed" by a classification society. The classification society certifies that the vessel is "in class," signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member.



In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society also undertakes on request other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case and/or to the regulations of the country concerned.

For maintenance of the class, regular and extraordinary surveys of hull and machinery, including the electrical plant, and any special equipment classed are required to be performed as follows:

*Annual Surveys.* For seagoing ships, annual surveys are conducted for the hull and the machinery, including the electrical plant, and where applicable, on special equipment classed at intervals of 12 months from the date of commencement of the class period indicated in the certificate.

*Intermediate Surveys.* Extended annual surveys are referred to as intermediate surveys and typically are conducted two and one-half years after commissioning and each class renewal. Intermediate surveys may be carried out on the occasion of the second or third annual survey.

*Class Renewal Surveys.* Class renewal surveys, also known as special surveys, are carried out on the ship's hull and machinery, including the electrical plant, and on any special equipment classed at the intervals indicated by the character of classification for the hull. During the special survey, the vessel is thoroughly examined, including audio-gauging to determine the thickness of the steel structures. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. The classification society may grant an one-year grace period for completion of the special survey. Substantial amounts of funds may have to be spent for steel renewals to pass a special survey if the vessel experiences excessive wear and tear. In lieu of the special survey every four or five years, depending on whether a grace period is granted, a shipowner has the option of arranging with the classification society for the vessel's hull or machinery to be on a continuous survey cycle, in which every part of the vessel would be surveyed within a five-year cycle. At an owner's application, the surveys required for class renewal may be split according to an agreed schedule to extend over the entire period of class. This process is referred to as continuous class renewal.

The following table lists the next drydockings scheduled for the vessels in our current containership fleet for the next years:

	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Number of vessels . . . . .	13	4	12	10	8

\* Does not include vessels under bareboat charters and the vessels owned by Gemini.

All areas subject to surveys as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are otherwise prescribed. The period between two subsequent surveys of each area must not exceed five years. Vessels under bareboat charter are drydocked by their charterers.

Most vessels are also drydocked every 30 to 36 months for inspection of their underwater parts and for repairs related to such inspections. If any defects are found, the classification surveyor will issue a "recommendation" which must be rectified by the ship-owner within prescribed time limits.

Most insurance underwriters make it a condition for insurance coverage that a vessel be certified as "in class" by a classification society which is a member of the International Association of Classification Societies. All of our vessels are certified as being "in class" by Lloyd's Register of Shipping, Bureau Veritas, NKK, Det Norske Veritas & Germanischer Lloyd and the Korean Register of Shipping.



## **Risk of Loss and Liability Insurance**

### ***General***

The operation of any vessel includes risks such as mechanical failure, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. The U.S. Oil Pollution Act of 1990, or OPA, which imposes virtually unlimited liability upon owners, operators and demise charterers of vessels trading in the United States exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for shipowners and operators trading in the United States market.

While we maintain hull and machinery insurance, war risks insurance, protection and indemnity coverage for our containership fleet in amounts that we believe to be prudent to cover normal risks in our operations, we may not be able to maintain this level of coverage throughout a vessel's useful life. Furthermore, while we believe that our insurance coverage will be adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

Dr. John Coustas, our chief executive officer, is the Vice Chairman of the Board of Directors of The Swedish Club, our primary provider of insurance, including a substantial portion of our hull & machinery, war risk and protection and indemnity insurance.

### ***Hull & Machinery, Loss of Hire and War Risks Insurance***

We maintain marine hull and machinery and war risks insurance, which covers the risk of particular average, general average, 4/4ths collision liability, contact with fixed and floating objects (FFO) and actual or constructive total loss in accordance with the Nordic Plan for all of our vessels. Our vessels will each be covered up to at least their fair market value after meeting certain deductibles per incident per vessel.

We carried a minimum loss of hire coverage with respect to the *America* and the *Europe*, to cover standard requirements of KEXIM until the repayment of our loan in 2016. We also carried minimum loss of hire coverage for the *Pusan* and *Le Havre* until mid-2018, to cover standard requirements of KEXIM and ABN Amro, the banks that provided financing for our acquisition of these vessels. We carry a minimum loss of hire coverage with respect to the vessels *Hyundai Honour* and *Hyundai Respect*, to cover standard requirements of our sale and leaseback agreement. We do not and will not obtain loss of hire insurance covering the loss of revenue during extended off-hire periods for the other vessels in our fleet, other than with respect to any period during which our vessels are detained due to incidents of piracy, because we believe that this type of coverage is not economical and is of limited value to us, in part because historically our fleet has had a limited number of off-hire days.

### ***Protection and Indemnity Insurance***

Protection and indemnity ("P&I") insurance provides insurance cover to its Members in respect of liabilities, costs or expenses incurred by them in their capacity as owner or operator of the respective entered ship and arising out of an event during the period of insurance as a direct consequence of the operation of the ship. This includes third-party liability, crew liability and other related expenses resulting from the injury or death of crew, passengers and other third parties, the loss or damage to cargo, and except where the cover is provided in the hull and machinery policy, also third-party claims arising from collision with other vessels and damage to other third-party property. Indemnity cover is also provided for liability for the discharge or escape of oil or other substance, or threat of escape of such substances. Other liabilities which include salvage, towing, wreck removal and an omnibus



provision are also included. Our protection and indemnity insurance is provided by Mutual Protection and Indemnity Associations who are part of the International Group of P&I Clubs.

Our protection and indemnity insurance coverage in accordance with the International Group of P&I Club Agreement for pollution will be US\$1.0 billion per event. Our P&I Excess war risk coverage limit is US\$500.0 million and in respect of certain war and terrorist risks the liabilities arising from Bio-Chemical etc., the limit is US\$30.0 million. For passengers and seaman risks, the limit is US\$3.0 billion, with a sub-limit of US\$2.0 billion for passenger claims only. The thirteen P&I associations that comprise the International Group insure approximately 90% of the world's commercial blue-water tonnage and have entered into a pooling agreement to reinsure each association's liabilities. As a member of a P&I association, that is a member of the International Group, we will be subject to calls payable to the associations based inter-alia on the International Group's claim records, as well as the individual claims' records of all other members of the analogous individual associations and their performance. If our insurance providers are not able to obtain reinsurance for port calls in Iran, due to continuing U.S. primary sanctions applicable to U.S. persons facilitating transactions involving Iran, we may have to pay additional premiums with respect to any port calls that our charterers direct our vessels to make in Iran.

### **Environmental and Other Regulations**

Government regulation significantly affects the ownership and operation of our vessels. They are subject to international conventions, national, state and local laws, regulations and standards in force in international waters and the countries in which our vessels may operate or are registered, including those governing the management and disposal of hazardous substances and wastes, the cleanup of oil spills and other contamination, air emissions, wastewater discharges and BWM. These laws and regulations include OPA, the U.S. Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), the U.S. Clean Water Act, MARPOL, regulations adopted by the IMO and the EU, various volatile organic compound air emission requirements and various SOLAS amendments, as well as other regulations described below. Compliance with these laws, regulations and other requirements entails significant expense, including vessel modifications and implementation of certain operating procedures.

A variety of governmental and private entities subject our vessels to both scheduled and unscheduled inspections. These entities include the local port authorities (U.S. Coast Guard, harbor master or equivalent), classification societies, flag state administration (country of registry), charterers and, particularly, terminal operators. Certain of these entities require us to obtain permits, licenses, certificates and financial assurances for the operation of our vessels. Failure to maintain necessary permits or approvals could require us to incur substantial costs or result in the temporary suspension of operation of one or more of our vessels.

We believe that the heightened level of environmental and quality concerns among insurance underwriters, regulators and charterers is leading to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental concerns have created a demand for vessels that conform to stricter environmental standards. We are required to maintain operating standards for all of our vessels that emphasize operational safety, quality maintenance, continuous training of our officers and crews and compliance with U.S. and international regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations. Because such laws and regulations are frequently changed and may impose increasingly stricter requirements, any future requirements may limit our ability to do business, increase our operating costs, force the early retirement of some of our vessels, and/or affect their resale value, all of which could have a material adverse effect on our financial condition and results of operations. In addition, a future serious marine incident that causes



significant adverse environmental impact, such as the 2010 *Deepwater Horizon* oil spill, could result in additional legislation or regulation that could negatively affect our profitability.

#### ***Environmental Regulation—International Maritime Organization***

Our vessels are subject to standards imposed by the IMO (the United Nations agency for maritime safety and the prevention of pollution by ships). The IMO has adopted regulations that are designed to reduce pollution in international waters, both from accidents and from routine operations. These regulations address oil discharges, ballasting and unloading operations, sewage, garbage, and air emissions. For example, Annex III of MARPOL, regulates the transportation of marine pollutants, and imposes standards on packing, marking, labeling, documentation, stowage, quantity limitations and pollution prevention. These requirements have been expanded by the International Maritime Dangerous Goods Code, which imposes additional standards for all aspects of the transportation of dangerous goods and marine pollutants by sea.

In September 1997, the IMO adopted Annex VI to MARPOL to address air pollution from vessels. Annex VI, which came into effect on May 19, 2005, set limits on SOx and nitrogen oxide (“NOx”) emissions from vessels and prohibited deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. Annex VI also included a global cap on the sulfur content of fuel oil and allowed for special areas to be established with more stringent controls on sulfur emissions. Annex VI has been ratified by some, but not all IMO member states, including the Marshall Islands. Pursuant to a Marine Notice issued by the Marshall Islands Maritime Administrator as revised in March 2005, vessels flagged by the Marshall Islands that are subject to Annex VI must obtain an International Air Pollution Prevention Certificate evidencing compliance with Annex VI. We have obtained International Air Pollution Prevention certificates for all of our vessels. Amendments to Annex VI, effective July 2010, set progressively stricter regulations to control SOx and NOx emissions from ships, which present both environmental and health risks. These amendments provided for a progressive reduction in SOx emissions from ships, with a global cap of 0.5% on sulfur in marine fuel used by vessels without scrubbers (reduced from 3.50%) effective from January 1, 2020. Vessels with scrubbers may use fuel with a maximum sulfur content of 3.5%. The Annex VI amendments have also established tiers of stringent NOx emissions standards for new marine engines, depending on their dates of installation. The United States ratified the amendments, and all vessels subject to Annex VI must comply with the amended requirements when entering U.S. ports or operating in U.S. waters. Additionally, more stringent emission standards apply in coastal areas designated by the IMO’s Marine Environment Protection Committee (“MEPC”) as Emission Control Areas (“ECAs”). For SOx, current ECAs in which a 0.1% cap on the sulfur content of fuel is enforced include: (i) the North American ECA, which includes the area extending 200 nautical miles from the Atlantic/Gulf and Pacific Coasts of the United States and Canada, the Hawaiian Islands, and the French territories of St. Pierre and Miquelon; (ii) the US Caribbean ECA, including Puerto Rico and the US Virgin Islands; (iii) the Baltic Sea ECA; and (iv) the North Sea ECA. Similar restrictions on the sulfur content of fuel apply in Icelandic and inland Chinese waters. For NOx, current ECAs in which certain requirements exist regarding the engines used by vessels and the attendant NOx emissions, include (i) the North American ECA, and (ii) the US Caribbean ECA. Additionally, two new NOx ECAs, the Baltic Sea and the North Sea, will be enforced for ships constructed (keel laying) on or after January 1, 2021, or existing ships which replace an engine with “non-identical” engines, or install an “additional” engine. We may incur costs to install control equipment on our engines in order to comply with these requirements. Other ECAs may be designated, and the jurisdictions in which our vessels operate may adopt more stringent emission standards independent of IMO.

The operation of our vessels is also affected by the requirements set forth in the ISM Code, which was adopted in July 1998. The ISM Code requires shipowners and bareboat charterers to develop and maintain an extensive SMS that includes the adoption of a safety and environmental protection policy



setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. The ISM Code requires that vessel operators obtain a Safety Management Certificate for each vessel they operate. This certificate evidences compliance by a vessel's management with ISM Code requirements for a SMS. No vessel can obtain a certificate unless its operator has been awarded a document of compliance, issued by each flag state, under the ISM Code. The failure of a shipowner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, decrease available insurance coverage for the affected vessels or result in a denial of access to, or detention in, certain ports. Currently, each of the vessels in our fleet is ISM Code-certified. However, there can be no assurance that such certifications will be maintained indefinitely.

In 2001, the IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage ("the Bunker Convention"), which imposes strict liability on ship owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker oil. The Bunker Convention also requires registered owners of ships over a certain size to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended). The Bunker Convention entered into force on November 21, 2008. Liability limits under the Bunker Convention were increased as of June 2015. Our entire fleet has been issued a certificate attesting that insurance is in force in accordance with the insurance provisions of the Convention. In jurisdictions where the Bunkers Convention has not been adopted, such as the United States, various legislative schemes or common law govern, and liability is either strict or imposed on the basis of fault.

#### ***Environmental Regulation—The U.S. Oil Pollution Act of 1990***

OPA established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. It applies to discharges of any oil from a vessel, including discharges of fuel oil and lubricants. OPA affects all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in U.S. waters, which include the United States' territorial sea and its two hundred nautical mile exclusive economic zone. While we do not carry oil as cargo, we do carry fuel oil (or "bunkers") in our vessels, making our vessels subject to the OPA requirements.

Under OPA, vessel owners, operators and bareboat charterers are "responsible parties" and are jointly, severally and strictly liable (unless the discharge of oil results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels. OPA defines these other damages broadly to include:

- natural resources damage and the costs of assessment thereof;
- real and personal property damage;
- net loss of taxes, royalties, rents, fees and other lost revenues;
- lost profits or impairment of earning capacity due to property or natural resources damage; and
- net cost of public services necessitated by a spill response, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

OPA preserves the right to recover damages under existing law, including maritime tort law.

OPA liability is limited to the greater of \$1,200 per gross ton or \$997,100 for non-tank vessels, subject to periodic adjustment by the U.S. Coast Guard ("USCG"). These limits of liability do not apply if an incident was directly caused by violation of applicable U.S. federal safety, construction or operating regulations or by a responsible party's gross negligence or willful misconduct, or if the



responsible party fails or refuses to report the incident or to cooperate and assist in connection with oil removal activities.

OPA requires owners and operators of vessels to establish and maintain with the USCG evidence of financial responsibility sufficient to meet their potential liabilities under OPA. Under the regulations, vessel owners and operators may evidence their financial responsibility by providing proof of insurance, surety bond, self-insurance, or guaranty, and an owner or operator of a fleet of vessels is required only to demonstrate evidence of financial responsibility in an amount sufficient to cover the vessels in the fleet having the greatest maximum liability under OPA. Under the self-insurance provisions, the shipowner or operator must have a net worth and working capital, measured in assets located in the United States against liabilities located anywhere in the world, that exceeds the applicable amount of financial responsibility. We have complied with the USCG regulations by providing a financial guaranty in the required amount.

OPA specifically permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states have enacted legislation providing for unlimited liability for oil spills. In some cases, states which have enacted such legislation have not yet issued implementing regulations defining vessels owners' responsibilities under these laws. We intend to comply with all applicable state regulations in the ports where our vessels call.

We currently maintain, for each of our vessels, oil pollution liability coverage insurance in the amount of \$1 billion per incident. In addition, we carry hull and machinery and protection and indemnity insurance to cover the risks of fire and explosion. Given the relatively small amount of bunkers our vessels carry, we believe that a spill of oil from the vessels would not be catastrophic. However, under certain circumstances, fire and explosion could result in a catastrophic loss. While we believe that our present insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates. If the damages from a catastrophic spill exceeded our insurance coverage, it would have a severe effect on us and could possibly result in our insolvency.

Title VII of the Coast Guard and Maritime Transportation Act of 2004, or the CGMTA, amended OPA to require the owner or operator of any non-tank vessel of 400 gross tons or more, that carries oil of any kind as a fuel for main propulsion, including bunkers, to have an approved response plan for each vessel. The vessel response plans include detailed information on actions to be taken by vessel personnel to prevent or mitigate any discharge or substantial threat of such a discharge of oil from the vessel due to operational activities or casualties. We have approved response plans for each of our vessels.

Compliance with any new OPA requirements could substantially impact our costs of operation or require us to incur additional expenses.

#### ***Environmental Regulation—CERCLA***

CERCLA governs spills or releases of hazardous substances other than petroleum or petroleum products. The owner or operator of a ship, vehicle or facility from which there has been a release is liable without regard to fault for the release, and along with other specified parties may be jointly and severally liable for remedial costs. Costs recoverable under CERCLA include cleanup and removal costs, natural resource damages and governmental oversight costs. Liability under CERCLA is generally limited to the greater of \$300 per gross ton or \$0.5 million per vessel carrying non-hazardous substances (\$5.0 million for vessels carrying hazardous substances), unless the incident is caused by gross negligence, willful misconduct or a violation of certain regulations, in which case liability is unlimited. The USCG's financial responsibility regulations under OPA also require vessels to provide evidence of financial responsibility for CERCLA liability in the amount of \$300 per gross ton. As noted above, we have provided a financial guaranty in the required amount to the USCG.



### ***Environmental Regulation—The Clean Water Act***

The U.S. Clean Water Act (the “CWA”), prohibits the discharge of oil or hazardous substances in navigable waters and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA, discussed above. Under U.S. Environmental Protection Agency (“EPA”) regulations, we are required to obtain a CWA permit regulating and authorizing any discharges of ballast water or other wastewaters incidental to our normal vessel operations if we operate within the three-mile territorial waters or inland waters of the United States. The permit, which the EPA has designated as the Vessel General Permit for Discharges Incidental to the Normal Operation of Vessels (“VGP”), incorporates U.S. Coast Guard requirements for BWM, as well as supplemental ballast water requirements and limits for 26 other specific discharges. Regulated vessels cannot operate in U.S. waters unless they are covered by the VGP. To do so, owners of commercial vessels greater than 79 feet in length must submit a Notice of Intent (“NOI”), at least 30 days before the vessel operates in U.S. waters. To comply with the VGP, vessel owners and operators may have to install equipment on their vessels to treat ballast water before it is discharged or implement port facility disposal arrangements or procedures at potentially substantial cost. The VGP also requires states to certify the permit, and certain states have imposed more stringent discharge standards as a condition of their certification. Many of the VGP requirements have already been addressed in our vessels’ current ISM Code SMS Plan.

On April 12, 2013, EPA issued the current VGP (the “2013 VGP”). The 2013 VGP contains numeric effluent limits for ballast water discharges that are expressed as maximum concentrations of living organisms per unit of ballast water volume discharged. These requirements correspond with the IMO’s requirements under the BWM Convention, discussed below, and are consistent with the USCG’s 2012 ballast water discharge standards, also described below. The 2013 VGP also includes additional management requirements for non-ballast water discharges and requires the submission of annual reports by all vessels covered by the 2013 VGP. We have submitted NOIs for all of our vessels that operate or potentially operate in U.S. waters and have submitted annual reports for all of our covered vessels. The 2013 VGP was set to expire on December 13, 2018; however, its provisions will remain in effect until the regulations under the 2018 Vessel Incidental Discharge Act (“VIDA”) are final and enforceable. VIDA, signed into law on December 4, 2018, establishes a new framework for the regulation of vessel incidental discharges under CWA Section 312(p). VIDA requires the EPA to develop performance standards for those discharges within two years of enactment, and requires the USCG to develop implementation, compliance, and enforcement regulations within two years of the EPA’s promulgation of its performance standards. All provisions of the 2013 VGP will remain in force and effect until the USCG regulations under VIDA are finalized.

### ***Environmental Regulation—The Clean Air Act***

The Federal Clean Air Act (“CAA”) requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to CAA vapor control and recovery standards for cleaning fuel tanks and conducting other operations in regulated port areas and emissions standards for so-called “Category 3” marine diesel engines operating in U.S. waters. Several states regulate emissions from vessel vapor control and recovery operations under federally-approved State Implementation Plans. The California Air Resources Board has adopted clean fuel regulations applicable to all vessels sailing within 24 miles of the California coast whose itineraries call for them to enter any California ports, terminal facilities or internal or estuarine waters. Only marine gas oil or marine diesel oil fuels with 0.1% sulfur content or less will be allowed. If new or more stringent requirements relating to marine fuels or emissions from marine diesel engines or port operations by vessels are adopted by the EPA or any states, compliance with



these regulations could entail significant capital expenditures or otherwise increase the costs of our operations.

#### ***Environmental Regulation—Other Environmental Initiatives***

The EU has also adopted legislation that requires member states to impose criminal sanctions for certain pollution events, such as the unauthorized discharge of tank washings.

The Paris Memorandum of Understanding on Port State Control (“Paris MoU”), to which 27 nations are parties, adopted the “New Inspection Regime” (“NIR”), effective January 1, 2011. The NIR is a significant departure from the previous system, as it is a risk based targeting mechanism that will reward quality vessels with a smaller inspection burden and subject high-risk ships to more in-depth and frequent inspections. The inspection record of a vessel, its age and type, the Voluntary IMO Member State Audit Scheme, and the performance of the flag State and recognized organizations are used to develop the risk profile of a vessel.

The EU MRV (Monitoring, Reporting, Verification) regulation entered into force on July 1, 2015, and require ship owners and operators to annually monitor, report and verify carbon dioxide emissions for vessels larger than 5,000 gross tonnage calling at any EU, Norway and Iceland port. Data collection takes place on a per voyage basis and started on January 1, 2018. The reported carbon dioxide emissions, together with additional data, are to be verified by independent certified bodies and sent to a central database managed by the European Maritime Safety Agency (“EMSA”). The aggregated ship emission and efficiency data is published by the European Commission.

The U.S. National Invasive Species Act (“NISA”), was enacted in 1996 in response to growing reports of harmful organisms being released into U.S. ports through ballast water taken on by ships in foreign ports. Under NISA, the USCG adopted regulations in July 2004 imposing mandatory BWM practices for all vessels equipped with ballast water tanks entering U.S. waters. These requirements can be met by performing mid-ocean ballast exchange, by retaining ballast water on board the ship, or by using environmentally sound alternative BWM methods approved by the USCG. (However, mid-ocean ballast exchange is mandatory for ships heading to the Great Lakes or Hudson Bay, or vessels engaged in the foreign export of Alaskan North Slope crude oil.) Mid-ocean ballast exchange is the primary method for compliance with the USCG regulations, since holding ballast water can prevent ships from performing cargo operations upon arrival in the United States, and alternative methods are still under development. Vessels that are unable to conduct mid-ocean ballast exchange due to voyage or safety concerns may discharge minimum amounts of ballast water (in areas other than the Great Lakes and the Hudson River), provided that they comply with record keeping requirements and document the reasons they could not follow the required BWM requirements. On March 23, 2012 the USCG adopted ballast water discharge standards that set maximum acceptable discharge limits for living organisms and established standards for BWM systems. The regulations became effective on June 21, 2012 and were phased in between January 1, 2014 and January 1, 2016 for existing vessels, depending on the size of their ballast water tanks and their next drydocking date. As of the date of this report, the USCG has approved twenty-five BWM systems. Certain of our vessels have obtained extensions for drydocking and will install the BWM systems in the next scheduled dry-docking date and certain vessels will install the BWM systems afloat by the end of 2022.

In the past absence of federal standards, states enacted legislation or regulations to address invasive species through ballast water and hull cleaning management and permitting requirements. Michigan’s BWM legislation was upheld by the Sixth Circuit Court of Appeals, and California enacted legislation extending its BWM program to regulate the management of “hull fouling” organisms attached to vessels and adopted regulations limiting the number of organisms in ballast water discharges. Other states may proceed with the enactment of requirements similar to those of California and Michigan or the adoption of requirements that are more stringent than the EPA and USCG



requirements. We could incur additional costs to comply with additional USCG or state BWM requirements.

At the international level, the IMO adopted the BWM Convention in February 2004. The Convention's implementing regulations call for a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits. The BWM Convention took effect on September 8, 2017. Many of the implementation dates originally contained in the BWM Convention had already passed prior to its effectiveness, so that the period for installation of mandatory ballast water exchange requirements would be very short, with several thousand ships per year needing to install compliant systems. Consequently, the IMO Assembly passed a resolution in December 2013 revising the dates for implementation of the BWM requirements so that they are triggered by the entry into force date. In effect, this makes all vessels constructed before September 8, 2017 "existing" vessels, allowing for the installation of BWM systems on such vessels at the first renewal survey following entry into force of the BWM Convention. In July 2017, the implementation scheme was further changed to require vessels with International Oil Pollution Prevention ("IOPP") certificates expiring between September 8, 2017 and September 8, 2019 to comply at their second IOPP renewal. All ships must have installed a ballast water treatment system by September 8, 2024.

The Kyoto Protocol required adopting countries to implement national programs to reduce emissions of certain greenhouse gases, but emissions from international shipping are not subject to the soon to expire Kyoto Protocol. The Paris Agreement adopted under the United Nations Framework Convention on Climate Change in December 2015 contemplates commitments from each nation party thereto to take action to reduce greenhouse gas emissions and limit increases in global temperatures but did not include any restrictions or other measures specific to shipping emissions. However, restrictions on shipping emissions are likely to continue to be considered and a new treaty may be adopted in the future that includes restrictions on shipping emissions. The IMO's MEPC adopted two new sets of mandatory requirements to address greenhouse gas emissions from vessels at its July 2011 meeting. The Energy Efficiency Design Index establishes a minimum energy efficiency level per capacity mile and is applicable to new vessels. The Ship Energy Efficiency Management Plan is applicable to currently operating vessels of 400 metric tons and above and we are in compliance. These requirements entered into force in January 2013 and could cause us to incur additional compliance costs in the future. By 2025, all new ships built must be 30% more energy efficient than those built in 2014, but it is likely that the IMO will increase these requirements such that new ships must be up to 50% more energy efficient than those built in 2014 by 2022. The IMO is also considering the development of market based mechanisms to reduce greenhouse gas emissions from vessels, as well as sustainable development goals for marine transportation, but it is impossible to predict the likelihood that such measures might be adopted or their potential impacts on our operations at this time. In 2015, the EU adopted a regulation requiring large vessels (over 5,000 gross tons) calling at EU ports to monitor, report and verify their carbon dioxide emissions, which went into effect in January 2018. Any passage of climate control legislation or other regulatory initiatives by the IMO, the EU or individual countries in which we operate or any international treaty adopted to succeed the Kyoto Protocol could require us to make significant financial expenditures or otherwise limit our operations that we cannot predict with certainty at this time. Even in the absence of climate control legislation, our business may be indirectly affect to the extent that climate change may result in sea level changes or more intense weather events.

On June 29, 2017, the Global Industry Alliance, or the GIA, was officially inaugurated. The GIA is a program, under the Global Environmental Facility-United Nations Development Program- IMO project, which supports shipping, and related industries, as they move towards a low carbon future. Organizations including, but not limited to, shipowners, operators, classification societies, and oil companies, signed to launch the GIA.



In addition, the United States is currently experiencing changes in its environmental policy, the results of which have yet to be fully determined. Additional legislation or regulation applicable to the operation of our ships that may be implemented in the future could negatively affect our profitability.

### ***Vessel Security Regulations***

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the U.S. Maritime Transportation Security Act of 2002 (“MTSA”) came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to SOLAS created a chapter of the convention dealing specifically with maritime security. The chapter went into effect in July 2004, and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the International Ship and Port Facilities Security (“ISPS”) Code.

The ISPS Code is designed to protect ports and international shipping against terrorism. To trade internationally a vessel must obtain an International Ship Security Certificate (“ISSC”) from a recognized security organization approved by the vessel’s flag state. To obtain an ISSC a vessel must meet certain requirements, including:

- on-board installation of automatic identification systems to enhance vessel-to-vessel and vessel-to-shore communications;
- on-board installation of ship security alert systems that do not sound on the vessel but alert the authorities on shore;
- the development of vessel security plans;
- identification numbers to be permanently marked on a vessel’s hull;
- a continuous synopsis record to be maintained on board showing the vessel’s history, including the vessel ownership, flag state registration, and port registrations; and
- compliance with flag state security certification requirements.

In addition, as of January 1, 2009, every company and/or registered owner is required to have an identification number which conforms to the IMO Unique Company and Registered Owner Identification Number Scheme. Our Manager has also complied with this requirement.

The U.S. Coast Guard regulations are intended to align with international maritime security standards and exempt non-U.S. vessels that have a valid ISSC attesting to the vessel’s compliance with SOLAS security requirements and the ISPS Code from the requirement to have a U.S. Coast Guard approved vessel security plan. We have implemented the various security measures addressed by the MTSA, SOLAS and the ISPS Code and have ensured that our vessels are compliant with all applicable security requirements. Our fleet, as part of our continuous improvement cycle, is reviewing ship security plans and is maintaining best management practices during passage through security risk areas.

### ***IMO Cyber security***

The Maritime Safety Committee, at its 98th session in June 2017, also adopted Resolution MSC.428(98)—Maritime Cyber Risk Management in Safety Management Systems. The resolution encourages administrations to ensure that cyber risks are appropriately addressed in existing SMS no later than the first annual verification of the company’s Document of Compliance after January 1, 2021. Owners risk having ships detained if they have not included cyber security in the ISM Code SMS on their ships by January 1, 2021.



### ***Vessel Recycling Regulations***

The EU has also recently adopted a regulation that seeks to facilitate the ratification of the IMO Recycling Convention and sets forth rules relating to vessel recycling and management of hazardous materials on vessels. In addition to new requirements for the recycling of vessels, the regulation contains rules for the control and proper management of hazardous materials on vessels and prohibits or restricts the installation or use of certain hazardous materials on vessels. The new regulation applies to vessels flying the flag of an EU member state and certain of its provisions apply to vessels flying the flag of a third country calling at a port or anchorage of a member state. For example, when calling at a port or anchorage of a member state, a vessel flying the flag of a third country will be required, among other things, to have on board an inventory of hazardous materials that complies with the requirements of the new regulation and the vessel must be able to submit to the relevant authorities of that member state a copy of a statement of compliance issued by the relevant authorities of the country of the vessel's flag verifying the inventory. The new regulation will take effect on non-EU-flagged vessels calling on EU ports of call beginning on December 31, 2020.

### **Seasonality**

Our containerships primarily operate under multi-year charters and therefore are not subject to the effect of seasonal variations in demand.

### **Properties**

We have no freehold or leasehold interest in any real property. We occupy space at 3, Christaki Kompou Street, Peters House, 3300, Limassol, Cyprus and 14 Akti Kondyli, 185 45 Piraeus, Greece that is owned by our manager, Danaos Shipping, and which is provided to us as part of the services we receive under our management agreement.

### **Item 4A. Unresolved Staff Comments**

Not applicable.

### **Item 5. Operating and Financial Review and Prospects**

*The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and the notes to those statements included elsewhere in this annual report. This discussion includes forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth under "Item 3. Key Information—Risk Factors" and elsewhere in this annual report, our actual results may differ materially from those anticipated in these forward-looking statements.*

### **Overview**

Our business is to provide international seaborne transportation services by operating vessels in the containership sector of the shipping industry. As of February 27, 2020, we had a fleet of 56 containerships aggregating 336,242 TEU, making us among the largest containership charter owners in the world, based on total TEU capacity. Additionally, we have entered into agreements to acquire one 8,463 TEU containership and one 8,533 TEU containership, both built in 2005, with expected delivery of each vessel to us by the end of May 2020. Gemini, in which we hold a 49% minority equity interest, owned five additional containerships aggregating 32,531 TEU in capacity, as of February 27, 2020. We do not consolidate Gemini's results of operations and account for our minority equity interest under the equity method of accounting, which is recorded under "Equity income/(loss) on investments" in our consolidated statements of operations.



We primarily deploy our containerships on multi-year, fixed-rate charters to take advantage of the stable cash flows and high utilization rates typically associated with multi-year charters, although in weaker containership charter markets such as is currently prevailing we charter more of our vessels on shorter term charters so as to be able to take advantage of any increase in charter rates. As of February 27, 2020, fifty-two containerships in our fleet were employed on time charters, out of which twenty-eight expire in 2020, and four containerships were employed on bareboat charters. Gemini has employed all of its containerships on time charters. Our containerships are generally employed on multi-year charters to large liner companies that charter-in vessels on a multi-year basis as part of their business strategies. As of February 27, 2020, our diverse group of customers in the containership sector included CMA CGM, Hyundai Merchant Marine, ZIM, Yang Ming, Hapag Lloyd, Maersk, Evergreen, MSC, COSCO, OOCL, Niledutch, KMTC, SITC, Samudera and ONE; and for Gemini, MSC, CMA CGM, Hapag Lloyd and TS Lines.

The average number of containerships in our fleet for each of the years ended December 31, 2019, 2018 and 2017 was 55.

### **Our Manager**

Our operations are managed by Danaos Shipping, our manager, under the supervision of our officers and our board of directors. We believe our manager has built a strong reputation in the shipping community by providing customized, high-quality operational services in an efficient manner for both new and older vessels. We have a management agreement pursuant to which our manager and its affiliates provide us and our subsidiaries with technical, administrative and certain commercial services. The term of this agreement expires on December 31, 2024 (subject to certain termination rights described in “Item 7. Major Shareholders and Related Party Transactions”). Our manager is ultimately owned by DIL, which is also our largest stockholder.

### **2018 Refinancing**

We consummated a comprehensive debt refinancing, which we refer to as the “2018 Refinancing”, with certain of our lenders on August 10, 2018, which we refer to as the 2018 Refinancing Closing Date. The 2018 Refinancing involved our entry into modified or amended and restated credit facilities, reflecting a \$551 million reduction in our debt, reset financial and certain other covenants, modified interest rates and amortization profiles and extended debt maturities by approximately five years to December 31, 2023 (or, in some cases, June 30, 2024), as described in more detail below under “—2018 Refinancing and 2018 Credit Facilities.” In the 2018 Refinancing, we issued to certain of our lenders an aggregate of 7,095,877 shares of our common stock on the 2018 Refinancing Closing Date, which ratably diluted existing holders of our common stock. We agreed to provide the lenders with certain registration rights with respect to these shares, which have been registered for resale under the Securities Act, pursuant to a registration rights agreement. See “Item 10. Additional Information—Material Contracts—Registration Rights.”

In connection with the 2018 Refinancing, we agreed to use commercially reasonable efforts to consummate an offering of common stock for aggregate net proceeds of not less than \$50 million within 18 months after the 2018 Refinancing Closing Date (the “Follow-on Equity Raise”), which was completed by raising \$56.5 million of gross proceeds by the public offering of our shares in December 2019.

DIL and our manager, Danaos Shipping Co. Ltd. (the “Manager”), made a number of other financial and operating commitments in connection with the 2018 Refinancing, including (1) DIL’s contribution of \$10 million to us on the 2018 Refinancing Closing Date for which it did not receive any shares of common stock or other interests in us, (2) in connection with the amendment and restatement of our management agreement with the Manager (please see “Item 7. Major Shareholders



and Related Party Transactions—Related Party Transactions—Management Agreement”) and of our restrictive covenant agreement with DIL and Dr. Coustas (please see Item 7. “Major Shareholders and Related Party Transactions—Related Party Transactions—Non-competition”) and (3) as set forth in a Stockholders Agreement we entered into on August 10, 2018 with DIL and the lenders receiving shares in the 2018 Refinancing (please see “Item 10. Additional Information—Stockholders Agreement”). In connection with the 2018 Refinancing, we also implemented certain corporate governance arrangements, as described under “Item 10. Additional Information—Stockholders Agreement” and “Item 10 Additional Information—Articles of Incorporation and Bylaws—Supermajority Stockholder Approval.”

We also agreed to seek to refinance two of our 13,100 TEU vessels, the *Hyundai Honour* and the *Hyundai Respect*, which refinancing was completed in April 2019 through a sale and leaseback arrangement with a term of five years, at the end of which the Company will reacquire the vessels. The net proceeds amounting to \$144.8 million were applied pro rata to partially repay the existing credit facilities secured by mortgages on such vessels.

### **Factors Affecting Our Results of Operations**

Our financial results are largely driven by the following factors:

- *Number of Vessels in Our Fleet.* The number of vessels in our fleet, and their TEU capacity, is the primary factor in determining the level of our revenues. Aggregate expenses also increase as the size of our fleet increases. Vessel acquisitions and dispositions will have a direct impact on the number of vessels in our fleet. From time to time we have sold, generally older, vessels in our fleet.
- *Charter Rates.* Aside from the number of vessels in our fleet, the charter rates we obtain for these vessels are the principal drivers of our revenues. Charter rates are based primarily on demand for capacity as well as the available supply of containership capacity at the time we enter into the charters for our vessels. As a result of macroeconomic conditions affecting trade flow between ports served by liner companies and economic conditions in the industries which use liner shipping services, charter rates can fluctuate significantly. Although the multi-year charters on which we deploy many of our containerships make us less susceptible to cyclical containership charter rates than vessels operated on shorter-term charters, we are exposed to varying charter rate environments when our chartering arrangements expire or we lose a charter such as occurred with the charter cancellations by Hanjin Shipping in 2016, and we seek to deploy our containerships under new charters. The staggered maturities of our containership charters also reduce our exposure to any stage in the shipping cycle. As of February 27, 2020, the charters for twenty-eight of our vessels are scheduled to expire in 2020. With the prevailing low charter rate levels, we expect that we will have to re-charter many of these vessels at the existing low spot charter rates.
- *Utilization of Our Fleet.* Due to the multi-year charters under which they are often operated, our containerships have consistently been deployed at high levels of utilization. During 2019, our fleet utilization was 98.3% compared to 96.8% in 2018. In addition, the amount of time our vessels spend in drydock undergoing repairs or undergoing maintenance and upgrade work affects our results of operations. Historically, our fleet has had a limited number of off-hire days. For example, there were 153 and 360 total off-hire days for our entire fleet during 2019 and 2018, respectively, other than for scheduled drydockings and special surveys. An increase in annual off-hire days could reduce our utilization. The efficiency with which suitable employment is secured, the ability to minimize off-hire days and the amount of time spent positioning vessels also affects our results of operations. If the utilization patterns of our containership fleet changes our financial results would be affected.



- *Expenses.* Our ability to control our fixed and variable expenses, including those for commission expenses, crew wages and related costs, the cost of insurance, expenses for repairs and maintenance, the cost of spares and consumable stores, tonnage taxes and other miscellaneous expenses also affects our financial results. In addition, factors beyond our control, such as developments relating to market premiums for insurance and the value of the U.S. dollar compared to currencies in which certain of our expenses, primarily crew wages, are denominated can cause our vessel operating expenses to increase.

In addition to those factors described above affecting our operating results, our net income is significantly affected by our financing arrangements, including any interest rate swap arrangements, and, accordingly, prevailing interest rates and the interest rates and other financing terms we may obtain in the future.

The following table presents the contracted utilization of our operating fleet of 55 vessels as of December 31, 2019:

	2020	2021 - 2022	2023 - 2024	2025 - 2028	Total
Contracted revenue (in millions)(1) . . . . .	\$ 383.4	\$ 609.8	\$ 244.8	\$ 62.3	\$ <b>1,300.3</b>
Number of vessels whose charters are set to expire in the respective period(2) . . . . .	29	10	14	2	<b>55</b>
TEUs on expiring charters in the respective period	99,064	71,306	144,246	13,000	<b>327,616</b>
Contracted Operating(3) days . . . . .	13,361	15,257	5,129	2,314	<b>36,061</b>
Total Operating(3) days . . . . .	19,875	39,745	39,679	74,931	<b>174,229</b>
Contracted Operating days/Total Operating days . .	67.2%	38.4%	12.9%	3.1%	<b>20.7%</b>

- (1) Annual revenue calculations are based on an assumed 364 revenue days per annum, based on contracted charter rates from our current charter agreements. Additionally, the revenues above reflect an estimate of off-hire days to perform periodic maintenance. If actual off-hire days are greater than estimated, these would decrease the level of revenues above. Although these revenues are based on contractual charter rates, any contract is subject to performance by our counterparties and us. See “—Operating Revenues,” including the contracted revenue table presented therein, for more information regarding our contracted revenues.
- (2) Refers to the incremental number of vessels with charters expiring within the respective period.
- (3) Operating days calculations are based on an assumed 364 operating days per annum. Additionally, the operating days above reflect an estimate of off-hire days to perform periodic maintenance. If actual off-hire days are greater than estimated, these would decrease the amount of operating days above.

### ***Operating Revenues***

Our operating revenues are driven primarily by the number of vessels in our fleet, the number of operating days during which our vessels generate revenues and the amount of daily charter hire that our vessels earn under time charters which, in turn, are affected by a number of factors, including our decisions relating to vessel acquisitions and dispositions, the amount of time that we spend positioning our vessels, the amount of time that our vessels spend in drydock undergoing repairs, maintenance and upgrade work, the age, condition and specifications of our vessels and the levels of supply and demand in the containership charter market. Vessels operating in the spot market generate revenues that are less predictable but can allow increased profit margins to be captured during periods of improving charter rates.

Revenues from multi-year period charters comprised a substantial portion of our revenues for the years ended December 31, 2019, 2018 and 2017. The revenues relating to our multi-year charters will



be affected by any additional vessels subject to multi-year charters we may acquire in the future, as well as by the disposition of any such vessel in our fleet. Our revenues will also be affected if any of our charterers cancel a multi-year charter or fail to perform at existing contracted rates. Our multi-year charter agreements have been contracted in varying rate environments and expire at different times. Generally, we do not employ our vessels under voyage charters under which a shipowner, in return for a fixed sum, agrees to transport cargo from one or more loading ports to one or more destinations and assumes all vessel operating costs and voyage expenses.

Our expected revenues as of December 31, 2019, based on contracted charter rates, from our charter arrangements for our containerships is shown in the table below. Although these expected revenues are based on contracted charter rates, any contract is subject to performance by the counterparties. If the charterers, some of which are currently facing substantial financial pressure, are unable or unwilling to make charter payments to us, our results of operations and financial condition will be materially adversely affected, as was the case with the cancellation of long-term, fixed rate charters for eight of our vessels by Hanjin Shipping in 2016 representing approximately \$560 million of our \$2.8 billion of contracted revenue as of June 30, 2016, which on September 1, 2016, referred to the Seoul Central District Court, which issued an order to commence the rehabilitation proceedings of Hanjin Shipping. See “Item 3. Key Information—Risk Factors—We are dependent on the ability and willingness of our charterers to honor their commitments to us for all of our revenues and the failure of our counterparties to meet their obligations under our charter agreements could cause us to suffer losses or otherwise adversely affect our business.”

**Contracted Revenue from Charters as of December 31, 2019(1)**  
(Amounts in millions of U.S. dollars)

<u>Number of Vessels</u>	<u>2020</u>	<u>2021 - 2022</u>	<u>2023 - 2024</u>	<u>2025 - 2028</u>	<u>Total</u>
55 . . . . .	\$383.4	\$609.8	\$244.8	\$62.3	<b>\$1,300.3</b>

- (1) Annual revenue calculations are based on an assumed 364 revenue days per annum representing contracted revenues, based on contracted charter rates from our current charter agreements. Although these revenues are based on contractual charter rates, any contract is subject to performance by the counter parties and us. Additionally, the revenues above reflect an estimate of off-hire days to perform periodic maintenance. If actual off-hire days are greater than estimated, these would decrease the level of revenues above.

Due largely to the Hanjin Shipping charter cancellations and weak charter market conditions, we currently have twenty-eight vessels employed on short term time charters in the spot market. Vessels operating in the spot market generate revenues that are less predictable than vessels on period charters, although this chartering strategy can enable vessel owners to capture increased profit margins during periods of improvements in charter rates. Deployment of vessels in the spot market creates exposure, however, to the risk of declining charter rates, as spot rates may be higher or lower than those rates at which a vessel could have been time chartered for a longer period.

***Voyage Expenses***

Voyage expenses include port and canal charges, bunker (fuel) expenses (bunker costs are normally covered by our charterers, except in certain cases such as vessel re-positioning), address commissions and brokerage commissions. Under time charters and bareboat charters, such as those on which we charter our containerships, the charterers bear the voyage expenses other than brokerage and address commissions and fees. As such, voyage expenses represent a relatively small portion of our vessels' overall expenses.



From time to time, in accordance with industry practice and in respect of the charters for our containerships we pay brokerage commissions of approximately 0.75% to 1.25% of the total daily charter hire rate under the charters to unaffiliated ship brokers associated with the charterers, depending on the number of brokers involved with arranging the charter. We also pay address commissions of 1.25% up to 3.75% to a limited number of our charterers. Our manager will also receive a fee of 0.5% based on the contract price of any vessel bought or sold by it on our behalf, excluding newbuilding contracts. In 2019, 2018 and 2017 we paid a fee to our manager of 1.25% on all freight, charter hire, ballast bonus and demurrage for each vessel. In 2020, this fee will remain at 1.25%.

### ***Vessel Operating Expenses***

Vessel operating expenses include crew wages and related costs, the cost of insurance, expenses for repairs and maintenance, the cost of spares and consumable stores, tonnage taxes and other miscellaneous expenses. Aggregate expenses increase as the size of our fleet increases. Factors beyond our control, some of which may affect the shipping industry in general, including, for instance, developments relating to market premiums for insurance, may also cause these expenses to increase. In addition, a substantial portion of our vessel operating expenses, primarily crew wages, are in currencies other than the U.S. dollar and any gain or loss we incur as a result of the U.S. dollar fluctuating in value against these currencies is included in vessel operating expenses. We fund our manager in advance with amounts it will need to pay our fleet's vessel operating expenses.

Under time charters, such as those on which we charter all but four of the containerships in our fleet as of February 27, 2020, we pay for vessel operating expenses. Under bareboat charters, such as those on which we chartered the remaining four containerships in our fleet, our charterers bear substantially all vessel operating expenses, including the costs of crewing, insurance, surveys, drydockings, maintenance and repairs.

### ***Amortization of Deferred Drydocking and Special Survey Costs***

We follow the deferral method of accounting for special survey and drydocking costs, whereby actual costs incurred are deferred and are amortized on a straight-line basis over the period until the next scheduled survey and drydocking, which is two and a half years. If special survey or drydocking is performed prior to the scheduled date, the remaining unamortized balances are immediately written off. The amortization periods reflect the estimated useful economic life of the deferred charge, which is the period between each special survey and drydocking.

Major overhaul performed during drydocking is differentiated from normal operating repairs and maintenance. The related costs for inspections that are required for the vessel's certification under the requirement of the classification society are categorized as drydock costs. A vessel at drydock performs certain assessments, inspections, refurbishments, replacements and alterations within a safe non-operational environment that allows for complete shutdown of certain machinery and equipment, navigational, ballast (keep the vessel upright) and safety systems, access to major underwater components of vessel (rudder, propeller, thrusters and anti-corrosion systems), which are not accessible during vessel operations, as well as hull treatment and paints. In addition, specialized equipment is required to access and maneuver vessel components, which are not available at regular ports.

Repairs and maintenance normally performed during operation either at port or at sea have the purpose of minimizing wear and tear to the vessel caused by a particular incident or normal wear and tear. Repair and maintenance costs are expensed as incurred.



### ***Impairment Loss***

There was no impairment loss as of December 31, 2019. In 2018, we recognized an impairment loss of \$210.7 million in relation to ten of our vessels held and used as of December 31, 2018 due to (i) the impairment loss of \$197.2 million recognized for eight 4,300 TEU vessels and (ii) the impairment loss of \$13.5 million for two 3,300 TEU vessels as a result of volatility in the spot market and the vessels' market values, the continued weakness of containership market and the potential impact the then-prevailing containership market could have had on future operations. There was no impairment loss recognized in 2017. See "Critical Accounting Policies—Impairment of Long-lived Assets."

### ***Depreciation***

We depreciate our containerships on a straight-line basis over their estimated remaining useful economic lives. We estimated the useful lives of our containerships to be 30 years from the year built. Depreciation is based on cost, less the estimated scrap value of \$300 per ton for all vessels.

### ***General and Administrative Expenses***

We paid our manager the following fees for 2019, 2018 and 2017: (i) a daily management fee of \$850, (ii) a daily vessel management fee of \$425 for vessels on bareboat charter, pro rated for the number of calendar days we own each vessel, (iii) a daily vessel management fee of \$850 for vessels on time charter, pro rated for the number of calendar days we own each vessel. Our executive officers received an aggregate of €1.5 million (\$1.7 million), €2.7 million (\$3.2 million) and €1.5 million (\$1.8 million) in cash compensation for the years ended December 31, 2019, 2018 and 2017, respectively. We also recognized non-cash share-based compensation expense of \$3.6 million, \$1.0 million and nil in the years ended December 31, 2019, 2018, and 2017, respectively.

For 2020, we will pay a fee of \$850 per day, a fee of \$425 per vessel per day for vessels on bareboat charter and a fee of \$850 per vessel per day for vessels on time charter.

Furthermore, general and administrative expenses include audit fees, legal fees, board remuneration, executive officers compensation, directors & officers insurance, stock exchange fees and other general and administrative expenses.

### ***Other Income/(Expenses), Net***

In 2019, we recorded net other income of \$0.6 million. In 2018, we recorded net other expenses of \$50.5 million out of which \$51.3 million in expenses related to refinancing professional fees. In 2017, we recorded net other expenses of \$15.8 million mainly related to professional fees due to the refinancing discussions with our lenders of \$14.3 million and a \$2.4 million realized loss on sale of HMM securities.

### ***Interest Expense, Interest Income and Other finance expenses***

We have incurred interest expense on outstanding indebtedness under our credit facilities which we included in interest expense. We also incurred financing costs in connection with establishing those facilities, which is included in other finance expenses. Further, we earn interest on cash deposits in interest bearing accounts and on interest bearing securities, which we include in interest income. We will incur additional interest expense in the future on our outstanding borrowings and under future borrowings. See "—2018 Refinancing and 2018 Credit Facilities" for a description of our 2018 Refinancing, including the Troubled Debt Restructuring (TDR) accounting applied from the 2018 Refinancing Closing Date, which reduced the aggregate amount of debt outstanding under our credit facilities and the interest expense recognized in our statement of operations.



### ***Gain on Debt Extinguishment***

We have recorded a net gain on debt extinguishment of \$116.4 million in the year ended December 31, 2018 related to the refinancing of our loan facilities.

### ***Unrealized Gain/(Loss) and Realized Loss on Derivatives***

We currently have no outstanding interest rate swaps agreements. In past years, we had interest rate swaps agreements generally based on the forecasted delivery of vessels we contracted for and our debt financing needs associated therewith. All changes in the fair value of our cash flow interest rate swap agreements were recorded in earnings under “Net Unrealized and Realized Losses on Derivatives”.

We evaluated whether it is probable that the previously hedged forecasted interest payments prior to June 30, 2012 are probable to not occur in the originally specified time period. We have concluded that the previously hedged forecasted interest payments are probable of occurring. Therefore, unrealized gains or losses in accumulated other comprehensive loss associated with the previously designated cash flow interest rate swaps will remain frozen in accumulated other comprehensive loss and recognized in earnings when the interest payments will be recognized. An amount of \$3.6 million, \$3.7 million and \$3.7 million was reclassified from Accumulated Other Comprehensive Loss into earnings for the years ended December 31, 2019, 2018 and 2017, respectively, representing amortization of deferred realized losses on cash flow hedges over the depreciable life of the vessels. Additionally, we recognized accelerated amortization of these deferred realized losses of nil, \$1.4 million and nil in connection with the impairment losses recognized on the respective vessels for the years ended December 31, 2019, 2018 and 2017.

## **Results of Operations**

### ***Year ended December 31, 2019 compared to the year ended December 31, 2018***

During the year ended December 31, 2019 and December 31, 2018, Danaos had an average of 55 containerships. Our fleet utilization for the year ended December 31, 2019 was 98.3% compared to 96.8% for the year ended December 31, 2018.

### ***Operating Revenues***

Operating revenues decreased by 2.5%, or \$11.5 million, to \$447.2 million in the year ended December 31, 2019 from \$458.7 million in the year ended December 31, 2018.

Operating revenues for the year ended December 31, 2019 reflect:

- a \$13.6 million decrease in revenues in the year ended December 31, 2019 compared to the year ended December 31, 2018, mainly due to the re-chartering of certain of our vessels that concluded long-term charters over the last twelve months and were re-deployed at lower spot rates in the year ended December 31, 2019; and
- a \$2.1 million increase in revenues due to higher fleet utilization of our vessels in the year ended December 31, 2019 compared to the year ended December 31, 2018.

### ***Voyage Expenses***

Voyage expenses decreased by \$0.6 million, to \$11.6 million in the year ended December 31, 2019 from \$12.2 million in the year ended December 31, 2018. The decrease was mainly due to decreased bunkering expenses.



### *Vessel Operating Expenses*

Vessel operating expenses decreased by 2.0%, or \$2.1 million, to \$102.5 million in the year ended December 31, 2019 from \$104.6 million in the year ended December 31, 2018. The average daily operating cost per vessel for vessels on time charter was \$5,506 per day for the year ended December 31, 2019 compared to \$5,619 per day for the year ended December 31, 2018. Management believes that our daily operating cost ranks as one of the most competitive in the industry.

### *Depreciation*

Depreciation expense decreased by 10.5%, or \$11.3 million, to \$96.5 million in the year ended December 31, 2019 from \$107.8 million in the year ended December 31, 2018 mainly due to decreased depreciation expense for 10 vessels for which we recorded an impairment charge on December 31, 2018.

### *Amortization of Deferred Drydocking and Special Survey Costs*

Amortization of deferred dry-docking and special survey costs decreased by \$0.5 million, to \$8.7 million in the year ended December 31, 2019 compared to \$9.2 million in the year ended December 31, 2018. The decrease was mainly due to a decreased number of vessels dry-docked.

### *General and Administrative Expenses*

General and administrative expenses increased by \$0.5 million, to \$26.8 million in the year ended December 31, 2019, from \$26.3 million in the year ended December 31, 2018. The increase was mainly due to increased share based compensation costs.

### *Impairment Loss*

We recognized an impairment loss of \$210.7 million in relation to 10 of our vessels in the year ended December 31, 2018 while we did not record any impairment loss in the year ended December 31, 2019.

### *Interest Expense, Interest Income and Other Finance Expenses*

Interest expense decreased by 15.9%, or \$13.6 million, to \$72.1 million in the year ended December 31, 2019 from \$85.7 million in the year ended December 31, 2018. The decrease in interest expense is attributable to:

- \$28.2 million decrease in interest expense on two of our credit facilities for which we recognized an interest expense accrual in the third quarter of 2018, which has been classified on our balance sheet under “Accumulated accrued interest” and represents future interest expense for the relevant facilities that has been recognized in advance as a result of the application of TDR accounting in connection with our 2018 debt refinancing;
- \$12.7 million increase in interest expense due to an increase in debt service cost of approximately 1.89%, partially offset by a \$435.0 million decrease in our average debt (including leaseback obligations), to \$1,616.0 million in the year ended December 31, 2019, compared to \$2,051.0 million in the year ended December 31, 2018; and
- \$1.9 million increase in the amortization of deferred finance costs and debt discount related to our 2018 debt refinancing.

As of December 31, 2019, our bank debt outstanding, gross of deferred finance costs, was \$1,423.8 million and leaseback obligation was \$138.2 million compared to bank debt of \$1,666.2 million outstanding as of December 31, 2018.



Interest income Interest income increased by \$0.6 million to \$6.4 million in the year ended December 31, 2019 compared to \$5.8 million in the year ended December 31, 2018.

Other finance costs, net decreased by \$0.3 million, to \$2.7 million in the year ended December 31, 2019 from \$3.0 million in the year ended December 31, 2018.

*Gain on debt extinguishment*

The gain on debt extinguishment of \$116.4 million in the year ended December 31, 2018 related to our 2018 debt refinancing and consists of debt principal reduction net of refinancing related fees.

*Equity income on investments*

Equity income on investments increased by \$0.2 million to \$1.6 million in the year ended December 31, 2019 compared to \$1.4 million in the year ended December 31, 2018 due to the improved operating performance of Gemini, in which the Company has a 49% shareholding interest.

*Loss on Derivatives*

Amortization of deferred realized losses on interest rate swaps decreased by \$1.5 million to \$3.6 million in the year ended December 31, 2019 compared to \$5.1 million in the year ended December 31, 2018 mainly due to the accelerated amortization of accumulated other comprehensive loss recognized in the year ended December 31, 2018.

*Other income/(expenses), net*

Other income/(expenses), net was \$0.6 million in income in the year ended December 31, 2019 compared to \$50.5 million in expenses in the year ended December 31, 2018 mainly due to \$51.3 million of refinancing-related professional fees in the prior year.

***Year ended December 31, 2018 compared to the year ended December 31, 2017***

During the year ended December 31, 2018 and December 31, 2017, Danaos had an average of 55 containerships. Our fleet utilization for the year ended December 31, 2018 was 96.8% compared to 96.4% for the year ended December 31, 2017. The fleet utilization excluding the off charter days of the vessels that were previously chartered to Hanjin was 97.9% in the year ended December 31, 2017.

*Operating Revenues*

Operating revenues increased by 1.5%, or \$7.0 million, to \$458.7 million in the year ended December 31, 2018 from \$451.7 million in the year ended December 31, 2017.

Operating revenues for the year ended December 31, 2018 reflect:

- \$13.8 million increase in revenues in the year ended December 31, 2018 compared to the year ended December 31, 2017 due to the re-chartering of certain of our vessels at higher rates.
- \$6.8 million decrease in revenues due to lower fleet utilization of our vessels in the year ended December 31, 2018 compared to the year ended December 31, 2017 (other than three vessels previously chartered to Hanjin which were less utilized in the year ended December 31, 2017).

*Voyage Expenses*

Voyage expenses decreased by \$0.4 million, to \$12.2 million in the year ended December 31, 2018 from \$12.6 million in the year ended December 31, 2017.



### *Vessel Operating Expenses*

Vessel operating expenses decreased by 2.2%, or \$2.4 million, to \$104.6 million in the year ended December 31, 2018 from \$107.0 million in the year ended December 31, 2017. The average daily operating cost per vessel for vessels on time charter was \$5,619 per day for the year ended December 31, 2018 compared to \$5,661 per day for the year ended December 31, 2017. Management believes that our daily operating cost ranks as one of the most competitive in the industry.

### *Depreciation*

Depreciation expense decreased by 6.4%, or \$7.4 million, to \$107.8 million in the year ended December 31, 2018 from \$115.2 million in the year ended December 31, 2017.

### *Amortization of Deferred Drydocking and Special Survey Costs*

Amortization of deferred dry-docking and special survey costs increased by \$2.5 million, to \$9.2 million in the year ended December 31, 2018 from \$6.7 million in the year ended December 31, 2017. The increase was mainly due to the increased number of vessels dry-docked over the last year.

### *General and Administrative Expenses*

General and administrative expenses increased by \$3.6 million, to \$26.3 million in the year ended December 31, 2018, from \$22.7 million in the year ended December 31, 2017. The increase was mainly due to increased remuneration costs and professional fees.

### *Impairment Loss*

We have recognized an impairment loss of \$210.7 million in relation to 10 of our vessels as of December 31, 2018 compared to nil in the year ended December 31, 2017.

### *Interest Expense, Interest Income and Other Finance Expenses*

Interest expense decreased by 1.0%, or \$0.9 million, to \$85.7 million in the year ended December 31, 2018 from \$86.6 million in the year ended December 31, 2017. The decrease in interest expense is attributable to a:

- \$16.9 million decrease in interest expense on two of our credit facilities for which we have recognized an interest expense accrual, which has been classified on our balance sheet under “Accumulated accrued interest” and represents future interest expense for the relevant facilities that has been recognized in advance as a result of the application of TDR accounting in connection with our debt refinancing.
- \$12.2 million increase in interest expense due to an increase in debt service cost of approximately 1.1%, partially offset by a \$358.1 million decrease in our average debt, to \$2,051.0 million in the year ended December 31, 2018, compared to \$2,409.1 million in the year ended December 31, 2017.
- \$3.8 million increase in the amortization of deferred finance costs and debt discount related to our debt refinancing.

As of December 31, 2018, the debt outstanding, gross of deferred finance costs, was \$1,666.2 million compared to \$2,340.8 million as of December 31, 2017.

Interest income increased by \$0.2 million to \$5.8 million in the year ended December 31, 2018 compared to \$5.6 million in the year ended December 31, 2017.



Other finance costs, net decreased by \$1.1 million, to \$3.0 million in the year ended December 31, 2018 from \$4.1 million in the year ended December 31, 2017 mainly due to decreased exit fees expenses.

#### *Gain on debt extinguishment*

The gain on debt extinguishment of \$116.4 million in the year ended December 31, 2018 relates to our 2018 Refinancing described below and consists of debt principal reduction net of refinancing related fees.

#### *Equity income on investments*

Equity income on investments amounted to \$1.4 million in the year ended December 31, 2018 compared to \$1.0 million in the year ended December 31, 2017 and relates to the improved operating performance of Gemini, in which the Company has a 49% shareholding interest.

#### *Loss on Derivatives*

Amortization of deferred realized losses on interest rate swaps increased by \$1.4 million to \$5.1 million in the year ended December 31, 2018 compared to \$3.7 million in the year ended December 31, 2017 due to the accelerated amortization of accumulated other comprehensive loss.

#### *Other income/(expenses), net*

Other income/(expenses), net was \$50.5 million in expenses in the year ended December 31, 2018 compared to \$15.8 million in expenses in the year ended December 31, 2017 mainly due to a \$37.0 million increase in refinancing-related professional fees, which were partially offset by a \$2.4 million realized loss on sale of HMM securities in the year ended December 31, 2017 that did not recur in the 2018 period.

### **Liquidity and Capital Resources**

Our principal source of funds has been operating cash flows, vessel sales, and long-term bank borrowings, as well as equity provided by our stockholders from our initial public offering in October 2006; common stock sales in August 2010 and the fourth quarter of 2019; and the capital contribution of DIL. Our principal uses of funds have been capital expenditures to establish, grow and maintain our fleet, comply with international shipping standards, environmental laws and regulations and to fund working capital requirements and repayment of debt.

Our short-term liquidity needs primarily relate to the funding of our vessel operating expenses, debt interest payments and servicing our debt obligations. Our long-term liquidity needs primarily relate to any additional vessel acquisitions in the containership sector and debt repayment. We anticipate that our primary sources of funds will be cash from operations and equity or debt financings. As described below, on August 10, 2018, we refinanced over \$2.2 billion of debt scheduled to mature by December 2018 (the “2018 Refinancing”), extending maturities to December 31, 2023 (or in some cases June 30, 2024).

Under our existing multi-year charters as of December 31, 2019, we had contracted revenues of \$383.4 million for 2020, \$339.5 million for 2021 and, thereafter, approximately \$0.6 billion. Although these contracted revenues are based on contracted charter rates, we are dependent on the ability and willingness of our charterers, some of which are facing substantial financial pressure, to meet their obligations under these charters.

As of December 31, 2019, we had cash and cash equivalents of \$139.2 million. As of December 31, 2019, we had no remaining borrowing availability under our credit facilities. As of December 31, 2019,



we had \$1,423.8 million of outstanding indebtedness gross of deferred finance costs. We are obligated to make quarterly fixed amortization payments, totaling \$119.7 million in 2020, and quarterly variable amortization payments on this outstanding indebtedness. See “—Scheduled Principal Payments” below. Additionally, in connection with the 2018 Refinancing, we undertook to refinance two of our 13,100 TEU vessels, the *Hyundai Honour* and *Hyundai Respect*, which was completed on April 12, 2019 through a sale and leaseback arrangement with a term of five years, at the end of which we will reacquire the vessels for \$52.6 million or earlier, at our option, for a purchase price specified in the agreement. The net proceeds from the sale-leaseback arrangement amounting to \$144.8 million were applied pro rata to partially repay the existing credit facilities (Club Facility, Credit Suisse Facility, Citibank \$114 mil. Facility and Citibank \$123.9 mil. Facility) secured by mortgages on such vessels. As of December 31, 2019, we had \$138.2 million of outstanding leaseback obligations, with aggregate payments of \$32.6 million (including imputed interest) due in monthly installments by December 31, 2020. See Note 4 “Fixed Assets, net” to our consolidated financial statements included elsewhere in this report for additional information regarding our leaseback obligations. We may consider opportunities to renew, replace or refinance our existing senior secured credit facilities, however, there is no assurance that any such transaction will be completed or on what terms.

In December 2019, we completed the sale of 9,418,080 shares of common stock in an underwritten public offering raising aggregate proceeds net of underwriting discounts of \$54.4 million. Additionally, we incurred approximately \$0.9 million of related share issuance costs.

Our 2018 Refinancing consummated on August 10, 2018 involved our entry into new credit facilities, which we refer to as the 2018 Credit Facilities, including the amendment and restatement of certain previous credit facilities, resulting in a \$551 million reduction in our debt, reset financial and certain other covenants, modified interest rates and amortization profiles and the extension of debt maturities by approximately five years to December 31, 2023 (or, in some cases, June 30, 2024). In the 2018 Refinancing, we issued to certain of our lenders an aggregate of 7,095,877 shares of common stock of our common stock on the closing date of the 2018 Refinancing. In connection with the 2018 Refinancing, DIL, our largest stockholder, contributed \$10 million to us on the closing date of the 2018 Refinancing, for which DIL did not receive any shares of common stock or other interests in us. See “—2018 Refinancing and 2018 Credit Facilities” below.

Under the 2018 Credit Facilities, we are required to apply a substantial portion of our cash from operations to the repayment of principal under such facilities. See “—2018 Refinancing and 2018 Credit Facilities” below and Note 10 “Long-Term Debt, net” to our consolidated financial statements included elsewhere in this report. We also have significant payment obligations under our leaseback agreements for the *Hyundai Honour* and *Hyundai Respect*. See Note 4 “Fixed Assets, net” to our consolidated financial statements included elsewhere in this report. We currently expect that the remaining portion of our cash from operations will be sufficient to fund all of our other obligations.

We have not paid a dividend since 2008, when our board of directors determined to suspend the payment of cash dividends as a result of market conditions in the international shipping industry. In addition, under the 2018 Credit Facilities we were not permitted to pay dividends, until (1) we received in excess of \$50 million in net cash proceeds from offerings of common stock and (2) the payment in full of the first installment of amortization payable following the consummation of the debt refinancing under each new credit facility. Following the sale of shares of common stock in the public offering completed in December 2019 described above, these conditions are fully satisfied and we will be permitted under our credit facilities to pay dividends provided no event of default has occurred or would occur as a result of the payment of such dividend, and we remain in compliance with the financial and other covenants thereunder. To the extent our credit facilities permit us to pay dividends, any dividend payments will be subject to us having sufficient available excess cash and distributable reserves, the provisions of Marshall Islands law affecting the payment of distributions to stockholders and the discretion of our board of directors.



In July 2014, ZIM and its creditors entered into definitive documentation effecting ZIM's restructuring with its creditors. The terms of the restructuring included a reduction in the charter rates payable by ZIM under its time charters, expiring in 2020 or 2021, for six of our vessels. The terms also included our receipt of approximately \$49.9 million aggregate principal amount of unsecured, interest bearing ZIM notes maturing in 2023 (consisting of \$8.8 million of 3% Series 1 Notes due 2023 amortizing subject to available cash flow in accordance with a corporate cash sweep mechanism, and \$41.1 million of 5% Series 2 Notes due 2023 non-amortizing (of the 5% interest rate, 3% is payable quarterly in cash and 2% is payable in kind, accrued quarterly with deferred cash payment on maturity)) and ZIM shares representing approximately 7.4% of the outstanding ZIM shares immediately after the restructuring, in exchange for such charter rate reductions and cancellation of ZIM's other obligations to us which relate to the outstanding long term receivable as of December 31, 2013. ZIM's charter-owner creditors designated two of the nine members of ZIM's initial Board of Directors following the restructuring, including one director nominated by us, Dimitris Chatzis, the father of our Chief Financial Officer.

In July 2016, we entered into a charter restructuring agreement with Hyundai Merchant Marine ("HMM"), which provides for a 20% reduction, for the period until December 31, 2019 (or earlier charter expiration in the case of eight vessels), in the charter hire rates payable for thirteen of our vessels currently employed with HMM. In exchange, under the charter restructuring agreement we received (i) \$32.8 million principal amount of senior, unsecured Loan Notes 1, amortizing subject to available cash flows, which accrue interest at 3% per annum payable on maturity in July 2024, (ii) \$6.2 million principal amount of senior, unsecured, non-amortizing Loan Notes 2, which accrue interest at 3% per annum payable on maturity in December 2022 and (iii) 4,637,558 HMM shares, which were sold on September 1, 2016 for cash proceeds of \$38.1 million. On March 28, 2017, the Company sold \$13.0 million principal amount carried at amortized costs of \$8.6 million of HMM Loan Notes 1 for gross cash proceeds on sale of \$6.2 million resulting in a loss on sale of \$2.4 million. The sale of these notes resulted in the transfer of all held to maturity securities into the available for sale securities and recognizing unrealized holding losses of \$38.2 million for all remaining HMM and ZIM notes in accumulated other comprehensive income/(loss) as of December 31, 2019. See Note 7, "Other Non-current Assets" to our consolidated financial statements included in this report.

We have agreed to install scrubbers on nine of our vessels with contracted obligations therefore, together with estimated costs related to their installation, expected to amount to approximately \$37.2 million as of December 31, 2019, out of which \$18.2 million were paid as advances before December 31, 2019 and the remaining amount of \$19.0 million is expected to be paid in 2020.

On October 2, 2019, we entered into an agreement to acquire a 8,463 TEU container vessel built in 2005 for a gross purchase price of \$25.0 million, of which \$2.5 million was advanced before December 31, 2019. This vessel is expected to be delivered by the end of May 2020. In January 2020, we acquired an 8,626 TEU container vessel built in 2008 for a gross purchase price of \$28.0 million. In February 2020, we entered into an agreement to acquire a 8,533 TEU container vessel built in 2005 for a gross purchase price of \$23.6 million. This vessel is expected to be delivered by the end of May 2020. We expect to enter into new credit facilities to finance a portion of the acquisition prices of these recently acquired and contracted containerships.

## Cash Flows

	Year ended December 31, 2019	Year ended December 31, 2018	Year ended December 31, 2017
		(In thousands)	
Net cash provided by operating activities . . . . .	\$ 219,878	\$ 164,686	\$ 181,073
Net cash provided by/(used in) investing activities . . . . .	\$ (21,360)	\$ (8,250)	\$ 1,758
Net cash used in financing activities . . . . .	\$(136,623)	\$(148,868)	\$(189,653)



### ***Net Cash Provided by Operating Activities***

Net cash flows provided by operating activities increased by 33.5%, or \$55.2 million, to \$219.9 million in the year ended December 31, 2019 compared to \$164.7 million in the year ended December 31, 2018. The increase was the result of a decrease of \$51.0 million in other expenses mainly due to refinancing-related professional fees, a decrease of \$17.0 million in net finance expenses, a decrease of \$6.2 million in payments for drydocking and special survey costs and a decrease of \$5.4 million in operating expenses, which were partially offset by a decrease of \$11.5 million in operating revenue and a \$12.9 million change in working capital in the year ended December 31, 2019 compared to the year ended December 31, 2018.

### ***Net Cash Provided by/(Used in) Investing Activities***

Net cash flows used in investing activities increased by \$13.1 million, to \$21.4 million used in investing activities in the year ended December 31, 2019 compared to \$8.3 million used in investing activities in the year ended December 31, 2018. The increase mainly reflects an increase in cash used in connection with advances related to installation of scrubbers on nine of our vessels, advances for vessel acquisitions and other vessel additions in the year ended December 31, 2019 compared to the year ended December 31, 2018.

### ***Net Cash Used in Financing Activities***

Net cash flows used in financing activities decreased by \$12.3 million, to \$136.6 million used in financing activities in the year ended December 31, 2019 compared to \$148.9 million used in financing activities in the year ended December 31, 2018 mainly due to net increase in paid-in capital by \$43.8 million and a decrease in finance costs by \$4.5 million, which were partially offset by increased payments of accumulated accrued interest by \$26.8 million and decreased net payments of long-term debt and leaseback obligations by \$9.2 million in the year ended December 31, 2019 compared to the year ended December 31, 2018.

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

We report our financial results in accordance with U.S. generally accepted accounting principles (GAAP). Management believes, however, that certain non-GAAP financial measures used in managing the business may provide users of this financial information additional meaningful comparisons between current results and results in prior operating periods. Management believes that these non-GAAP financial measures can provide additional meaningful reflection of underlying trends of the business because they provide a comparison of historical information that excludes certain items that impact the overall comparability. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating our performance. See the table below for supplemental financial data and corresponding reconciliation to GAAP financial measures. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, our reported results prepared in accordance with GAAP.

### ***EBITDA and Adjusted EBITDA***

EBITDA represents net income before interest income and expense, taxes, depreciation, as well as amortization of deferred drydocking & special survey costs, amortization of deferred realized losses of cash flow interest rate swaps, amortization of deferred finance costs and finance costs accrued. Adjusted EBITDA represents net income before interest income and expense, taxes, depreciation, amortization of deferred drydocking & special survey costs, amortization of deferred realized losses of cash flow interest rate swaps, amortization of deferred finance costs and finance costs accrued, impairment losses, stock based compensation, (gain)/loss on sale of vessels, bad debt expense, gain on



debt extinguishment, refinancing professional fees, loss on sale of securities and accelerated amortization of accumulated other comprehensive loss. We believe that EBITDA and Adjusted EBITDA assist investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. EBITDA and Adjusted EBITDA are also used: (i) by prospective and current customers as well as potential lenders to evaluate potential transactions; and (ii) to evaluate and price potential acquisition candidates. Our EBITDA and Adjusted EBITDA may not be comparable to that reported by other companies due to differences in methods of calculation.

EBITDA and Adjusted EBITDA have limitations as analytical tools, and should not be considered in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations are: (i) EBITDA/Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital needs; and (ii) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and EBITDA/Adjusted EBITDA do not reflect any cash requirements for such capital expenditures. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Because of these limitations, EBITDA/Adjusted EBITDA should not be considered as principal indicators of our performance.

***Net Income/(loss) Reconciliation to EBITDA and Adjusted EBITDA***

	Year ended December 31, 2019	Year ended December 31, 2018	Year ended December 31, 2017
		(In thousands)	
Net income/(loss) . . . . .	\$131,253	\$ (32,936)	\$ 83,905
Depreciation . . . . .	96,505	107,757	115,228
Amortization of deferred drydocking & special survey costs . . .	8,733	9,237	6,748
Amortization of deferred realized losses of cash flow interest rate swaps . . . . .	3,622	3,694	3,694
Amortization of finance costs and debt discount . . . . .	16,866	14,957	11,153
Finance costs accrued (Exit Fees under our Bank Agreement) .	556	2,059	3,169
Interest income . . . . .	(6,414)	(5,781)	(5,576)
Interest expense . . . . .	55,203	70,749	75,403
<b>EBITDA . . . . .</b>	<b>306,324</b>	<b>169,736</b>	<b>293,724</b>
Gain on debt extinguishment . . . . .	—	(116,365)	—
Refinancing professional fees . . . . .	—	51,313	14,297
Loss on sale of securities . . . . .	—	—	2,357
Impairment loss . . . . .	—	210,715	—
Accelerated amortization of accumulated other comprehensive loss . . . . .	—	1,443	—
Stock based compensation . . . . .	4,241	1,006	—
<b>Adjusted EBITDA . . . . .</b>	<b>\$310,565</b>	<b>\$ 317,848</b>	<b>\$310,378</b>

EBITDA increased by \$136.6 million, to \$306.3 million in the year ended December 31, 2019, from \$169.7 million in the year ended December 31, 2018. This increase was attributed to decrease of \$51.0 million in other expenses mainly due to refinancing-related professional fees, a \$210.7 million change in impairment loss and a related accelerated amortization of accumulated other comprehensive loss of \$1.4 million, a \$2.4 million decrease in operating expenses and a \$0.2 million improvement in operating performance on our equity investments, which were partially offset by a \$116.4 million change gain on



debt extinguishment, a \$11.5 million decrease in operating revenue and a \$1.2 million increase in other finance costs in the year ended December 31, 2019 compared to the year ended December 31, 2018.

Adjusted EBITDA decreased by \$7.2 million, to \$310.6 million in the year ended December 31, 2019 from \$317.8 million in the year ended December 31, 2018. This decrease was mainly attributable to a \$11.5 million decrease in operating revenue and a \$1.2 million increase in other finance costs, which were partially offset by a \$5.3 million decrease in operating expenses and a \$0.2 million increase in operating performance on our equity investments in the year ended December 31, 2019 compared to the year ended December 31, 2018.

## **2018 Refinancing and 2018 Credit Facilities**

We entered into a debt refinancing agreement with certain of our lenders holding debt of \$2.2 billion maturing by December 31, 2018, for a debt refinancing, which we refer to as the “2018 Refinancing”, which was consummated on August 10, 2018, which we refer to as the 2018 Refinancing Closing Date, that superseded, amended and supplemented the terms of each of our then-existing credit facilities (other than the Sinasure-CEXIM-Citibank-ABN Amro credit facility which is not covered thereby). The 2018 Refinancing provided for, among other things, the issuance of 7,095,877 new shares of common stock to certain of our lenders (which represented 47.5% of our outstanding common stock immediately after giving effect to such issuance and diluted existing shareholders ratably), a principal amount debt reduction of approximately \$551 million, revised amortization schedules, maturities, interest rates, financial covenants, events of defaults, guarantees and security packages and \$325.9 million of new debt financing from one of our lenders—Citibank (the “Citibank—New Money”). Our largest stockholder, DIL, contributed \$10 million to the Company on the 2018 Refinancing Closing Date, for which DIL did not receive any shares of common stock or other interests in the Company. The maturities of the new loan facilities covered by this debt refinancing were extended by five years to December 31, 2023 (or, in some cases, June 30, 2024).

In addition, we agreed to make reasonable efforts to source investment commitment for new shares of common stock for not less than \$50 million in net proceeds no later than 18 months after the 2018 Refinancing Closing Date (up to \$10 million of which is to be underwritten by DIL as set out in the Backstop Agreement (See “Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions—Backstop Agreement”). We sold 9,418,080 shares of common stock in the public offering completed in December 2019 raising aggregate proceeds net of underwriting discounts of \$54.4 million.

As part of the 2018 Refinancing we entered into new credit facilities for an aggregate principal amount of approximately \$1.6 billion due December 31, 2023 (or, in some cases as noted below, June 30, 2024) through an amendment and restatement or replacement of existing credit facilities. The following are the new term loan credit facilities (the “2018 Credit Facilities”):

- (i) a \$475.5 million credit facility provided by the Royal Bank of Scotland (the “RBS Facility”), which refinanced the prior Royal Bank of Scotland credit facilities
- (ii) a \$382.5 million credit facility provided by HSH Nordbank AG—Aegean Baltic Bank—Piraeus Bank (the “HSH Facility”), which refinanced the prior HSH Nordbank AG—Aegean Baltic Bank—Piraeus Bank credit facilities
- (iii) a \$114.0 million credit facility provided by Citibank (the “Citibank \$114 mil. Facility”), which refinanced the prior Citibank credit facility
- (iv) a \$171.8 million credit facility provided by Credit Suisse (the “Credit Suisse \$171.8 mil. Facility”), which refinanced the prior Credit Suisse credit facility



- (v) a \$37.6 million credit facility provided by Citibank—Eurobank (the “Citibank—Eurobank \$37.6 mil. Facility”), which refinanced the prior Citibank—Eurobank credit facility
- (vi) a \$206.2 million credit facility provided by Citibank—Credit Suisse—Sentina (the “Club Facility \$206.2 mil.”), which refinanced the prior EnTrustPermal—Credit Suisse—CitiGroup Club facility
- (vii) a \$120.0 million credit facility provided by Citibank (the “Citibank \$120 mil. Facility”), which refinanced the prior ABN Amro—Bank of America Merrill Lynch—Burlington Loan Management—National Bank of Greece facilities
- (viii) a \$123.9 million credit facility provided by Citibank (the “Citibank \$123 mil. Facility”), which refinanced the prior Deutsche Bank facility

### ***Interest and Fees***

The interest rate payable under the 2018 Credit Facilities (which does not include the Sinosure-CEXIM-Citibank-ABN Amro credit facility) is LIBOR+2.50% (subject to a 0% floor), with subordinated tranches of two credit facilities incurring additional PIK interest of 4.00%, compounded quarterly, payable in respect of \$282 million principal related to the RBS Facility and HSH Facility, which tranches have maturity dates of June 30, 2024.

We were required to pay a cash amendment fee of \$69.2 million in the aggregate, out of which \$30.5 million and \$23.9 million was paid in cash in the years ended December 31, 2019 and 2018, respectively. The remaining amount of \$14.8 million will be paid in instalments in 2020 and is presented under “Other current liabilities” as of December 31, 2019. Of the cash amendment fee, \$17.2 million was deferred and will be amortized over the life of the respective credit facilities with the effective interest method and \$52.0 million was expensed to the consolidated statement of operations in the year ended December 31, 2018.

We were also required to issue 1,052,179 shares of common stock as part of the amendments fees on the 2018 Refinancing Closing Date, or \$25.0 million fair value in the aggregate. Of this amount, recognition of \$18.1 million was deferred and will be amortized over the life of the respective credit facilities with the effective interest method and \$6.9 million was expensed in the accompanying consolidated statements of operations in the year ended December 31, 2018. The fair value of the shares issued at the 2018 Refinancing Closing Date are based on a Level 1 measurement of the share’s price, which was \$23.8 (as adjusted for the 1-for-14 reverse stock split we effected on May 2, 2019) as of August 10, 2018.

We incurred \$51.3 million and \$14.3 million of professional fees related to the refinancing discussions with our lenders reported under “Other income/(expenses), net” in the accompanying consolidated statements of operations for the year ended December 31, 2018 and 2017, respectively. Additionally, we deferred \$11.7 million of professional fees related to the Citibank facilities, which will be amortized over the life of the respective credit facilities.

### ***Covenants, Events of Defaults, Collaterals and Guarantees***

The 2018 Credit Facilities contain financial covenants set at levels with which we were in compliance as of December 31, 2019 and that requires us to maintain:

- (i) minimum collateral to loan value coverage on a charter-free basis increasing from 57.0% as of December 31, 2018 to 100% as of September 30, 2023 and thereafter,
- (ii) minimum collateral to loan value coverage on a charter-attached basis increasing from 69.5% as of December 31, 2018 to 100% as of September 30, 2023 and thereafter,



- (iii) minimum liquidity of \$30 million throughout the term of the 2018 Credit Facilities,
- (iv) maximum consolidated net leverage ratio, declining from 7.50x as of December 31, 2018 to 5.50x as of September 30, 2023 and thereafter,
- (v) minimum interest coverage ratio of 2.50x throughout the term of the 2018 Credit Facilities and
- (vi) minimum consolidated market value adjusted net worth increasing from negative \$510 million as of December 31, 2018 to \$60 million as of September 30, 2023 and thereafter.

The 2018 Credit Facilities contain certain restrictive covenants and customary events of default, including those relating to cross-acceleration and cross-defaults to other indebtedness, non-compliance, or repudiation of security documents, material adverse changes to our business, the Company's common stock ceasing to be listed on the NYSE (or another recognized stock exchange), foreclosure on a vessel in our fleet, a change in control of the Manager, a breach of the management agreement by the Manager and a material breach of a charter by a charterer or cancellation of a charter (unless replaced with a similar charter acceptable to the lenders) for the vessels securing the respective 2018 Credit Facilities. Each of the new credit facilities are collateralized by first and second preferred mortgages over the vessels financed, general assignment of all hire freights, income and earnings, the assignment of their insurance policies, as well as any proceeds from the sale of mortgaged vessels, our investments in ZIM and Hyundai Merchant Marine securities, stock pledges and benefits from corporate guarantees.

In connection with the 2018 Refinancing, we refinanced two of our 13,100 TEU vessels, the *Hyundai Honour* and the *Hyundai Respect* in April 2019. The net proceeds were applied pro rata to partially repay the 2018 Credit Facilities secured by mortgages on these vessels. The leaseback agreement contains equivalent financial covenants to those contained in our 2018 Credit Facilities described above. See Note 4 "Fixed Assets, net" to our consolidated financial statements included elsewhere in this report.

For the purpose of these covenants, the market value of our vessels will be calculated, except as otherwise indicated above, on a charter-inclusive basis (using the present value of the "bareboat-equivalent" time charter income from such charter) so long as a vessel's charter has a remaining duration at the time of valuation of more than 12 months plus the present value of the residual value of the relevant vessel (generally equivalent to the charter free value of an equivalent a vessel today at the age such vessel would be at the expiration of the existing time charter). The market value of any newbuilding vessels would equal the lesser of such amount and the newbuilding vessel's book value.

#### ***Exit Fee***

As of December 31, 2019 and 2018, the Company has an accrued Exit Fee of \$22.1 million and \$21.6 million, respectively, relating to its debt facilities and is reported under "Long-term debt, net" in the consolidated Balance Sheet. The payment of the exit fees accrued under the long-term debt prior to the debt refinancing shall be postponed on the earlier of maturity, acceleration or prepayment or repayment in full of the amended facilities or the relevant facility refinancing. The exit fees will accrete in the consolidated statement of operations of the Company over the life of the respective facilities covered by the 2018 Refinancing (which does not include the Sinosure-CEXIM-Citibank-ABN Amro credit facility) up to the agreed full exit fees payable amounting to \$24.0 million.



### ***Accounting for the Refinancing Agreement***

We performed an accounting analysis on a lender by lender basis to determine which accounting guidance applied to each of the amendments to our existing credit facilities as part of the 2018 Refinancing. The following guidance was used to perform the analysis:

- (i) As set forth in ASC 470-60, “*Accounting by Debtors and Creditors for Troubled Debt Restructurings*” troubled debt restructuring (“TDR”) accounting is required when the debtor is experiencing financial difficulty and the creditor has granted a concession. A concession is granted when the effective borrowing rate on the restructured debt is less than the effective borrowing rate on the original debt. The application of TDR accounting requires a comparison of the recorded value of each debt instrument prior to restructuring to the sum of the undiscounted future cash flows to be received by a creditor under the newly restructured debt instrument. Interest expense in future periods is determined by the effective interest rate required to discount the newly restructured future cash flows to equal the recorded value of the debt instrument without regard to how the parties allocated these cash flows to principal and interest in the restructured agreement. In cases in which the recorded value of the debt instrument exceeds the sum of undiscounted future cash flows to be received under the restructured debt instrument, the recorded value is reduced to the sum of undiscounted future cash flows, and a gain is recorded. In this instance, no future interest expense will be recorded on the affected facilities, as the adjusted recorded value and the undiscounted future cash flows are equal and the effective interest rate is zero.
- (ii) For lenders on which we concluded that the above changes to the terms of long-term debt do not constitute a troubled debt restructuring as no concession has been granted, we applied the guidance in ASC 470-50, Modifications and Extinguishments. The accounting treatment is determined by whether (1) the lender (creditor) remains the same and (2) terms of the new debt and original debt are substantially different. The new debt and the old debt are considered “substantially different” pursuant to ASC 470-50 when the present value of the cash flows under the terms of the new debt instrument is at least 10% different from the present value of the remaining cash flows under the terms of the original instrument. If the original and new debt instruments are substantially different, the original debt is derecognized and the new debt should be initially recorded at fair value, with the difference recognized as an extinguishment gain or loss.

Based on the analysis, we concluded for the lenders that participated in both the credit facilities existing immediately prior to the 2018 Refinancing and the 2018 Credit Facilities, the following accounting:

### ***Troubled Debt Restructuring***

Prior to the finalization of the 2018 Refinancing, we concluded that we were experiencing financial difficulty and that certain of our lenders granted a concession (as part of the 2018 Refinancing). We were experiencing financial difficulty primarily as a result of the projected cash flows not being sufficient to service the balloon payment due as of December 31, 2018 without restructuring and we were not able to obtain funding from sources other than existing creditors at an effective interest rate equal to the current market interest rate for similar debt. As a result, the following accounting has been applied at the 2018 Refinancing Closing Date:

- (i) As of the 2018 Refinancing Closing Date, the outstanding balance of HSH Facility was \$639.2 million. In exchange for reduction of principal of \$251.0 million, the lenders received a total of 3.5 million shares of common stock with a fair value of \$83.9 million, resulting in a net concession of \$167.1 million. Accumulated accrued interest of \$129.3 million was recognized using the Libor rate of 2.34% as of August 10, 2018. The TDR accounting



guidance requires us to record the value of the new debt to its restructured undiscounted cash flows over the life of the loan, including cash flows associated with the remaining scheduled interest and principal payments. In cases in which the recorded value of the debt instrument exceeds the sum of undiscounted future cash flows to be received under the restructured debt instrument, the recorded value is reduced to the sum of undiscounted future cash flows, and a gain is recorded. For the HSH Facility, the total undiscounted future cash flows total \$518.6 million, which results in a gain of \$36.6 million. The amendment fees to be paid to HSH Facility lenders of \$9.5 million were recorded in the consolidated statement of operations and reduced the net gain on debt extinguishment in the year ended December 31, 2018.

- (ii) As of the 2018 Refinancing Closing Date, the outstanding balance of RBS Facility was \$660.9 million. In exchange for reduction of principal of \$179.2 million, the lender received a total of 2.5 million shares of common stock with a fair value of \$59.9 million, resulting in a net concession of \$119.3 million and accumulated accrued interest of \$119.3 million as of August 10, 2018. The TDR accounting guidance requires us to record the value of the new debt to its restructured undiscounted cash flows over the life of the loan, including cash flows associated with the remaining scheduled interest and principal payments not to exceed the carrying amount of the original debt. For the RBS Facility, the undiscounted cash flows exceed the recorded value of the modified debt, and as such, the modified and new debt will be accreted up to its maturity value using the effective interest rate inherent in the restructured cash flows. The amendment fees to be paid to RBS of \$9.3 million were deferred and recognized through the consolidated statement of operations using the effective interest method.

Following the issuance of the shares of common stock, HSH and RBS are considered related parties. The fair value of the shares issued at the 2018 Refinancing Closing Date are based on a Level 1 measurement of the share's price, which was \$23.8 (as adjusted for the 1-for-14 reverse stock split we effected on May 2, 2019) as of August 10, 2018.

### ***Modification and Extinguishment Accounting***

Based on the accounting analysis performed, we concluded that:

- (i) As of the 2018 Refinancing Closing Date, the outstanding balance for the Credit Suisse Facility, the Credit Suisse and Sentina portions of the New Club Facility and the Eurobank portion of the Citibank—Eurobank Facility was \$173.5 million, \$125.6 million and \$7.2 million, respectively. The present value of the cash flows under the Credit Suisse facilities and Sentina portion of the New Club Facility and Eurobank portion of the Citibank—Eurobank Facility, as amended by the debt refinancing, were not substantially different from the present value of the remaining cash flows under the terms of the original instruments prior to the debt refinancing, and, as such, were accounted for the debt refinancing as a modification. Accordingly, no gain or loss was recorded and a new effective interest rate was established based on the carrying value of the long-term loan prior to the debt refinancing becoming effective and the revised cash flows pursuant to the debt refinancing, including the fair value of the shares issued to the lender as part of the amendment fees. Total amendment fees paid in cash and shares to the Credit Suisse Facility, New Club Facility and Eurobank portion of the Citibank—Eurobank Facility were \$15.1 million, \$10.9 million and \$0.1 million, respectively, and are deferred over the life of the facilities and recognized through the new effective interest method.
- (ii) The present value of the cash flows for all of the Existing Citibank facilities amounting to \$152.9 million plus the Citibank—New Money amounting to \$325.9 million, was substantially



different from the present value of the remaining cash flows under the terms of the original instrument prior to the debt refinancing, and, as such, accounted for the debt refinancing as an extinguishment. Accordingly, we derecognized the carrying value of the prior Citibank debt facilities and recorded the refinanced debt at fair value totaling \$448.2 million. Total new fees of \$49.5 million were recorded directly in the consolidated statement of operations under the gain on debt extinguishment. The fair value of the new Citibank facilities was determined by the Company through an independent valuation using an issue date, risk adjusted market interest rate of 7.15% per annum, similar to the market yield for unsecured high yield bonds to the shipping companies, and considered to be a Level 2 input in the ASC 820 fair value hierarchy.

The outstanding principal and related exit fee payable for the Deutsche Bank Facility, the EnTrustPermal portion of the Club Facility and the ABN Amro—Bank of America Merrill Lynch—Burlington Loan Management—National Bank of Greece Facility (“Other facilities”) totaling \$450.8 million were extinguished with the proceeds from the Citibank—New Money amounting to \$325.9 million and with corporate cash amounting to \$12.0 million, resulting in a net gain on debt extinguishment of \$89.3 million in the year ended December 31, 2018.

### **Sinosure-CEXIM-Citibank-ABN Amro Credit Facility**

On February 21, 2011, we entered into an agreement with Citibank, acting as agent, ABN Amro and the Export-Import Bank of China (“CEXIM”) for a senior secured credit facility (the “Sinosure-CEXIM-Citibank-ABN Amro Credit Facility”) of \$203.4 million for the newbuilding vessels, the *CMA CGM Tancredi*, the *CMA CGM Bianca* and the *CMA CGM Samson*, securing such tranche for post-delivery financing of these vessels. We took delivery of the respective vessels in 2011. The China Export & Credit Insurance Corporation, or Sinosure, covers a number of political and commercial risks associated with each tranche of the credit facility.

#### ***Principal and Interest Payments***

Borrowings under the Sinosure-CEXIM-Citibank-ABN Amro Credit Facility bear interest at an annual interest rate of LIBOR plus a margin of 2.85% payable semi-annually in arrears. We are required to repay principal amounts drawn in consecutive semi-annual installments over a ten-year period commencing from the delivery of the respective newbuilding.

#### ***Covenants, Events of Default and Other Terms***

On the 2018 Refinancing Closing Date we amended and restated the Sinosure-CEXIM-Citibank-ABN Amro Credit Facility, dated as of February 21, 2011, as amended, primarily to align its financial covenants with those contained in the 2018 Credit Facilities and provide second lien collateral to the lenders under certain of the 2018 Credit Facilities.

#### ***Collateral***

The Sinosure-CEXIM-Citibank-ABN Amro Credit Facility is secured by customary shipping industry collateral relating to the financed vessels, the *CMA CGM Tancredi*, the *CMA CGM Bianca* and the *CMA CGM Samson*, securing the respective tranche.

### **Scheduled Principal Payments**

The Sinosure-Cexim-Citibank-ABN Amro Credit Facility provides for semi-annual amortization payments and the 2018 Credit Facilities provide for quarterly fixed and variable amortization payments, together representing approximately 85% of actual free cash flows from the relevant vessels securing such credit facilities, subject to certain adjustments. The 2018 Credit Facilities have maturity dates of



December 31, 2023 (or in some cases as indicated below, June 30, 2024). After giving effect to the debt refinancing consummated on August 10, 2018, scheduled debt maturities of total long-term debt subsequent to December 31, 2019 are as follows (in thousands):

<u>Payments due by period ended</u>	<u>Fixed principal repayments</u>	<u>Final payments*</u>	<u>Total principal payments</u>
December 31, 2020 . . . . .	119,673	—	119,673
December 31, 2021 . . . . .	119,603	—	119,603
December 31, 2022 . . . . .	89,773	—	89,773
December 31, 2023 . . . . .	77,194	\$ 717,538	794,732
June 30, 2024 . . . . .	—	297,886	297,886
<b>Total long-term debt . . . . .</b>	<b><u>\$406,243</u></b>	<b><u>\$1,015,424</u></b>	<b><u>\$1,421,667</u></b>

\* The final payments include the unamortized remaining principal debt balances under the 2018 Credit Facilities, as such amount will be determinable following the fixed amortization. As mentioned above, we are also subject to quarterly variable principal amortization based on actual free cash flows, which are included under “Final payments” in this table.

The sale and leaseback arrangement completed on April 12, 2019 with respect to the *Hyundai Honour* and *Hyundai Respect* has a term of five years, at the end of which we will reacquire the vessels for an aggregate amount of \$52.6 million or earlier, at our option, for a purchase price set forth in the agreement. The scheduled leaseback instalments subsequent to December 31, 2019 are as follows (in thousands):

<b>Instalments due by period ended:</b>	
December 31, 2020 . . . . .	\$ 32,611
December 31, 2021 . . . . .	32,522
December 31, 2022 . . . . .	32,521
December 31, 2023 . . . . .	32,521
December 31, 2024 . . . . .	60,733
<b>Total leaseback instalments . . . . .</b>	<b><u>190,908</u></b>
Less: Imputed interest . . . . .	<u>(52,694)</u>
<b>Total leaseback obligation . . . . .</b>	<b><u>138,214</u></b>
Less: Current leaseback obligation . . . . .	<u>(16,342)</u>
<b>Leaseback obligation, net of current portion . . . . .</b>	<b><u>\$121,872</u></b>

## Credit Facilities

We, as guarantor, and certain of our subsidiaries, as borrowers, have entered into a number of credit facilities in connection with financing the acquisition of certain vessels in our fleet and the 2018



Refinancing, which are described in Note 10 to our consolidated financial statements included in this annual report. The following summarizes certain terms of our credit facilities:

Credit Facility	Outstanding Principal Amount (in millions)(1)	Collateral Vessels
The Royal Bank of Scotland \$475.5 mil. Facility(2) . . . . .	\$458.6	The <i>Progress C</i> , the <i>Highway</i> , the <i>Bridge</i> , the <i>Zim Monaco</i> , the <i>Express Argentina</i> , the <i>Express France</i> , the <i>Express Spain</i> , the <i>CMA CGM Racine</i> , the <i>America</i> , the <i>CMA CGM Melisande</i> , the <i>Maersk Enping</i> , the <i>Express Berlin</i> , the <i>Le Havre</i> and the <i>Derby D</i>
HSH Nordbank—Aegean Baltic Bank—Piraeus Bank \$382.5 mil. Facility(2) . . . . .	\$372.3	The <i>Vladivostok</i> , the <i>Advance</i> , the <i>Stride</i> , the <i>Future</i> , the <i>Sprinter</i> , the <i>Amalia C</i> , the <i>MSC Zebra</i> , the <i>Danae C</i> , the <i>Dimitris C</i> , the <i>Performance</i> , the <i>Europe</i> , the <i>Dimitra C</i> , the <i>Maersk Exeter</i> , the <i>Express Rome</i> , the <i>CMA CGM Rabelais</i> , the <i>Pusan C</i> and the <i>ANL Tongala</i>
Citibank \$114 mil. Facility . . . . .	\$ 74.4	The <i>CMA CGM Moliere</i> and the <i>CMA CGM Musset</i>
Citibank \$123.9 mil. Facility . . . . .	\$ 88.8	The <i>Zim Rio Grande</i> , the <i>Zim Sao Paolo</i> and the <i>Zim Kingston</i>
Citibank \$120 mil. Facility(2) . . . . .	\$100.2	The <i>Colombo</i> , the <i>Seattle C (ex YM Seattle)</i> , the <i>YM Vancouver</i> , the <i>Singapore</i> and the <i>Express Athens</i>
Citibank—Eurobank \$37.6 mil. Facility . . . . .	\$ 27.5	The <i>MSC Ambition</i>
Club Facility \$206.2 mil. . . . .	\$143.4	The <i>Zim Dalian</i> , the <i>Express Brazil</i> , the <i>YM Maturity</i> , the <i>Express Black Sea</i> and the <i>CMA CGM Attila</i>
Credit Suisse \$171.8 mil. Facility . . . .	\$115.8	The <i>Zim Luanda</i> , the <i>CMA CGM Nerval</i> and the <i>YM Mandate</i>
Sinosure-Cexim-Citibank-ABN Amro \$203.4 mil. Facility . . . . .	\$ 40.7	The <i>CMA CGM Tancredi</i> , the <i>CMA CGM Bianca</i> and the <i>CMA CGM Samson</i>

(1) As of December 31, 2019.

(2) These credit facilities are also secured by a second priority lien on the *CMA CGM Tancredi*, the *CMA CGM Bianca*, the *CMA CGM Samson* and the *MSC Ambition*.

As of December 31, 2019, there was no remaining borrowing availability under any of our credit facilities.

The weighted average interest rate on our borrowings for the years ended December 31, 2019, 2018 and 2017 was 6.1%, 4.3% and 3.1%, respectively (including leaseback obligations).

Additionally, as described above, in connection with the 2018 Refinancing, we refinanced two of our 13,100 TEU vessels, the *Hyundai Honour* and the *Hyundai Respect* in April 2019 through a sale and



leaseback arrangement with a term of five years at the end of which we will reacquire the vessels for a specified purchase price. As of December 31, 2019, we had \$138.2 million of outstanding leaseback obligations. See Note 4 “Fixed Assets, net” to our consolidated financial statements included elsewhere in this report for additional information regarding this arrangement and the related repayment schedule.

## Interest Rate Swaps

In the past, we entered into interest rate swap agreements converting floating interest rate exposure into fixed interest rates in order to hedge our exposure to fluctuations in prevailing market interest rates, as well as interest rate swap agreements converting the fixed rate we paid in connection with certain of our credit facilities into floating interest rates in order to economically hedge the fair value of the fixed rate credit facilities against fluctuations in prevailing market interest rates. All of these interest rate swap agreements have expired and we do not currently have any outstanding interest rate swap agreements. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk” and “—Factors Affecting our Results of Operations—Unrealized gain/(loss) and realized loss on derivatives.”

## Contractual Obligations

Our contractual obligations as of December 31, 2019 were:

	Payments Due by Period				
	Total	Less than 1 year (2020)	2 - 3 years (2021 - 2022)	4 - 5 years (2023 - 2024)	More than 5 years
	in thousands of Dollars				
Long-term debt obligations of contractual fixed debt principal repayments(1) . . . .	\$1,421,667	\$119,673	\$209,376	\$1,092,618	—
Long-term leaseback obligations(2) . . . . .	\$ 138,214	\$ 16,342	\$ 39,299	\$ 82,573	—
Accumulated accrued interest(3) . . . . .	\$ 190,720	\$ 34,137	\$ 64,205	\$ 92,378	—
Interest on long-term debt obligations(4) . . .	\$ 137,662	\$ 44,038	\$ 66,234	\$ 27,390	—
Capital expenditure(5) . . . . .	\$ 41,530	\$ 41,530	—	—	—
Payments to our manager(6) . . . . .	\$ 22,535	\$ 22,535	—	—	—
<b>Total</b> . . . . .	<u>\$1,952,328</u>	<u>\$278,255</u>	<u>\$379,114</u>	<u>\$1,294,959</u>	<u>—</u>

(1) These long-term debt obligations reflect our existing debt obligations as of December 31, 2019, including the quarterly fixed principal payments we are required to make under the 2018 Credit Facilities and do not include any variable amortization amounts, which are payable under the 2018 Credit Facilities in order to equal a certain percentage of our actual free cash flow from vessels mortgaged thereunder, subject to certain adjustments, each quarter. The last payment, due by June 2024, will also include the unamortized remaining principal debt balances, as such amounts will be determinable following the fixed and variable amortization. These long-term debt obligations also include contractual amortization payments of our Sinasure-CEXIM-Citibank-ABN Amro Credit Facility.

(2) Long-term leaseback obligations reflect our existing leaseback obligations related to the refinancing of two of our 13,100 TEU vessels *Hyundai Honour* and *Hyundai Respect* completed in April 2019 under which we are required to make monthly payments until April 2024 when we will reacquire the vessels for an aggregate amount of \$52.6 million. The monthly payments do not include imputed interest assumed in the lease, which is included in interest payments under (4) below.



- (3) Accumulated accrued interest reflects the interest expense related to the future periods on certain debt facilities giving effect to the 2018 Refinancing as a result of the troubled debt restructuring accounting using a fixed LIBOR rate of 2.34%. The calculation of interest is based on outstanding debt balances as of December 31, 2019, amortized by the contractual fixed amortization payments. The actual amortization and LIBOR we pay may differ from management's estimates, which would result in different interest payment obligations.
- (4) The interest payments in this table reflect our existing debt obligations as of December 31, 2019 giving effect to the 2018 Refinancing under which we are required to make quarterly principal payments in fixed amounts and our leaseback obligations described under (2) above. The calculation of interest is based on outstanding debt balances and leaseback obligations as of December 31, 2019 amortized by the contractual fixed amortization payments and excluding payments of accumulated accrued interest described under (3) above. The interest payments on debt obligations in this table are based on interest expense assumed in the leaseback and assumed LIBOR rate of 1.79% in 2020, 1.62% in 2021 and up to a maximum of 1.76% thereafter. The actual amortization we pay may differ from management's estimates, which would result in different interest payment obligations.
- (5) The capital expenditure reflects the expected payments for contractual additions to our vessels related to installation of scrubbers and the contracted vessel acquisition.
- (6) Under our management agreement with Danaos Shipping, the management fees are a fee of \$850 per day, a fee of \$425 per vessel per day for vessels on bareboat charter and \$850 per vessel per day for vessels on time charter. As of December 31, 2019, we had a fleet of 55 containerships, out of which 51 are on time charter and 4 on bareboat charter. In addition, we also will pay our manager a fee of 1.25% of the gross freight, demurrage and charter hire collected from the employment of our ships, 0.5% of the contract price of any vessels bought or sold on our behalf and \$725,000 per newbuilding vessel, if any, for the supervision of any newbuilding contracts. We expect to be obligated to make the payments set forth in the above table under our management agreement, based on our revenue, as reflected above under "—Factors Affecting Our Results of Operations—Operating Revenues" and chartering arrangements described in this annual report. No interest is payable with respect to these obligations if paid on a timely basis, therefore no interest payments are included in these amounts.

## **Research and Development, Patents and Licenses**

We incur from time to time expenditures relating to inspections for acquiring new vessels that meet our standards. Such expenditures are insignificant and they are expensed as they are incurred.

## **Trend Information**

Our results of operations depend primarily on the charter hire rates that we are able to realize. Charter hire rates paid for containerships are primarily a function of the underlying balance between vessel supply and demand and respective charter-party details. The demand for containerships is determined by the underlying demand for goods which are transported in containerships.

After a sharp decrease in charter rates for containerships in the middle of 2015, in many cases to a level below operating costs, charter rates for containerships have generally improved, albeit modestly and unevenly. In 2019, the time charter rate index on a full year average basis was down by 6% relative to 2018, however, time charter rates in December 2019 were slightly higher than as at the end of 2018. In 2019, global seaborne container trade in TEU is estimated to have grown by just 1.8%, which is the slowest rate of increase since 2009. The growth was mainly due to the increase in Intra-Asia and Far East-Europe trade and is expected to continue to rise in 2020 subject to heightened risks from the global economy and near-term uncertainty related to the coronavirus. Containership fleet capacity also



grew significantly, by an estimated 4% in 2019, due to new deliveries, with an increasing proportion accounted for by very large containerships, and is expected to grow by a further 3.1% in 2020. As such, container freight rates and containership charter rates are expected to remain under pressure. Overall, global containership supply growth is currently expected to slightly exceed demand in 2020, while differing across different trade lanes and vessel sizes. In particular, the relative weakness of the main trade lanes, which utilize larger vessels, has resulted in cascading of larger containerships for use on shorter trades, with such cascading expected to continue.

The idle containership fleet at the end of 2019 stood at approximately 6% of global fleet capacity. It is estimated that approximately 3.3% of global fleet capacity was out of service due to retrofitting of scrubbers at the end of 2019. Additionally, vessel time out of service due to retrofitting of scrubbers is expected to absorb approximately 1.9% in average across the full year 2020 of global fleet capacity. The average idle capacity recorded in full year 2018 came to 1.9% compared to an average of 3.5% in 2017.

Earnings improved with the guideline rate for a 4,400 TEU Panamax reaching \$13,600 per day at the end of 2019 compared to \$9,000 and \$8,000 per day at the end of 2018 and 2017, respectively. Containership newbuilding orders totaled 0.8 million TEU in 2019 compared to 1.2 million TEU ordered in 2018, representing a subdued annual level compared to that seen in prior years. The size of the order book compared to global fleet capacity decreased to 10.6% as of the end of 2019 compared to 13% as of the end of 2018, down from record high levels in 2008 but still relatively high compared to historical averages. In particular, larger containerships of greater than 15,000 TEU represent a significant majority of the order book with approximately 1.0 million TEU of vessels of over 15,000 TEU scheduled to be delivered between 2020 and 2021. The “slow-steaming” of services since 2009, particularly on longer trade routes, enabled containership operators to both moderate the impact of high bunker costs, while absorbing additional capacity. This has proved to be an effective approach and it currently appears likely that this will remain in place in the coming year. A number of liner companies, including some of our customers, reported substantial losses in recent years, with Hanjin Shipping filing for bankruptcy in 2016, as well as having entered into consolidating mergers or formed cooperative alliances as part of efforts to reduce the size of their fleets to better align fleet capacity with the demand for marine transportation of containerized cargo, all of which may decrease the demand for chartered-in containership tonnage.

#### **Off-Balance Sheet Arrangements**

We do not have any other transactions, obligations or relationships that could be considered material off-balance sheet arrangements.

#### **Critical Accounting Policies**

We prepare our consolidated financial statements in accordance with U.S. GAAP, which requires us to make estimates in the application of our accounting policies based on our best assumptions, judgments and opinions. We base these estimates on the information currently available to us and on various other assumptions we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. Following is a discussion of the accounting policies that involve a high degree of judgment and the methods of their application. For a further description of our material accounting policies, please refer to Note 2, Significant Accounting Policies, to our consolidated financial statements included elsewhere in this annual report.

##### ***Purchase of Vessels***

Vessels are stated at cost, which consists of the contract purchase price and any material expenses incurred upon acquisition (improvements and delivery expenses), less accumulated depreciation. Subsequent expenditures for conversions and major improvements are also capitalized when they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessels. Otherwise we charge these expenditures to expenses as incurred. Our financing costs incurred during the construction period of the vessels are included in vessels' cost.



We acquired certain vessels in the secondhand market in prior years, all of which were considered to be acquisitions of assets. Certain vessels in our fleet that were purchased in the secondhand market were acquired with existing charters. We determined that the existing charter contracts for these vessels did not have a material separate fair value and, therefore, we recorded such vessels at their fair value, which equaled the consideration paid. The adoption of ASU 2017-01 “Business Combinations (Topic 805)” on January 1, 2018 did not have any effect on our business as we have not acquired any vessels in 2018 and 2019. Neither the acquisition contracted in October 2019 in the secondhand market of a 8,463 TEU vessel built in 2005 nor the acquisition contracted in February 2020 of a 8,533 TEU vessel built in 2005, which are expected to be completed by the end of May 2020, is expected to constitute an acquisition of a business because substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset, the vessel itself. Generally, the following assets will be considered as a single asset for the purposes of the evaluation (i) a tangible asset that is attached to and cannot be physically removed and used separately from another tangible assets (or an intangible asset representing the right to use a tangible asset); (ii) in place lease intangibles, including favorable and unfavorable intangible assets or liabilities, and the related leased assets.

The determination of the fair value of acquired assets and assumed liabilities requires us to make significant assumptions and estimates of many variables, including market charter rates, expected future charter rates, future vessel operating expenses, the level of utilization of our vessels and our weighted average cost of capital. The use of different assumptions could result in a material change in the fair value of these items, which could have a material impact on our financial position and results of operations.

#### *Accounting for Revenue and Expenses*

We derive our revenue from time charters and bareboat charters of our vessels, each of which contains a lease. These charters involve placing the specified vessel at charterers’ use for a specified rental period of time in return for the payment of specified daily hire rates. Most of the charters include options for the charterers to extend their terms. Under a time charter, the daily hire rate includes lease component related to the right of use of the vessel and non-lease components primarily related to the operating expenses of the vessel incurred by us such as commissions, vessel operating expenses: crew expenses, lubricants, certain insurance expenses, repair and maintenance, spares, stores etc. and vessel management fees. Under a bareboat charter, the daily hire rate includes only lease component related to the right of use of the vessel. The revenue earned based on time charters is not negotiated in separate components. Revenue from our time charters and bareboat charters of vessels is accounted for as operating leases on a straight line basis based on the average fixed rentals over the minimum fixed rental period of the time charter and bareboat charter agreements, as service is performed.

We elected the practical expedient which allows us to treat the lease and non-lease components as a single lease component for the leases where the timing and pattern of transfer for the nonlease component and the associated lease component to the lessees are the same and the lease component, if accounted for separately, would be classified as an operating lease. The combined component is therefore accounted for as an operating lease under ASC 842, as the lease components are the predominant characteristics, in 2019.

We adopted the new “Leases” standard (Topic 842) on January 1, 2019 using the modified retrospective method. We elected the practical expedient to use the effective date of adoption as the date of initial application. Furthermore we elected practical expedients, which allow entities (i) to not reassess whether any expired or existing contracts are considered or contain leases; (ii) to not reassess the lease classification for any expired or existing leases (iii) to not reassess initial direct costs for any existing leases and (iv) which allows to treat the lease and non-lease components as a single lease component due to its predominant characteristic. The adoption of this standard did not have a material



effect on our consolidated financial statements since we are primarily a lessor and the accounting for lessors is largely unchanged under this standard.

#### ***Special Survey and Drydocking Costs***

We follow the deferral method of accounting for special survey and drydocking costs. Actual costs incurred are deferred and are amortized on a straight-line basis over the period until the next scheduled survey, which is two and a half years. If special survey or drydocking is performed prior to the scheduled date, the remaining unamortized balances are immediately written-off.

Major overhauls performed during drydocking are differentiated from normal operating repairs and maintenance. The related costs for inspections that are required for the vessel's certification under the requirement of the classification society are categorized as drydock costs. A vessel at drydock performs certain assessments, inspections, refurbishments, replacements and alterations within a safe non-operational environment that allows for complete shutdown of certain machinery and equipment, navigational, ballast (keep the vessel upright) and safety systems, access to major underwater components of vessel (rudder, propeller, thrusters anti-corrosion systems), which are not accessible during vessel operations, as well as hull treatment and paints. In addition, specialized equipment is required to access and maneuver vessel components, which are not available at regular ports.

#### ***Troubled Debt Restructuring and Accumulated Accrued Interest***

Prior to the finalization of the 2018 Refinancing, we concluded that we were experiencing financial difficulty and that certain of our lenders granted a concession (as part of the 2018 Refinancing). We were experiencing financial difficulty primarily as a result of the projected cash flows not being sufficient to service the balloon payment due as of December 31, 2018 without restructuring and we were not able to obtain funding from sources other than existing creditors at an effective interest rate equal to the current market interest rate for similar debt. As a result, the accounting guidance for troubled debt restructuring ("TDR") was applied at the 2018 Refinancing Closing Date:

- (i) As of the 2018 Refinancing Closing Date, the outstanding balance of HSH Facility was \$639.2 million. In exchange for reduction of principal of \$251.0 million, the lenders received a total of 3.5 million shares of common stock with a fair value of \$83.9 million, resulting in a net concession of \$167.1 million. Accumulated accrued interest of \$129.3 million was recognized using the Libor rate of 2.34% as of August 10, 2018. The TDR accounting guidance requires us to record the value of the new debt to its restructured undiscounted cash flows over the life of the loan, including cash flows associated with the remaining scheduled interest and principal payments. In cases in which the recorded value of the debt instrument exceeds the sum of undiscounted future cash flows to be received under the restructured debt instrument, the recorded value is reduced to the sum of undiscounted future cash flows, and a gain is recorded. For the HSH Facility, the total undiscounted future cash flows total \$518.6 million, which results in a gain of \$36.6 million. The amendment fees to be paid to HSH Facility lenders of \$9.5 million were recorded in the consolidated statement of operations and reduced the net gain on debt extinguishment in the year ended December 31, 2018.
- (ii) As of the 2018 Refinancing Closing Date, the outstanding balance of RBS Facility was \$660.9 million. In exchange for reduction of principal of \$179.2 million, the lender received a total of 2.5 million shares of common stock with a fair value of \$59.9 million, resulting in a net concession of \$119.3 million and accumulated accrued interest of \$119.3 million as of August 10, 2018. The TDR accounting guidance requires us to record the value of the new debt to its restructured undiscounted cash flows over the life of the loan, including cash flows associated with the remaining scheduled interest and principal payments not to exceed the



carrying amount of the original debt. For the RBS Facility, the undiscounted cash flows exceed the recorded value of the modified debt, and as such, the modified and new debt will be accreted up to its maturity value using the effective interest rate inherent in the restructured cash flows. The amendment fees to be paid to RBS of \$9.3 million were deferred and recognized through the consolidated statement of operations using the effective interest method.

In the future, when interest rates change, actual cash flows will differ from the cash flows measured on the 2018 Refinancing date. The accounting treatment for changes in cash flows due to changes in interest rates depends on whether there is an increase or a decrease from the spot interest rate used in the initial TDR accounting (“threshold interest rate”). Fluctuations in the effective interest rate after the 2018 Refinancing from changes in the interest rate or other cause are accounted for as changes in estimates in the periods in which these changes occur. Upon an increase in the interest rates from the threshold interest rate used to calculate accumulated accrued interest payable, we recognize additional interest expenses in the period the expense is incurred. The additional interest expense is calculated by multiplying the difference between the current interest rate and the threshold interest rate with the current carrying value of the debt. A gain due to decrease in interest rates (‘interest windfall’) will not be recognized until the debt facilities have been settled and there are no future interest payments. In case there are subsequent increases in interest rates above the threshold interest rate after a previous decrease in interest rates, the carrying amount of the accumulated accrued interest will be reduced by the interest payments in excess of the threshold interest rate until the prior interest windfall due to decrease in the interest rates is recaptured on a cumulative basis.

The Paid-in-kind interest (“PIK interest”) related to each period increases the carrying value of the loan facility and correspondingly decreases the carrying value of the accumulated accrued interest. PIK interest in excess of the amount recognized in the accumulated accrued interest is expensed in the period the expense is incurred.

#### ***Vessel Lives and Estimated Scrap Values***

Our vessels represent our most significant assets and we state them at our historical cost, which includes capitalized interest during construction and other construction, design, supervision and predelivery costs, less accumulated depreciation. We depreciate our containerships on a straight-line basis over their estimated remaining useful economic lives. We estimate the useful lives of our containerships to be 30 years in line with the industry practice. Depreciation is based on cost less the estimated scrap value of the vessels. Should certain factors or circumstances cause us to revise our estimate of vessel service lives in the future or of estimated scrap values, depreciation expense could be materially lower or higher. Such factors include, but are not limited to, the extent of cash flows generated from future charter arrangements, changes in international shipping requirements, and other factors many of which are outside of our control.

We have calculated the residual value of the vessels taking into consideration the 10 year average and the five year average of the scrap. We have applied uniformly the scrap value of \$300 per ton for all vessels. We believe that \$300 per ton is a reasonable estimate of future scrap prices, taking into consideration the cyclical nature of the nature of future demand for scrap steel. Although we believe that the assumptions used to determine the scrap rate are reasonable and appropriate, such assumptions are highly subjective, in part, because of the cyclical nature of future demand for scrap steel.

#### ***Impairment of Securities***

With regard to our equity securities in ZIM, which were initially recognized at cost of \$28.7 million, we evaluate if any event or change in circumstances has occurred in the reporting period that may have a significant adverse effect on the fair value of our investment. If an event or change that



causes an adverse effect on the fair value of our investment occurs, as evidenced by the presence of an impairment indicator, the fair value of our investment should be estimated. In 2016, ZIM experienced significant deterioration of its financial results, reported significant operating losses, negative equity and negative working capital mainly as a result of the adverse change in the general containership market conditions. As a result of these adverse conditions, we estimated the fair value of our equity investment in ZIM at nil, therefore we recorded an impairment loss amounting to \$28.7 million in the year ended December 31, 2016.

With regard to our debt securities in ZIM and HMM, we originally recognized these securities as held to maturity based on our positive intent and ability to hold these securities to maturity. These securities were initially recognized at amortized costs, net of other than temporary impairment losses. We evaluate these securities for other than temporary impairment at each reporting date. Debt securities are considered impaired if the fair value of the investment is less than its amortized costs. In our evaluation we consider the following (i) if we intend to sell these debt securities, (ii) it is more likely than not that we will be required to sell these securities before the recovery of their entire amortized cost basis or (iii) if a credit loss exists, which means that we do not expect to recover the entire amortized cost basis of these securities. With regard to ZIM debt securities, as a result of the deterioration of ZIM's financial results in 2016, as described above, we do not expect the present value of future cash flows to be collected to exceed their amortized cost basis due to a change in the timing of these expected cash flows. Thus an other than temporary impairment, a credit loss, has occurred as of December 31, 2016 amounting to \$0.7 million.

On March 28, 2017, we sold \$13.0 million principal amount of HMM notes carried at amortized costs of \$8.6 million for gross cash proceeds on sale of \$6.2 million, which were used to repay related outstanding debt obligations. The loss on sale of \$2.4 million was recognized under "Other income/(expenses), net" in the Consolidated Statements of Operations for the year ended December 31, 2017. The sale of these notes resulted in a transfer of all remaining held to maturity HMM notes and ZIM notes into the available for sale securities at fair value and unrealized losses amounting to \$38.2 million and \$36.4 million as of December 31, 2019 and 2018, respectively, were recognized in other comprehensive loss. As of December 31, 2019, we do not intend to sell these debt securities and we evaluate that it is not more likely than not that we will be required to sell these debt securities before the recovery of their amortized cost basis. No other than temporary impairment loss was identified with regard to HMM and ZIM debt securities as of December 31, 2019.

### ***Impairment of Vessels***

We evaluate the net carrying value of our vessels for possible impairment when events or conditions exist that cause us to question whether the carrying value of the vessels will be recovered from future undiscounted net cash flows. An impairment charge would be recognized in a period if the fair value of the vessels was less than their carrying value and the carrying value was not recoverable from future undiscounted cash flows. Considerations in making such an impairment evaluation would include comparison of current carrying value to anticipated future operating cash flows, vessel market values, expectations with respect to future operations, and other relevant factors.

As of December 31, 2019, we concluded that events occurred and circumstances had changed, which may trigger the existence of potential impairment of some of our vessels. These indicators included volatility in the charter market and the vessels' market values, as well as the potential impact the current marketplace may have on our future operations. As a result, we performed an impairment assessment of certain of our vessels by comparing the undiscounted projected net operating cash flows for each vessel to their carrying value. Our strategy is to charter our vessels under multi-year, fixed rate period charters that range from less than one to 18 years for our current vessels, providing us with contracted stable cash flows. The significant factors and assumptions we used in our undiscounted



projected net operating cash flow analysis included operating revenues, off-hire revenues, dry docking costs, operating expenses and management fees estimates.

As of December 31, 2019, our revenue assumptions were based on contracted time charter rates up to the end of life of the current contract of each vessel as well as the estimated average time charter equivalent rates for the remaining life of the vessel after the completion of its current contract. The estimated daily time charter equivalent rates used for non-contracted revenue days are based on a combination of (i) recent charter market rates, (ii) conditions existing in the containership market as of December 31, 2019, (iii) historical average time charter rates, based on publications by independent third party maritime research services, and (iv) estimated future time charter rates, based on publications by independent third party maritime research services that provide such forecasts. We had five 2012-built 13,100 TEU vessels employed on 12-year charters, with breakeven rechartering rates of about \$18,148 per day on average. Vessels of this size are recent entrants into the containership market and, accordingly, historical data as to their re-chartering rates was episodic. We estimated rechartering rates for these 13,100 TEU vessels for step one of the impairment analysis based on forecasts of independent third party maritime research services, which took into account recent chartering rates for newbuilding vessels of this size and estimates based on historical charter rates for other larger sized containerships. Recognizing that the container transportation is cyclical and subject to significant volatility based on factors beyond our control we believe that the appropriate historical average time charter rates to use as a benchmark for impairment testing of our vessels are the most recent 5 to 15 year averages, to the extent available, as such averages take into account the volatility and cyclicity of the market. Management believes the use of revenue estimates, based on the combination of factors (i) to (iv) above, to be reasonable as of the reporting date.

In addition, we used annual operating expenses escalation factors and estimations of scheduled and unscheduled off-hire revenues based on historical experience. All estimates used and assumptions made were in accordance with our internal budgets and historical experience of the shipping industry.

The more significant factors that could impact management's assumptions regarding time charter equivalent rates include (i) loss or reduction in business from significant customers, (ii) unanticipated changes in demand for transportation of containers, (iii) greater than anticipated levels of containership newbuilding orders or lower than anticipated levels of containership scrappings, and (iv) changes in rules and regulations applicable to the shipping industry, including legislation adopted by international organizations such as IMO and the EU or by individual countries. Although management believes that the assumptions used to evaluate potential impairment were reasonable and appropriate at the time they were made, such assumptions are highly subjective and likely to change, possibly materially, in the future. There can be no assurance as to how long charter rates and vessel values will remain at their low levels or whether they will improve by a significant degree.

As of December 31, 2019, our assessment concluded that step two of the impairment analysis was not required for any vessel in our fleet held and used, as their undiscounted projected net operating cash flows exceed their carrying value.

As of December 31, 2018, our assessment concluded that step two of the impairment analysis was required for ten of our vessels held and used, as their undiscounted projected net operating cash flows did not exceed their carrying value. The fair values of these vessels were determined with assistance from valuations obtained from third party independent shipbrokers. As of December 31, 2018 we recorded an impairment loss of \$210.7 million for these ten of our vessels held and used.

#### *Impairment Sensitivity Analysis*

For each of the fifty-five vessels in our fleet as of December 31, 2019 for which our assessment concluded that step two of the impairment analysis was not required, an internal analysis, which used a discounted cash flow model utilizing inputs and assumptions based on market observations as of



December 31, 2019, and is also in accordance with our vessel's market valuation as described in our credit facilities and accepted by our lenders, suggests that twenty-one vessels have current market values that exceed their carrying values and thirty-four vessels may have current market values below their carrying values. We believe that each of the thirty-four vessels identified as having estimated market values less than their carrying value, all of which are currently under long-term charters expiring from March 2020 to April 2028, will recover their carrying values through the end of their useful lives, based on their undiscounted net cash flows calculated in accordance with our impairment assessment.

While the Company intends to hold and operate its vessels, the following table presents information with respect to the carrying amount of the Company's vessels. The carrying value of each of the Company's vessels does not represent its market value or the amount that could be obtained if the vessel were sold. The Company's estimates of market values are based on an internal analysis, which used a discounted cash flow model utilizing inputs and assumptions based on market observations, and is also in accordance with its vessels' market valuation, determined as of the dates indicated, following the methodology as described in its credit facilities and accepted by its lenders. In addition, because vessel values are highly volatile, these estimates may not be indicative of either the current or future prices that the Company could achieve if it were to sell any of the vessels. The Company would not record a loss for any of the vessels for which the market value is below its carrying value unless and until the Company either determines to sell the vessel for a loss or determines that the vessel's carrying value is not recoverable as discussed above.

<u>Vessel</u>	<u>TEU</u>	<u>Year Built</u>	<u>Net Book Value December 31, 2019 (In thousands of Dollars)</u>	<u>Net Book Value December 31, 2018 (In thousands of Dollars)</u>
Hyundai Honour(2) . . . . .	13,100	2012	\$ 136,125	\$ 141,366
Hyundai Respect(2) . . . . .	13,100	2012	135,730	141,256
Maersk Exeter(2) . . . . .	13,100	2012	137,795	143,331
Maersk Enping(2) . . . . .	13,100	2012	137,232	142,763
MSC Ambition(2) . . . . .	13,100	2012	138,305	143,867
Express Berlin(2) . . . . .	10,100	2011	113,459	118,266
Express Rome(2) . . . . .	10,100	2011	113,949	118,704
Express Athens(2) . . . . .	10,100	2011	114,085	118,890
Le Havre(2) . . . . .	9,580	2006	51,615	53,793
Pusan C(2) . . . . .	9,580	2006	50,719	52,865
CMA CGM Melisande(2) . . . . .	8,530	2012	94,653	98,231
CMA CGM Attila(2) . . . . .	8,530	2011	90,619	93,327
CMA CGM Tancredi(2) . . . . .	8,530	2011	92,607	95,383
CMA CGM Bianca(2) . . . . .	8,530	2011	93,096	95,870
CMA CGM Samson(2) . . . . .	8,530	2011	93,105	95,977
America(2) . . . . .	8,468	2004	40,992	43,047
Europe(2) . . . . .	8,468	2004	40,435	42,281
CMA CGM Moliere(2) . . . . .	6,500	2009	67,133	70,122
CMA CGM Musset(2) . . . . .	6,500	2010	68,720	71,722
CMA CGM Nerval(2) . . . . .	6,500	2010	69,222	72,219
CMA CGM Rabelais(2) . . . . .	6,500	2010	69,958	72,975
CMA CGM Racine(2) . . . . .	6,500	2010	69,936	72,932
YM Mandate(2) . . . . .	6,500	2010	73,063	76,283
YM Maturity(2) . . . . .	6,500	2010	74,048	77,281
Performance . . . . .	6,402	2002	8,755	8,442
Dimitra C . . . . .	6,402	2002	8,406	8,376
Seattle C (ex YM Seattle)(1)(2) . . . . .	4,253	2007	10,902	11,233



Vessel	TEU	Year Built	Net Book Value December 31, 2019 (In thousands of Dollars)	Net Book Value December 31, 2018 (In thousands of Dollars)
YM Vancouver(1)(2) . . . . .	4,253	2007	10,906	11,233
ZIM Rio Grande(1)(2) . . . . .	4,253	2008	12,585	12,993
ZIM Sao Paolo(1)(2) . . . . .	4,253	2008	13,106	13,536
ZIM Kingston(1)(2) . . . . .	4,253	2008	13,414	13,858
ZIM Monaco(1)(2) . . . . .	4,253	2009	13,826	14,255
ZIM Dalian(1)(2) . . . . .	4,253	2009	14,255	14,701
ZIM Luanda(1)(2) . . . . .	4,253	2009	14,870	15,372
Derby D . . . . .	4,253	2004	5,196	5,201
ANL Tongala . . . . .	4,253	2004	5,394	5,193
Dimitris C . . . . .	3,430	2001	4,919	4,956
Express Brazil . . . . .	3,400	2010	6,876	6,980
Express France . . . . .	3,400	2010	6,854	6,991
Express Spain . . . . .	3,400	2011	7,196	7,347
Express Argentina . . . . .	3,400	2010	6,843	6,980
Express Black Sea . . . . .	3,400	2011	7,435	7,588
Colombo(1)(2) . . . . .	3,314	2004	9,423	9,750
Singapore(1)(2) . . . . .	3,314	2004	9,420	9,750
MSC Zebra . . . . .	2,602	2001	3,932	3,972
Danae C . . . . .	2,524	2001	4,004	4,102
Amalia C . . . . .	2,452	1998	3,259	3,287
Advance . . . . .	2,200	1997	2,686	2,684
Future . . . . .	2,200	1997	2,679	2,677
Sprinter . . . . .	2,200	1997	2,689	2,687
Stride . . . . .	2,200	1997	2,686	2,684
Progress C . . . . .	2,200	1998	2,690	2,688
Bridge . . . . .	2,200	1998	2,687	2,685
Highway . . . . .	2,200	1998	2,692	2,690
Vladivostok . . . . .	2,200	1997	2,689	2,687
<b>Total . . . . .</b>			<b><u>\$2,389,874</u></b>	<b><u>\$2,480,329</u></b>

- (1) As of December 31, 2018, we recorded and impairment loss of \$210.7 million in aggregate for ten vessels, with each vessel written down to its fair value.
- (2) Indicates vessels for which, as of December 31, 2019, the estimated market value was lower than the vessel's carrying value. The aggregate carrying values of these thirty-four vessels exceeded their current aggregate estimated market value by approximately \$574.0 million as of December 31, 2019 and by approximately \$544.9 million in relation to twenty-four vessels as of December 31, 2018. We believe, however, that each of these thirty-four vessels, all of which are currently under time-charters expiring from March 2020 to April 2028 will recover their carrying values through the end of their useful lives, based on their undiscounted net cash flows calculated in accordance with our impairment assessment, given the remaining average estimated useful life of these thirty-four vessels is 20 years as of December 31, 2019. We currently do not expect to sell any of these vessels, or otherwise dispose of them, significantly before the end of their estimated useful life.

As discussed above, we believe that the appropriate historical period to use as a benchmark for impairment testing of our vessels is the most recent 5 to 15 years, to the extent available, as such averages take into account the volatility and cyclicity of the market. Charter rates are, however,



subject to change based on a variety of factors that we cannot control and we note that charter rates over the last few years have been, for certain vessels, below their ten to fifteen year historical average.

In connection with the impairment testing of our vessels as of December 31, 2019, for the thirty-four vessels that our internal analysis suggests may have current market values below their carrying values, we performed a sensitivity analysis on the most sensitive and/or subjective assumption that has the potential to affect the outcome of the test, the projected charter rate used to forecast future cash flows for non-contracted days. The following table summarizes information about these thirty-four vessels, including the breakeven charter rates and the one-year charter rate historical average for the last 1, 3, 5, 10 and 15 years, respectively.

<b>Vessel/Year Built</b>	<b>Break Even re-chartering rate(10) (\$ per day)</b>	<b>Assumed Rechartering Rate(11)/Percentage difference between break even and assumed re-chartering rates(12) (\$ per day)/(%)</b>	<b>1 year charter rate historical average of last 1 year (\$ per day)</b>	<b>1 year charter rate historical average of last 3 years (\$ per day)</b>	<b>1 year charter rate historical average of last 5 years (\$ per day)</b>	<b>1 year charter rate historical average of last 10 years (\$ per day)</b>	<b>1 year charter rate historical average of last 15 years (\$ per day)</b>
5 × 13,100 TEU vessels (2012)(1) . . . . .	\$18,148	\$44,700 / 59.4%	\$34,223	\$25,718	\$25,449	\$34,061	\$44,751
3 × 10,100 TEU vessels (2011)(2) . . . . .	\$23,656	\$37,300 / 36.6%	\$26,869	\$20,696	\$21,043	\$28,427	\$37,375
2 × 9,580 TEU vessels (2006)(3) . . . . .	\$14,838	\$27,400 / 45.8%	\$25,549	\$19,669	\$20,156	\$27,418	\$36,132
5 × 8,530 TEU vessels (2011 - 2012)(4) . . . .	\$14,996	\$33,600 / 55.4%	\$22,884	\$17,596	\$18,367	\$25,395	\$33,612
2 × 8,468 TEU vessels (2004)(5) . . . . .	\$13,654	\$25,200 / 45.8%	\$22,726	\$17,473	\$18,261	\$25,276	\$33,464
7 × 6,500 TEU vessels (2009 - 2010)(6) . . . .	\$13,037	\$25,300 / 48.5%	\$17,075	\$14,533	\$13,400	\$17,890	\$25,350
6 × 4,253 TEU vessels (2008 - 2009)(7) . . . .	\$ 8,455	\$10,200 / 17.1%	\$10,494	\$ 9,422	\$ 9,230	\$11,222	\$17,606
2 × 4,253 TEU vessels (2007)(8) . . . . .	\$ 8,414	\$10,200 / 17.5%	\$10,494	\$ 9,422	\$ 9,230	\$11,222	\$17,606
2 × 3,314 TEU vessels (2004)(9) . . . . .	\$ 8,816	\$ 9,100 / 3.1%	\$ 9,486	\$ 8,913	\$ 8,588	\$ 9,711	\$15,127

- (1) Our five 13,100 TEU vessels are under long-term time charter contracts with Hyundai with the earliest expiration dates of the charters being as follows: the *Hyundai Honour* on February 16, 2024, the *Hyundai Respect* on March 8, 2024, the *Maersk Enping* on May 3, 2024, the *Maersk Exeter* on June 7, 2024 and the *MSC Ambition* on June 29, 2024.
- (2) Our three 10,100 TEU vessels out of which two are under long-term time charter contracts with Hapag Lloyd and one on long-term charter with Yang Ming with the earliest expiration dates of the charters being as follows: the *Express Rome* on February 28, 2022, the *Express Athens* on February 26, 2022 and the *Express Berlin* on April 7, 2022.
- (3) Our two 9,580 TEU vessels are under long-term time charter contracts with MSC with the earliest expiration dates of the charters being as follows: the *Pusan C* on March 10, 2023 and the *Le Havre* on March 25, 2023.
- (4) Our five 8,530 TEU vessels are under long-term time charter contracts with CMA-CGM with the earliest expiration dates of the charters being as follows: the *CMA CGM Attila* on October 9, 2023, the *CMA CGM Tancredi* on November 24, 2023, the *CMA CGM Bianca* on January 28, 2024, the *CMA CGM Samson* on March 16, 2024 and the *CMA CGM Melisande* on May 30, 2024.
- (5) Our two 8,468 TEU vessels are under long-term time charter contracts with MSC with the earliest expiration dates of the charters being as follows: the *Europe* on April 5, 2023 and the *America* on February 4, 2023.
- (6) Our five 6,500 TEU vessels are under long-term time charter contracts with CMA CGM and two on long-term bareboat charter with Yang Ming with the earliest expiration dates of the charters being as follows: the *CMA CGM Moliere* on February 28, 2022, the *CMA CGM Musset* on August 10, 2022, the *CMA CGM Nerval* on October 17, 2022, the *CMA CGM*



*Rabelais* on December 2, 2022, the *CMA CGM Racine* on January 17, 2023, the *Mandate* on January 20, 2028 and the *Maturity* on April 20, 2028.

- (7) Our six 4,253 TEU vessels are under long-term time charter contracts with ZIM with the earliest expiration dates of the charters being as follows: the *ZIM Rio Grande* on May 20, 2020, the *ZIM Sao Paolo* on August 8, 2020, the *ZIM Kingston* on September 19, 2020, the *ZIM Monaco* on November 18, 2020, the *ZIM Dalian* on February 14, 2021 and the *ZIM Luanda* on May 12, 2021.
- (8) Our two 4,253 TEU vessels are under short-term time charter contract with KMTC and Yang Ming with the earliest expiration dates of the charters being as follows: the *Seattle C* on February 28, 2020 and the *YM Vancouver* on April 28, 2020.
- (9) Our two 3,314 TEU vessels are under short-term time charter contract with OOCL and MSC with the earliest expiration dates of the charters being as follows: the *Singapore* on March 24, 2020 and the *Colombo* on August 16, 2020.
- (10) The breakeven re-chartering rate is the charter rate that if used in step one of the impairment testing will result in the undiscounted total cash flows being equal to the carrying value of the vessel. The use of charter rates below the breakeven re-chartering rate would trigger step two of the impairment testing that would result in the recording of an aggregate impairment loss of \$574.0 million as of December 31, 2019.
- (11) Re-chartering rate used in our impairment testing as of December 31, 2019, to estimate the revenues for the remaining life of the respective vessels after the expiration of their existing charter contracts.
- (12) The variance in percentage points of the breakeven re-chartering rate per day compared to the per day re-chartering assumption used in Step 1 of the Company's impairment testing analysis.

If we had used the historical average one-year charter rates for the last 1, 10 or 15 years, the results of our 2019 impairment testing on all vessel categories discussed on the above table would not have been impacted, as the cash flow forecasts would still result in each vessel's carrying cost being recovered. If, however, historical average one-year charter rates for the last 5 years had been used in the cash flow forecasts of our three 10,100 TEU vessels, five 6,500 TEU vessels, and two 3,314 TEU vessels and historical average one-year charter rates for the last 3 years had been used in the cash flow forecasts of our three 10,100 TEU vessels and four 6,500 TEU vessels, then the carrying values of the respective vessels as of December 31, 2019, which were under time charters expiring from March 2020 through January 2023 would not have been recovered. On the premise of a 30 year useful life, given that these vessels will have a remaining life above 17 years when they come off charter, the historical 5 to 15 year average is considered by the management as the most reasonable reference point when assessing the earnings generation potential of these vessels during their remaining life after expiry of their current charters.

Furthermore, as discussed above, the Company's internal analysis suggested that another twenty-one vessels had a market value in excess of its carrying value as of December 31, 2019.

#### **Recent Accounting Pronouncements:**

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), which amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses on certain types of financial instruments, including trade receivables. The FASB issued Accounting Standards Update No. 2018-19 "Codification improvements to Topic 326" in December 2018, which clarifies that impairment of receivables arising from operating leases should be accounted for in accordance with Topic 842, Leases; Accounting Standards Update No. 2019-4 "Codification improvements to Topic 326, Topic 815 and Topic 825" in April 2019, Accounting Standards Update No. 2019-11 "Codification improvements to Topic 326, Financial Instruments-Credit Losses" in November 2019 and Accounting Standards Update No. 2020-2 "Financial Instruments-Credit Losses (Topic 326) and Leases (Topic 842)" in February 2020, which clarify or addresses related issues. The ASU 2016-13 is effective for public entities for fiscal years beginning after December 15, 2019, with early adoption permitted. We are currently evaluating the impact of the new standard on our consolidated financial statements.



## Item 6. Directors, Senior Management and Employees

The following table sets forth, as of February 27, 2020, information for each of our directors and executive officers.

Name	Age	Position
Dr. John Coustas . . . . .	64	President and CEO and Class I Director
Iraklis Prokopakis . . . . .	69	Senior Vice President, Chief Operating Officer and Treasurer and Class II Director
Evangelos Chatzis . . . . .	46	Chief Financial Officer and Secretary
Dimitris Vastarouchas . . . . .	52	Deputy Chief Operating Officer
George Economou . . . . .	67	Class II Director
Myles R. Itkin . . . . .	72	Class I Director
Miklós Konkoly-Thege . . . . .	77	Class III Director
William Repko . . . . .	70	Class III Director
Petros Christodoulou . . . . .	59	Class I Director

The term of our Class II directors expires in 2020, the term of our Class I directors expires in 2021 and the term of our Class III directors expires in 2022. Certain biographical information about each of these individuals is set forth below.

**Dr. John Coustas** is our President, Chief Executive Officer and a member of our board of directors. Dr. Coustas has over 30 years of experience in the shipping industry. Dr. Coustas assumed management of our company in 1987 from his father, Dimitris Coustas, who founded Danaos Shipping in 1972, and has been responsible for our corporate strategy and the management of our affairs since that time. Dr. Coustas is Deputy Chairman of the board of directors of The Swedish Club. Additionally, he is a member of the board of directors of the Union of Greek Shipowners and a member of the DNV Council. Dr. Coustas holds a degree in Marine Engineering from the National Technical University of Athens as well as a Master's degree in Computer Science and a Ph.D. in Computer Controls from Imperial College, London.

**Iraklis Prokopakis** is our Senior Vice President, Treasurer, Chief Operating Officer and a member of our board of directors. Mr. Prokopakis joined us in 1998 and has over 40 years of experience in the shipping industry. Prior to entering the shipping industry, Mr. Prokopakis was a captain in the Hellenic Navy. He holds a Bachelor of Science in Mechanical Engineering from Portsmouth University in the United Kingdom, a Master's degree in Naval Architecture and a Ship Risk Management Diploma from the Massachusetts Institute of Technology in the United States and a post-graduate diploma in business studies from the London School of Economics. Mr. Prokopakis also has a Certificate in Operational Audit of Banks from the Management Center Europe in Brussels and a Safety Risk Management Certificate from Det Norske Veritas. He is a member of the Board of the Hellenic Chamber of Shipping and the Owners' Committee of the Korean Register of Shipping.

**Evangelos Chatzis** is our Chief Financial Officer and Secretary. Mr. Chatzis has been with Danaos Corporation since 2005 and has over 23 years of experience in corporate finance and the shipping industry. During his years with Danaos he has been actively engaged in the company's initial public offering in the United States and has led the finance function of the company. Throughout his career he has developed considerable experience in operations, corporate finance, treasury and risk management and international business structuring. Prior to joining Danaos, Evangelos was the Chief Financial Officer of Globe Group of Companies, a public company in Greece engaged in a diverse scope of activities including dry bulk shipping, the textile industry, food production & distribution and real estate. During his years with Globe Group, he was involved in mergers and acquisitions, corporate restructurings and privatizations. He holds a Bachelor of Science degree in Economics from the London School of Economics, a Master's of Science degree in Shipping & Finance from City University Cass Business School, as well as a post-graduate diploma in Shipping Risk Management from IMD Business School.



**Dimitris Vastarouchas** is our Deputy Chief Operating Officer. Mr. Vastarouchas has been the Technical Manager of our Manager since 2005 and has over 20 years of experience in the shipping industry. Mr. Vastarouchas initially joined our Manager in 1995 and prior to becoming Technical Manager he was the New Buildings Projects and Site Manager, under which capacity he supervised newbuilding projects in Korea for 4,250, 5,500 and 8,500 TEU containerships. He holds a degree in Naval Architecture & Marine Engineering from the National Technical University of Athens, Certificates & Licenses of expertise in the fields of Aerodynamics (C.I.T.), Welding (CSWIP), Marine Coating (FROSIO) and Insurance (North of England P&I). He is also a qualified auditor by Det Norske Veritas and Certified Negotiator by Schraner Negotiations Institute (SNI).

**George Economou** has been a member of our board of directors since 2010. Mr. Economou has over 40 years of experience in the maritime industry and has served as Chairman and Chief Executive Officer of Dryships Inc. since its incorporation in 2004. He successfully took the company public in February 2005 on NASDAQ under the trading symbol: DRYS. The company subsequently invested and developed Ocean Rig UDW Inc., an owner of rigs and ships involved in ultra deep water drilling. Mr. Economou was the Chairman of Ocean Rig UDW Inc. until December 2018 when Ocean Rig UDW Inc. merged with Transocean. Mr. Economou is a member of ABS Council, Intertanko Hellenic Shipping Forum and Lloyds Register Hellenic Advisory Committees. Mr. Economou is a graduate of the Massachusetts Institute of Technology and holds both a Bachelor of Science and a Master of Science degree in Naval Architecture and Marine Engineering and a Master of Science in Shipping and Shipbuilding Management.

On March 23, 2017, Ocean Rig UDW Inc., its subsidiaries and certain initial supporting creditors entered into a restructuring agreement to be implemented by schemes of arrangement under Cayman Islands law and ancillary proceedings under Chapter 15 of the U.S. Bankruptcy Code, which restructuring was completed in September 2017.

**Myles R. Itkin** has been a member of our board of directors since 2006. Mr. Itkin was the Executive Vice President, Chief Financial Officer and Treasurer of Overseas Shipholding Group, Inc. (“OSG”), in which capacities he served, with the exception of a promotion from Senior Vice President to Executive Vice President in 2006, from 1995 to 2013. Prior to joining OSG in June 1995, Mr. Itkin was employed by Alliance Capital Management L.P. as Senior Vice President of Finance. Prior to that, he was Vice President of Finance at Northwest Airlines, Inc. Mr. Itkin served on the board of directors of the U.K. P&I Club from 2006 to 2013. Mr. Itkin holds a Bachelor’s degree from Cornell University and an MBA from New York University.

On November 14, 2012, OSG filed voluntary petitions for reorganization for itself and 180 of its subsidiaries under Chapter 11 of Title 11 of the United States Code in the U.S. Bankruptcy Court for the District of Delaware. On January 23, 2017, Mr. Itkin, and OSG, consented to an SEC order finding they violated or caused the violation of, among other provisions, the negligence-based antifraud provisions as well as reporting, books-and-records, and internal controls provisions of the federal securities laws, in relation to the failure to recognize tax liabilities in OSG’s financial statements resulting from its controlled foreign subsidiary guaranteeing OSG’s debt. Mr. Itkin agreed to pay a \$75,000 penalty and OSG agreed to pay a \$5 million penalty subject to bankruptcy court approval.

**Miklós Konkoly-Thege** has been a member of our board of directors since 2006. Mr. Konkoly-Thege began at Det Norske Veritas (“DNV”), a ship classification society, in 1984. From 1984 through 2002, Mr. Konkoly-Thege served in various capacities with DNV including Chief Operating Officer, Chief Financial Officer and Corporate Controller, Head of Corporate Management Staff and Head of Business Areas. Mr. Konkoly-Thege became President and Chairman of the Executive Board of DNV in 2002 and served in that capacity until his retirement in May 2006. Mr. Konkoly-Thege is a member of the board of directors of Wilhelmsen Technical Solutions AS, Callenberg Technology Group AB and



Stena Hungary Holding KFT. Mr. Konkoly-Thege holds a Master of Science degree in civil engineering from Technische Universität Hannover, Germany and an MBA from the University of Minnesota.

**William Repko** has been a member of our board of directors since July 2014. Mr. Repko has nearly 40 years of investing, finance and restructuring experience. Mr. Repko retired from Evercore Partners in February 2014 where he had served as a senior advisor, senior managing director and was a co-founder of the firm's Restructuring and Debt Capital Markets Group since September 2005. Prior to joining Evercore Partners Inc., Mr. Repko served as chairman and head of the Restructuring Group at J.P. Morgan Chase, a leading investment banking firm, where he focused on providing comprehensive solutions to clients' liquidity and reorganization challenges. In 1973, Mr. Repko joined Manufacturers Hanover Trust Company, a commercial bank, which after a series of mergers became part of J.P. Morgan Chase. Mr. Repko has been named to the Turnaround Management Association (TMA)-sponsored Turnaround, Restructuring and Distressed Investing Industry Hall of Fame. Mr. Repko has served on the Board of Directors of Stellus Capital Investment Corporation (SCM:NYSE) since 2012 and is Chairman of its Compensation Committee and serves on the Audit Committee. Mr. Repko received his B.S. in Finance from Lehigh University.

**Petros Christodoulou** has been a member of our board of directors since June 2018. Mr. Christodoulou has been a member of the Board of Directors of Guardian Capital Group since 2016 and a member of the Institute of Corporate Directors of Canada. He has also been a member of the Board of Directors of Aegean Baltic Bank since 2017 and a member of the Board of Directors of Minetta Insurance. Mr. Christodoulou was Chief Executive Officer and Chief Financial Officer of Capital Product Partners, an owner of crude, product carriers and containerships, from September 2014 until 2015. From 2012 to 2014, Mr. Christodoulou was the Deputy Chief Executive Officer and Executive Member of the Board of the National Bank of Greece Group, acting as chairman of NBG Asset Management, Astir Palace SA and NBG BankAssurance. Mr. Christodoulou was a member of the Board of Directors of Hellenic Exchanges SA from 2012 to 2014 and Director General of the Public Debt Management Agency of Greece from 2010 to 2014, acting as its Executive Director from 2010 to 2012. Mr. Christodoulou holds an MBA from Columbia University and a Bachelor of Commerce degree from the Athens School of Commerce and Economics.

### **Compensation of Directors and Senior Management**

Non-executive directors receive annual fees of \$70,000 per annum, plus reimbursement for their out-of-pocket expenses, which amounts are payable at the election of each non-executive director in cash or stock as described below under “—Equity Compensation Plan.” We do not have service contracts with any of our non-employee directors. We have employment agreements with two directors who are also executive officers of our company, as well as with our other two executive officers.

Since May 1, 2015, we have directly employed our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Deputy Chief Operating Officer, who received aggregate cash compensation of €1.5 million (\$1.7 million) €2.7 million (\$3.2 million), including cash bonuses aggregating €1.2 million (\$1.4 million), and €1.5 million (\$1.8 million) for the years ended December 31, 2019, 2018 and 2017, respectively. Our executive officers are also eligible, in the discretion of our board of directors and compensation committee, for incentive compensation and restricted stock, stock options or other awards under our equity compensation plan, which is described below under “—Equity Compensation Plan.” We recognized non-cash share-based compensation expense in respect of awards to executive officers of \$3.6 million, \$1.0 million and nil in the years ended December 31, 2019, 2018, and 2017, respectively.

Our executive officers are entitled to severance payments for termination without “cause” or for “good reason” generally equal to (i) (x) the greater of (A) the amount of base salary that would have been payable during the remaining term of the agreements, which expire in December 2023 (or in the



case of Dr. Coustas, December 2024), and (B) three times the executive officer's annual salary plus bonus (based on an average of the prior three years), including the value on the date of grant of any equity grants made under our equity compensation plan during that three-year period (which, for stock options, will be the Black- Scholes value), as well as (y) a pro-rata bonus for the year in which termination occurs and continued benefits, if any, for 36 months or (ii) if such termination without cause or for good reason occurs within two years of a "change of control" of our company the greater of (a) the amount calculated as described in clause (i) and (b) a specified dollar amount for each executive officer (approximately €4.6 million in the aggregate for all executive officers), as well as continued benefits, if any, for 36 months.

## **Employees**

We directly employ our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Deputy Chief Operating Officer. Approximately 1,148 officers and crew members served on board the vessels we own as of December 31, 2019, but are employed by our manager. Crew wages and other related expenses are paid by our manager and our manager is reimbursed by us.

## **Share Ownership**

The common stock beneficially owned by our directors and executive officers and/or companies affiliated with these individuals is disclosed in "Item 7. Major Shareholders and Related Party Transactions" below.

## **Board of Directors**

At December 31, 2019 and February 27, 2020, we had seven members on our board of directors. The board of directors may change the number of directors to not less than two, nor more than 15, by a vote of a majority of the entire board, subject to the terms of our Stockholders Agreement which limits the size of the board to nine directors. See "Item 10. Additional Information—Stockholders Agreement." Each director is elected to serve until the third succeeding annual meeting of stockholders and until his or her successor shall have been duly elected and qualified, except in the event of death, resignation or removal. A vacancy on the board created by death, resignation, removal (which may only be for cause), or failure of the stockholders to elect the entire class of directors to be elected at any election of directors or for any other reason, may be filled only by an affirmative vote of a majority of the remaining directors then in office, even if less than a quorum, at any special meeting called for that purpose or at any regular meeting of the board of directors.

In accordance with the terms of the August 6, 2010 common stock subscription agreement between Sphinx Investment Corp. and us, we have agreed to nominate Mr. Economou or such other person, in each case who shall be acceptable to us, designated by Sphinx Investment Corp., for election by our stockholders to the Board of Directors at each annual meeting of stockholders at which the term of Mr. Economou or such other director so designated expires, so long as such investor beneficially owns a specified minimum amount of our common stock. We have been informed that our largest stockholder, a family trust established by Dr. John Coustas, and Dr. John Coustas have agreed to vote all of the shares of common stock they own, or over which they have voting control, in favor of any such nominee standing for election.

Our board of directors has determined that each of Messrs. Economou, Itkin, Konkoly-Thege, Repko and Christodoulou are independent within the requirements of the NYSE.

To promote open discussion among the independent directors, those directors meet in regularly scheduled and ad hoc executive session without participation of our company's management and will continue to do so in 2020. Mr. Myles Itkin served as the presiding director for purposes of these meetings. Stockholders who wish to send communications on any topic to the board of directors or to



the independent directors as a group, or to the presiding director, Mr. Myles Itkin, may do so by writing to our Secretary, Mr. Evangelos Chatzis, Danaos Corporation, c/o Danaos Shipping Co. Ltd., 14 Akti Kondyli, 185 45 Piraeus, Greece.

### **Corporate Governance**

The board of directors and our company's management has engaged in an ongoing review of our corporate governance practices in order to oversee our compliance with the applicable corporate governance rules of the New York Stock Exchange and the SEC.

Our Restated Articles of Incorporation and amended and restated Bylaws are the foundation of our corporate governance. We have adopted a number of key documents that are the foundation of its corporate governance, including:

- a Code of Business Conduct and Ethics for officers and employees;
- a Code of Conduct and Ethics for Corporate Officers and Directors;
- an Ethics and Compliance Policy;
- an Anti-Fraud Policy;
- a Nominating and Corporate Governance Committee Charter;
- a Compensation Committee Charter; and
- an Audit Committee Charter.

These documents and other important information on our governance, including the board of director's corporate governance guidelines, are posted on the Danaos Corporation website, and may be viewed at <http://www.danaos.com>. We will also provide a paper copy of any of these documents upon the written request of a stockholder. Stockholders may direct their requests to the attention of our Secretary, Mr. Evangelos Chatzis, Danaos Corporation, c/o Danaos Shipping Co. Ltd., 14 Akti Kondyli, 185 45 Piraeus, Greece.

### **Committees of the Board of Directors**

We are a "foreign private issuer" under SEC rules promulgated under the Securities Act and within the meaning of the New York Stock Exchange corporate governance standards. Pursuant to certain exceptions for foreign private issuers, we are not required to comply with certain of the corporate governance practices followed by domestic U.S. companies under the New York Stock Exchange listing standards. We have elected to comply, however, with the New York Stock Exchange corporate governance rules applicable to domestic U.S. issuers, except that (1) as permitted for foreign private issuers, one member of the Nominating and Corporate Governance Committee is (and, prior to September 2018, one member of our Compensation Committee was) a non-independent director and (2) we have not sought stockholder approval for the adoption of our amended and restated 2006 equity compensation plan and certain issuances of common stock, including the common stock issued in connection with the consummation of the 2018 Refinancing, and we may not seek stockholder approval for future issuances of common stock, as permitted by applicable Marshall Islands law. See "Item 16G. Corporate Governance."

#### ***Audit Committee***

Our audit committee consists of Myles R. Itkin (chairman), Miklós Konkoly-Thege and William Repko, each of whom our Board has determined is independent within the requirements of the NYSE and SEC. Our board of directors has determined that Mr. Itkin qualifies as an audit committee "financial expert," as such term is defined in Regulation S-K. The audit committee is responsible for



(1) the hiring, termination and compensation of the independent auditors and approving any non-audit work performed by such auditor, (2) approving the overall scope of the audit, (3) assisting the board in monitoring the integrity of our financial statements, the independent accountant's qualifications and independence, the performance of the independent accountants and our internal audit function and our compliance with legal and regulatory requirements, (4) annually reviewing an independent auditors' report describing the auditing firms' internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, (5) discussing the annual audited financial and quarterly statements with management and the independent auditor, (6) discussing earnings press releases, as well as financial information and earning guidance, (7) discussing policies with respect to risk assessment and risk management, (8) meeting separately, periodically, with management, internal auditors and the independent auditor, (9) reviewing with the independent auditor any audit problems or difficulties and management's response, (10) setting clear hiring policies for employees or former employees of the independent auditors, (11) annually reviewing the adequacy of the audit committee's written charter, (12) handling such other matters that are specifically delegated to the audit committee by the board of directors from time to time, (13) reporting regularly to the full board of directors and (14) evaluating the board of directors' performance. During 2019, there were four meetings of the audit committee.

#### ***Compensation Committee***

Our compensation committee consists of Miklós Konkoly-Thege (chairman), William Repko and Petros Christodoulou. The compensation committee is responsible for (1) reviewing key employee compensation policies, plans and programs, (2) reviewing and approving the compensation of our chief executive officer and other executive officers, (3) developing and recommending to the board of directors compensation for board members, (4) reviewing and approving employment contracts and other similar arrangements between us and our executive officers, (5) reviewing and consulting with the chief executive officer on the selection of officers and evaluation of executive performance and other related matters, (6) administration of stock plans and other incentive compensation plans, (7) overseeing compliance with any applicable compensation reporting requirements of the SEC, (8) retaining consultants to advise the committee on executive compensation practices and policies and (9) handling such other matters that are specifically delegated to the compensation committee by the board of directors from time to time. During 2019, there were four meetings of the compensation committee.

#### ***Nominating and Corporate Governance Committee***

Our nominating and corporate governance committee consists of William Repko (chairman), Iraklis Prokopakis and Myles R. Itkin. The nominating and corporate governance committee is responsible for (1) developing and recommending criteria for selecting new directors, (2) screening and recommending to the board of directors individuals qualified to become executive officers, (3) overseeing evaluations of the board of directors, its members and committees of the board of directors and (4) handling such other matters that are specifically delegated to the nominating and corporate governance committee by the board of directors from time to time. During 2019, there were four meetings of the nominating and corporate governance committee.

#### ***Equity Compensation Plan***

We have adopted an equity compensation plan, which we refer to as the Plan. The Plan is generally administered by the compensation committee of our board of directors, except that the full board may act at any time to administer the Plan, and authority to administer any aspect of the Plan may be delegated by our board of directors or by the compensation committee to an executive officer or to any other person. The Plan allows the plan administrator to grant awards of shares of our



common stock or the right to receive or purchase shares of our common stock (including options to purchase common stock, restricted stock and stock units, bonus stock, performance stock, and stock appreciation rights) to our employees, directors or other persons or entities providing significant services to us or our subsidiaries, including employees of our manager. The actual terms of an award, including the number of shares of common stock relating to the award, any exercise or purchase price, any vesting, forfeiture or transfer restrictions, the time or times of exercisability for, or delivery of, shares of common stock, will be determined by the plan administrator and set forth in a written award agreement with the participant. Any options granted under the Plan will be accounted for in accordance with accounting guidance for share-based compensation.

The aggregate number of shares of common stock for which awards may be granted under the Plan shall not exceed 1,000,000 shares plus the number of shares subject to outstanding unvested awards granted before August 2, 2019. Awards made under the Plan that have been forfeited, cancelled or have expired, will not be treated as having been granted for purposes of the preceding sentence. These equity awards under our amended and restated 2006 equity compensation plan may be granted by the Company's Compensation Committee or Board of Directors.

The Plan requires that the plan administrator make an equitable adjustment to the number, kind and exercise price per share of awards in the event of our recapitalization, reorganization, merger, spin-off, share exchange, dividend of common stock, liquidation, dissolution or other similar transaction or event. In addition, the plan administrator will be permitted to make adjustments to the terms and conditions of any awards in recognition of any unusual or nonrecurring events. Unless otherwise set forth in an award agreement, any awards outstanding under the Plan will vest upon a "change of control," as defined in the Plan. Our board of directors may, at any time, alter, amend, suspend, discontinue or terminate the Plan, except that any amendment will be subject to the approval of our stockholders if required by applicable law, regulation or stock exchange rule and that, without the consent of the affected participant under the Plan, no action may materially impair the rights of such participant under any awards outstanding under the Plan.

Except in connection with a corporate transaction, including any stock dividend, distribution, stock split, extraordinary cash dividend, recapitalization, change in control, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase or exchange of common shares or other securities, or similar transactions, we may not, without obtaining stockholder approval, (i) amend the terms of outstanding stock options or stock appreciation rights to reduce the exercise price of such outstanding stock options or base price of such stock appreciation rights, (ii) cancel outstanding stock options or stock appreciation rights in exchange for stock options or stock appreciation rights with an exercise price or base price, as applicable, that is less than the exercise price or base price of the original stock options or stock appreciation rights or (iii) cancel outstanding stock options or stock appreciation rights with an exercise price or base price, as applicable, above the current stock price in exchange for cash or other securities.

As of April 18, 2008, the Board of Directors and the Compensation Committee approved incentive compensation of the Manager's employees with its shares from time to time, after specific for each such time, decision by the compensation committee and the Board of Directors in order to provide a means of compensation in the form of free shares to certain employees of the Manager of the Company's common stock. The plan was effective as of December 31, 2008. Pursuant to the terms of the plan, employees of the Manager may receive (from time to time) shares of the Company's common stock as additional compensation for their services offered during the preceding period. The total amount of stock to be granted to employees of the Manager will be at the Company's Board of Directors' discretion only and there will be no contractual obligation for any stock to be granted as part of the employees' compensation package in future periods. On September 14, 2018, 298,774 shares of restricted stock were granted to our executive officers, out of which 149,386 restricted shares vested on December 31, 2019 and 149,388 restricted shares are scheduled to vest on December 31, 2021, subject



to the executive's continued employment with the Company as of such dates or earlier death or disability, under its 2016 Equity Compensation Plan, as amended. Additionally, on May 10, 2019, 137,944 shares of restricted stock were granted to certain employees of the Manager (including 35,714 shares to executive officers), out of which 4,168 shares were forfeited in 2019 and 66,888 restricted shares vested on December 31, 2019 and 66,888 restricted shares are scheduled to vest on December 31, 2021. These shares remain subject to satisfaction of the vesting terms, under the Company's 2006 Equity Compensation Plan, as amended. 216,276 shares and 298,774 shares of restricted stock are issued and outstanding as of December 31, 2019 and December 31, 2018, respectively. During 2017, no shares of common stock were granted and on December 14, 2017, the Company cancelled the grant of 25,000 shares to employees from previous year. Refer to Note 17, Stock Based Compensation, in the notes to our consolidated financial statements included elsewhere herein.

The Company has also established the Directors Share Payment Plan. The purpose of the plan is to provide a means of payment of all or a portion of compensation payable to directors of the Company in the form of Company's Common Stock. The plan was effective as of April 18, 2008. Each member of the Board of Directors of the Company may participate in the plan. Pursuant to the terms of the plan, Directors may elect to receive in Danaos common stock all or a portion of their compensation. During 2019, 2018 and 2017, none of the directors elected to receive his compensation in shares of Danaos common stock. Refer to Note 17, Stock Based Compensation, in the notes to our consolidated financial statements included elsewhere herein.

## **Item 7. Major Shareholders and Related Party Transactions**

### **Related Party Transactions**

#### ***Management Affiliations***

Danaos Shipping Co. Ltd., which we refer to as our Manager, is ultimately owned by Danaos Investment Limited as the trustee of the 883 Trust, of which Dr. Coustas and other members of the Coustas family are beneficiaries. Dr. Coustas has certain powers to remove and replace Danaos Investment Limited as trustee of the 883 Trust. DIL is also our largest stockholder, owning approximately 31.2% of our outstanding common stock as of February 27, 2020. Our Manager has provided services to our vessels since 1972 and continues to provide technical, administrative and certain commercial services which support our business, as well as comprehensive ship management services such as technical supervision and commercial management, including chartering our vessels pursuant to a management agreement.

In connection with the 2018 Refinancing, on August 10, 2018, our management agreement with the Manager was amended and restated, including to (1) extend its term until December 31, 2024, (2) provide for the management fee offsets contemplated by the Backstop Agreement (see "—Backstop Agreement" below), and (3) address the allocation of charter opportunities across our fleet. The fees payable to the Manager pursuant to the management agreement were not changed in connection with this amendment and are fixed through the term of the management agreement.

Management fees in respect of continuing operations under our management agreement amounted to approximately \$16.8 million in 2019, \$16.8 million in 2018 and \$16.9 million in 2017. The related expenses are presented under "General and administrative expenses" on the Consolidated Statement of Operations. We pay monthly advances in regard to the next month vessels' operating expenses. These prepaid monthly expenses are presented in our consolidated balance sheet under "Due from related parties" and totaled \$20.5 million and \$18.0 million as of December 31, 2019 and 2018, respectively.



### *Management Agreement*

Under our management agreement, our Manager is responsible for providing us with technical, administrative and certain commercial services, which include the following:

- *technical services*, which include managing day-to-day vessel operations, performing general vessel maintenance, ensuring regulatory compliance and compliance with the law of the flag of each vessel and of the places where the vessel operates, ensuring classification society compliance, supervising the maintenance and general efficiency of vessels, arranging the hire of qualified officers and crew, training, transportation, insurance of the crew (including processing all claims), performing normally scheduled drydocking and general and routine repairs, arranging insurance for vessels (including marine hull and machinery, protection and indemnity and war risks insurance), purchasing stores, supplies, spares, lubricating oil and maintenance capital expenditures for vessels, appointing supervisors and technical consultants and providing technical support, shoreside support, shipyard supervision, and attending to all other technical matters necessary to run our business;
- *administrative services*, which include, in each direction of our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Deputy Chief Operating Officer, assistance with the maintenance of our corporate books and records, payroll services, assistance with the preparation of our tax returns and financial statements, assistance with corporate and regulatory compliance matters not related to our vessels, procuring legal and accounting services (including the preparation of all necessary budgets for submission to us), assistance in complying with United States and other relevant securities laws, human resources, cash management and bookkeeping services, development and monitoring of internal audit controls, disclosure controls and information technology, assistance with all regulatory and reporting functions and obligations, furnishing any reports or financial information that might be requested by us and other non-vessel related administrative services, assistance with office space, providing legal and financial compliance services, overseeing banking services (including the opening, closing, operation and management of all of our accounts including making deposits and withdrawals reasonably necessary for the management of our business and day-to-day operations), arranging general insurance and director and officer liability insurance (at our expense), providing all administrative services required for subsequent debt and equity financings and attending to all other administrative matters necessary to ensure the professional management of our business; and
- *commercial services*, which include chartering our vessels, assisting in our chartering, locating, purchasing, financing and negotiating the purchase and sale of our vessels, supervising the design and construction of newbuildings, and such other commercial services as we may reasonably request from time to time.

### *Reporting Structure*

Our Manager reports to us and our Board of Directors through our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Deputy Chief Operating Officer, each of which is appointed by our board of directors. Under our management agreement, our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Deputy Chief Operating Officer may direct the Manager to remove and replace any officer or any person who serves as the head of a business unit of our Manager. Furthermore, our Manager will not remove any person serving as an officer or senior manager without the prior written consent of our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Deputy Chief Operating Officer.



### *Compensation of Our Manager*

For 2020 we will pay our manager the following fees, which are fixed through the current term of the management agreement expiring on December 31, 2024: (i) a daily management fee of \$850, (ii) a daily vessel management fee of \$425 for vessels on bareboat charter, pro-rated for the number of calendar days we own each vessel, (iii) a daily vessel management fee of \$850 for vessels on time charter, pro-rated for the number of calendar days we own each vessel, (iv) a fee of 1.25% on all freight, charter hire, ballast bonus and demurrage for each vessel, (v) a fee of 0.5% based on the contract price of any vessel bought or sold by it on our behalf, excluding newbuilding contracts, and (vi) a flat fee of \$725,000 per newbuilding vessel, if any, which we capitalize, for the on premises supervision of any newbuilding contracts by selected engineers and others of its staff. We believe these fees are no more than the rates we would need to pay an unaffiliated third party to provide us with these management services.

We also advance all technical vessel operating expenses with respect to each vessel in our fleet to enable our Manager to arrange for the payment of such expenses on our behalf. To the extent the amounts advanced are greater or less than the actual vessel operating expenses of our fleet for a quarter, our Manager or us, as the case may be, will pay the other the difference at the end of such quarter, although our Manager may instead choose to credit such amount against future vessel operating expenses to be advanced for future quarters.

### *Term and Termination Rights*

The management agreement, as amended and restated on August 10, 2018, is for a term expiring on December 31, 2024.

*Our Manager's Termination Rights.* Our Manager may terminate the management agreement prior to the end of its term in the two following circumstances:

- if any moneys payable by us shall not have been paid within 60 business days of payment having been demanded in writing; or
- if at any time we materially breach the agreement and the matter is unresolved within 60 days after we are given written notice from our Manager.

*Our Termination Rights.* We may terminate the management agreement prior to the end of its term in the two following circumstances upon providing the respective notice:

- if at any time our Manager neglects or fails to perform its principal duties and obligations in any material respect and the matter is unresolved within 20 days after our Manager receives written notice of such neglect or failure from us; or
- if any moneys payable by the Manager under or pursuant to the management agreement are not promptly paid or accounted for in full within 10 business days by the Manager in accordance with the provisions of the management agreement.

We also may terminate the management agreement immediately under any of the following circumstances:

- if either we or our Manager ceases to conduct business, or all or substantially all of the properties or assets of either such party is sold, seized or appropriated;
- if either we or our Manager files a petition under any bankruptcy law, makes an assignment for the benefit of its creditors, seeks relief under any law for the protection of debtors or adopts a plan of liquidation, or if a petition is filed against us or our Manager seeking to declare us or it an insolvent or bankrupt and such petition is not dismissed or stayed within 40 business days of its filing, or if our Company or the Manager admits in writing its insolvency or its inability to



pay its debts as they mature, or if an order is made for the appointment of a liquidator, manager, receiver or trustee of our Company or the Manager of all or a substantial part of its assets, or if an encumbrancer takes possession of or a receiver or trustee is appointed over the whole or any part of the Manager's or our Company's undertaking, property or assets or if an order is made or a resolution is passed for our Manager's or our winding up;

- if a distress, execution, sequestration or other process is levied or enforced upon or sued out against our Manager's property which is not discharged within 20 business days;
- if the Manager ceases or threatens to cease wholly or substantially to carry on its business otherwise than for the purpose of a reconstruction or amalgamation without insolvency previously approved by us; or
- if either our Manager or we are prevented from performing any obligations under the management agreement by any cause whatsoever of any nature or kind beyond the reasonable control of us or our Manager respectively for a period of two consecutive months or more.

In addition, we may terminate any applicable ship management agreement in any of the following circumstances:

- if we or any subsidiary of ours ceases to be the owner of the vessel covered by such ship management agreement by reason of a sale thereof, or if we or any subsidiary of ours ceases to be registered as the owner of the vessel covered by such ship management agreement;
- if a vessel becomes an actual or constructive or compromised or arranged total loss or an agreement has been reached with the insurance underwriters in respect of the vessel's constructive, compromised or arranged total loss or if such agreement with the insurance underwriters is not reached or it is adjudged by a competent tribunal that a constructive loss of the vessel has occurred;
- if the vessel covered by such ship management agreement is requisitioned for title or any other compulsory acquisition of the vessel occurs, otherwise than by requisition by hire; or
- if the vessel covered by such ship management agreement is captured, seized, detained or confiscated by any government or persons acting or purporting to act on behalf of any government and is not released from such capture, seizure, detention or confiscation within 20 business days.

### ***Non-competition***

Our Manager has agreed that, during the term of the management agreement and for a period of one year following termination of the Management Agreement, it will not provide any management services to any other entity without our prior written approval, other than with respect to entities controlled by Dr. Coustas, our Chief Executive Officer, which do not operate within the containership (larger than 2,500 twenty foot equivalent units, or TEUs) or drybulk sectors of the shipping industry or in the circumstances described below. Dr. Coustas has also personally agreed to the same restrictions on the provision, directly or indirectly, of management services during this period pursuant to a restrictive covenant agreement with us, which was amended in connection with the 2018 Refinancing, including to (1) extend its term until December 31, 2024 and (2) provide that certain provisions of the agreement will cease to apply upon the occurrence of certain transactions constituting a "Change of Control" of the Company which are not within the control of Dr. Coustas or DIL. In addition, our Chief Executive Officer (other than in his capacities with us) and our Manager have separately agreed not, during the term of our management agreement and for one year thereafter, to engage, directly or indirectly, in (i) the ownership or operation of containerships of larger than 2,500 TEUs or (ii) the ownership or operation of any drybulk carriers or (iii) the acquisition of or investment in any business



involved in the ownership or operation of containerships larger than 2,500 TEUs or drybulk carriers. Notwithstanding these restrictions, if our independent directors decline the opportunity to acquire any such containerships or drybulk carriers or to acquire or invest in any such business, our Chief Executive Officer will have the right to make, directly or indirectly, any such acquisition or investment during the four-month period following such decision by our independent directors, so long as such acquisition or investment is made on terms no more favorable than those offered to us. In this case, our Chief Executive Officer and our Manager will be permitted to provide management services to such vessels. In connection with our investment in Gemini (see “—Gemini Shipholdings Corporation” below), these restrictions on our Chief Executive Officer and our Manager were waived, with the approval of our independent directors, with respect to vessels acquired by Gemini.

The restrictions described above on our Manager, under the management agreement, and Dr. Coustas, under the restrictive covenant agreement, will cease to apply upon the occurrence of certain transactions constituting a “Change of Control” of the Company, which are not within the control of Dr. Coustas or DIL, including where Dr. Coustas ceases to be both the Chief Executive Officer of the Company and a director of the Company without his consent in connection with a hostile takeover of the Company by a third party, as set out in the restrictive covenant agreement.

### ***Sale of Our Manager***

Our Manager has agreed that it will not transfer, assign, sell or dispose of all or a significant portion of its business that is necessary for the services our Manager performs for us without the prior written consent of our Board of Directors. Furthermore, in the event of any proposed sale of our Manager, we have a right of first refusal to purchase our Manager. This prohibition and right of first refusal is in effect throughout the term of the management agreement and for a period of one year following the expiry or termination of the management agreement. Our Chief Executive Officer, Dr. John Coustas, or any trust established for the Coustas family (under which Dr. Coustas and/or a member of his family is a beneficiary), is required, unless we expressly permit otherwise, to own 80% of our Manager’s outstanding capital stock during the term of the management agreement and 80% of the voting power of our Manager’s outstanding capital stock. In the event of any breach of these requirements, we would be entitled to purchase the capital stock of our Manager owned by Dr. Coustas or any trust established for the Coustas family (under which Dr. Coustas and/or a member of his family is a beneficiary). Under the terms of certain of our financing agreements, a change in control of our Manager or a breach by our Manager of our management agreement would constitute an event of default under such financing agreements.

### ***Gemini Shipholdings Corporation***

On August 5, 2015, we entered into a Shareholders Agreement (the “Gemini Shareholders Agreement”), with Gemini Shipholdings Corporation (“Gemini”) and Virage International Ltd. (“Virage”), a company controlled by our largest stockholder, DIL, in connection with the formation of Gemini to acquire and operate containerships. We and Virage own 49% and 51%, respectively, of Gemini’s issued and outstanding share capital. Under the Gemini Shareholders Agreement, we and Virage have preemptive rights with respect to issuances of Gemini capital stock as well as tag-along rights, drag-along rights and certain rights of first refusal with respect to proposed transfers of Gemini equity interests. In addition, certain actions by Gemini, including acquisitions or dispositions of vessels and newbuilding contracts, require the unanimous approval of the Gemini board of directors including the director designated by the Company, who is currently our Chief Operating Officer Iraklis Prokopakis. Mr. Prokopakis also serves as Chief Operating Officer of Gemini, and our Chief Financial Officer, Evangelos Chatzis, serves as Chief Financial Officer of Gemini, for which services Messrs. Prokopakis and Chatzis do not receive any additional compensation. We also have the right to purchase all of the equity interests in Gemini that we do not own for fair market value at any time



after December 31, 2018, to the extent permitted under our credit facilities, provided that such fair market value is not below the net book value of such equity interests.

In 2015, prior to our equity investment, Gemini acquired a 100% interest in entities with capital leases for the containerhips *Suez Canal* and *Genoa* and the entity with a memorandum of agreement to acquire the containerhip *Catherine C*. In February 2016, Gemini acquired the containerhip *Leo C* and in August 2019 the containerhip *Belita*. Gemini financed these acquisitions with the assumption of capital lease obligations, borrowings under a secured loan facility and an aggregate of \$47.4 million of equity contributions from the Company and Virage. We do not guarantee any debt of Gemini or its subsidiaries.

In connection with our investment in Gemini, the restrictions on the ownership, operation and management of containerhips set forth in the restrictive covenant agreement with our Chief Executive Officer, the management agreement with our Manager and our executive officers' respective employment agreements were waived, with the approval of the independent directors of our board of directors, with respect to vessels acquired, owned and operated by Gemini. Danaos Shipping provides vessel management services to Gemini at the same rates as we pay pursuant to our management agreement with Danaos Shipping.

#### ***The Swedish Club***

Dr. John Coustas, our Chief Executive Officer, is a Deputy Chairman of the Board of Directors of The Swedish Club, our primary provider of insurance, including a substantial portion of our hull & machinery, war risk and protection and indemnity insurance. During the years ended December 31, 2019, 2018 and 2017, we paid premiums of \$4.4 million, \$3.9 million and \$4.6 million, respectively, to The Swedish Club under these insurance policies.

#### ***Danaos Management Consultants***

Our Chief Executive Officer, Dr. John Coustas, co-founded and has a 50.0% ownership interest in Danaos Management Consultants, which provides the ship management software deployed on the vessels in our fleet to our Manager on a complementary basis. Dr. Coustas does not participate in the day-to-day management of Danaos Management Consultants.

#### ***Offices***

We occupy office space that is owned by our Manager and which is provided to us as part of the services we receive under our management agreement.

#### ***Sphinx Investment Corp. Director Nominee and Participation Right***

As described above under "Item 6. Directors, Senior Management and Employees—Board of Directors", following completion of our \$200.0 million equity transaction on August 12, 2010, which satisfied a condition to our bank agreement and approximately \$425 million of new debt financing, Mr. George Economou joined the Board of Directors of the Company as an independent director in accordance with the terms of the common stock subscription agreement between Sphinx Investment Corp. and the Company. We have agreed to nominate Mr. Economou or such other person, in each case who shall be acceptable to us, designated by Sphinx Investment Corp., for election by our stockholders to the Board of Directors at each annual meeting of stockholders at which the term of Mr. Economou or such other director so designated expires, so long as such investor beneficially owns a specified minimum amount of common stock. We have been informed that our largest stockholder, DIL, and Dr. John Coustas have agreed to vote all of the shares of our common stock owned by them, or over which they have voting control, in favor of any such nominee standing for election.



Under the terms of the subscription agreement, Sphinx Investment Corp. also has a right to participate in any subsequent issuances of our common stock pro rata based on its percentage ownership of our common stock immediately prior to such issuance.

## **2018 Refinancing**

### ***Stockholders Agreement***

See “Item 10. Additional Information—Stockholders Agreement” for further discussion.

### ***Registration Rights Agreement***

See “Item 10. Additional Information—Material Contracts—Registration Rights Agreement” for further discussion.

### ***Contribution Agreement; Subordinated Loan Agreement***

Pursuant to the terms of a Contribution Agreement, dated as of August 10, 2018, between the Company and DIL, DIL contributed \$10 million to us on the 2018 Refinancing Closing Date for which it did not receive any shares of common stock or other interests in us.

DIL had also further agreed to commit to backstop, through a cash contribution pursuant to a Subordinated Loan Agreement, dated as of August 10, 2018, between the Company, as borrower, and DIL, any shortfall in the required minimum consolidated cash balance as of September 30, 2018 required under the 2018 Credit Facilities, subject to certain limitations. As there was no shortfall in the required consolidated cash balance as of September 30, 2018, this subordinated loan agreement was not drawn upon by the Company.

### ***Backstop Agreement***

In connection with the 2018 Refinancing, we have agreed with our lenders to use commercially reasonable efforts to consummate an offering of common stock for aggregate net proceeds of not less than \$50 million within 18 months after the 2018 Refinancing Closing Date (the “Follow-on Equity Raise”). In order to facilitate the Follow-on Equity Raise, DIL had entered into an agreement with us, dated as of August 10, 2018 (the “Backstop Agreement”), pursuant to which DIL agreed to purchase up to \$10 million of common stock in such offering (at the price offered to the public in such offering, as determined by a special committee of our board of directors comprised solely of disinterested independent directors), to the extent that the proceeds from the Follow-on Equity Raise are less than \$50 million. In the event that we had determined not to complete a Follow-on Equity Raise within 18 months after the 2018 Refinancing Closing Date or fail to do so, DIL has agreed to invest an amount equal to \$10 million in common stock in a private placement at a price per share no less than the volume weighted average trading price of the common stock on the NYSE over a consecutive thirty (30) trading day period prior to such private placement, which price may be decreased by the committee of disinterested independent directors so long as such price is at least equal to (or greater than) the implied net asset value per share of the Company upon consummation of the private placement.

If DIL had failed to comply with its obligations under the Backstop Agreement, we would have been entitled to apply all or some of the amount of DIL’s unfulfilled obligations under the Backstop Agreement as a credit towards any fees payable by us to the Manager, which is controlled indirectly by DIL, under our management agreement with our Manager.

In December 2019 we completed an underwritten public offering of our common stock resulting in net proceeds, after underwriting discounts, to us of \$54.4 million, including an investment of approximately \$17.3 million by DIL, which satisfied our obligation to pursue a Follow-on Equity Raise and DIL’s obligations under the Backstop Agreement.



## Major Stockholders

The following table sets forth certain information regarding the beneficial ownership of our outstanding common stock as of February 27, 2020 held by:

- each person or entity that we know beneficially owns 5% or more of our common stock;
- each of our officers and directors; and
- all our directors and officers as a group.

Our major stockholders have the same voting rights as our other stockholders. Beneficial ownership is determined in accordance with the rules of the SEC. In general, a person who has voting power or investment power with respect to securities is treated as a beneficial owner of those securities.

Beneficial ownership does not necessarily imply that the named person has the economic or other benefits of ownership. For purposes of this table, shares subject to options, warrants or rights or shares exercisable within 60 days of February 27, 2020 are considered as beneficially owned by the person holding those options, warrants or rights. Each stockholder is entitled to one vote for each share held. The applicable percentage of ownership of each stockholder is based on 24,789,312 shares of common stock outstanding as of February 27, 2020. Information for certain holders is based on their latest filings with the SEC or information delivered to us.

	Number of Shares of Common Stock Owned	Percentage of Common Stock
<b>Executive Officers and Directors:</b>		
John Coustas(1) . . . . . <i>Chairman, President and Chief Executive Officer</i>	7,736,535	31.2%
Iraklis Prokopakis . . . . . <i>Director, Senior Vice President and Chief Operating Officer</i>	247,637	1.0%
Evangelos Chatzis . . . . . <i>Chief Financial Officer and Secretary</i>	158,315	*
Dimitris Vastarouchas . . . . . <i>Deputy Chief Operating Officer</i>	42,138	*
George Economou(2) . . . . . <i>Director</i>	2,679,400	10.8%
Myles R. Itkin . . . . . <i>Director</i>	—	—
Miklós Konkoly-Thege . . . . . <i>Director</i>	15,284	*
William Repko . . . . . <i>Director</i>	—	—
Petros Christodoulou . . . . . <i>Director</i>	—	—
All executive officers and directors as a group (9 persons) . . . . .	10,879,309	43.9%
<b>5% Beneficial Owners:</b>		
Danaos Investment Limited as Trustee of the 883 Trust(3) . . . . .	7,736,535	31.2%
HSH Nordbank AG(4) . . . . .	3,138,748	12.7%
Sphinx Investment Corp.(2) . . . . .	2,679,400	10.8%
The Royal Bank of Scotland Plc(5) . . . . .	2,517,013	10.2%
RBF Capital LLC(6) . . . . .	1,435,161	5.8%

\* Less than 1%.



- (1) By virtue of shares owned indirectly through Danaos Investment Limited as Trustee of the 883 Trust, which is our largest stockholder. Please see footnote (3) below for further detail regarding DIL and the 883 Trust.
- (2) According to an Amendment No. 4 to Schedule 13D filed with the SEC on November 26, 2019, Sphinx Investment Corp. (“Sphinx”) is a wholly-owned subsidiary of Maryport Navigation Corp., a Liberian company. Mr. George Economou, a member of our Board of Directors, may be deemed the beneficial owner of the shares held by Sphinx. The address of Sphinx is c/o Mare Services Limited, 5/1 Merchants Street, Valletta, Malta. Pursuant to a Security Agreement dated January 9, 2017 (the “Pledge Agreement”), between Sphinx and Samsung Heavy Industries Co. Ltd (the “Secured Party”), Sphinx pledged and granted a security interest in 857,142 of these shares in favor of the Secured Party. The Pledge Agreement contains default and similar provisions that are standard for such agreements. Sphinx has retained dividend and voting rights in the pledged shares during the term of the Pledge Agreement, absent a default.
- (3) According to a Schedule 13D/A jointly filed with the SEC on December 2, 2019 by DIL and John Coustas, DIL owns and has sole voting power and sole dispositive power with respect to all such shares. The beneficiaries of the 883 Trust are Dr. Coustas and members of his family. The board of directors of DIL consists of four members, none of whom are beneficiaries of the 883 Trust or members of the Coustas family, and has voting and dispositive control over the shares held by the 883 Trust. Dr. Coustas has certain powers to remove and replace DIL as trustee of the 883 Trust. This does not necessarily imply economic ownership of the securities.
- (4) Based on information reported on Amendment No. 1 to Schedule 13D filed with the SEC on December 17, 2018 by HSH Nordbank AG. According to this Amendment No. 1 to Schedule 13D and a Schedule 13D filed on December 17, 2018 by Stephen Feinberg, on behalf of Craig Court, Inc., the managing member of Craig Court GP, LLC, the general partner of Cerberus Capital Management, L.P., HSH Nordbank AG has entered into a Master Funded Sub-Participation and Trust Agreement (the “Sub-Participation Agreement”) with an affiliate of Cerberus Capital Management, L.P., Promontoria North Shipping Designated Activity Company, a designated activity company limited by shares, incorporated under the laws of the Republic of Ireland (the “Participant”). Pursuant to the terms of the Sub-Participation Agreement, HSH Nordbank AG retained legal title to the 3,138,748 shares of common stock included in the above table, but is required to carry out the instructions of the Participant as they relate to these shares of Common Stock, including with respect to the voting and disposition thereof. As a result of the arrangements under the Sub-Participation Agreement, according to the Schedule 13D filed on December 17, 2018, Stephen Feinberg, through one or more intermediate entities, possesses the shared power to vote and the shared power to direct the disposition of these 3,138,748 shares of common stock and, thus, may be deemed to beneficially own 3,138,748 shares of our common stock.
- (5) Based on information reported on a Schedule 13G/A jointly filed with the SEC on December 13, 2019 by The Royal Bank of Scotland plc, NatWest Holdings Limited and The Royal Bank of Scotland Group plc.
- (6) Based on information reported on a Schedule 13G/A filed with the SEC on January 21, 2020 by RBF Capital LLC.

As of February 24, 2020, we had approximately 137 stockholders of record, three of which were located in the United States and held an aggregate of 18,802,985 shares of common stock. However, one of the United States stockholders of record is CEDEFEST, a nominee of The Depository Trust Company, which held 18,510,419 shares of our common stock. Accordingly, we believe that the shares held by CEDEFEST include shares of common stock beneficially owned by both holders in the United States and non-United States beneficial owners, including 233,008 shares which may be deemed to be beneficially owned by our officers and directors resident outside the United States and no shares which may be deemed to be beneficially owned by directors resident in the United States as reflected in the above table. We are not aware of any arrangements the operation of which may at a subsequent date result in our change of control.



DIL owns approximately 31.2% of our outstanding common stock. This stockholder is able to exert significant influence on the outcome of matters on which our stockholders are entitled to vote, including the election of our board of directors and other significant corporate actions. A “Change of Control” will give rise to a mandatory prepayment in full of each of our 2018 Credit Facilities. A “Change of Control” of the Company for these purposes includes the occurrence of the following: (i) Dr. Coustas ceases to be both the Company’s Chief Executive Officer and a director of the Company, subject to certain exceptions, (ii) the existing members of the board of directors and the directors appointed following nomination by the existing board of directors collectively do not constitute a majority of the board of directors, (iii) Dr. Coustas and members of his family cease to collectively control at least 15% and one share of the voting interest in the Company’s outstanding capital stock or to beneficially own at least 15% and one share of the Company’s outstanding capital stock, or (iv) any person or persons acting in concert (other than the Coustas family) (x) holds a greater portion of the Company’s outstanding capital stock than the Coustas family (other than as a direct result of the sale by the lenders of shares issued in the 2018 Refinancing) or (y) controls the Company.

## **Item 8. Financial Information**

See “Item 18. Financial Statements” below.

*Significant Changes.* No significant change has occurred since the date of the annual financial statements included in this annual report on Form 20-F.

*Legal Proceedings.* On September 1, 2016, Hanjin Shipping, a charterer of eight of our vessels, referred to the Seoul Central District Court, which issued an order to commence the rehabilitation proceedings of Hanjin Shipping. Hanjin Shipping has cancelled all eight charter party agreements with the Company. On February 17, 2017 the Seoul Central District Court (Bankruptcy Division), declared the bankruptcy of Hanjin Shipping, converting the rehabilitation proceeding to a bankruptcy proceeding. The Seoul Central District Court (Bankruptcy Division) appointed a bankruptcy trustee to dispose of Hanjin Shipping’s remaining assets and distribute the proceeds from the sale of such assets to Hanjin Shipping’s creditors according to their priorities.

On October 12, 2018 the First Instance Court of Seoul, issued its judgement on our submitted common benefit claim. Owners of the respective vessels were awarded with the total amount of \$6.1 million plus interest and legal costs. The common benefit claim applies to the unpaid charter hires plus other outstandings for the period from the date of Hanjin Shipping’s filing for bankruptcy until the termination notices for each respective charterparty.

The Bankruptcy Trustee of Hanjin Shipping filed an appeal to the High Court (an appellate court in South Korea). On February 13, 2019, the appellate court in South Korea dismissed the appeal filed by the Bankruptcy Trustee of Hanjin Shipping in its entirety upholding the judgement of the First Instance Court of Seoul. On February 28, 2019 the Bankruptcy Trustee of Hanjin Shipping filed an appeal to the Supreme Court of Korea against the judgement rendered by the appellate court in South Korea. On December 27, 2019 the Supreme Court of Korea dismissed the appeal file by the Bankruptcy Trustee of Hanjin Shipping and confirmed the claim amounting to \$6.1 million plus interest and legal costs amounting to approximately \$1.2 million, which were submitted by the Company.

The Company ceased recognizing revenue from Hanjin Shipping effective from July 1, 2016 onwards and recognized a bad debt expense amounting to \$15.8 million in its Consolidated Statements of Operations for the year ended December 31, 2016. The Company has a total unsecured claim submitted to the Seoul Central District Court for unpaid charter hire, charges, expenses and loss of profit against Hanjin Shipping totaling \$597.9 million, which is not recognized in the accompanying Consolidated Balance Sheet as of December 31, 2019 and 2018.



We have not been involved in any other legal proceedings that we believe would have a significant effect on our business, financial position, results of operations or liquidity, and we are not aware of any proceedings that are pending or threatened that may have a material effect on our business, financial position, results of operations or liquidity. From time to time, we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury and property casualty claims. We expect that these claims would be covered by insurance, subject to customary deductibles. However, those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

*Dividend Policy.* We have not paid a dividend since 2008, when our board of directors determined to suspend the payment of cash dividends as a result of market conditions in the international shipping industry. We were not permitted to pay dividends under our 2018 Credit Facilities until (1) we received in excess of \$50 million in net cash proceeds from offerings of common stock following the 2018 Refinancing, and (2) the payment in full of the first installment of amortization payable following the consummation of the 2018 Refinancing under each new credit facility. With the sale of our common stock in the public offering completed in December 2019, these conditions are fully satisfied and we will be permitted to pay dividends provided no event of default has occurred or would occur as a result of the payment of such dividend, and we remain in compliance with the financial and other covenants thereunder. To the extent our credit facilities permit us to pay dividends, any dividend payments will be subject to us having sufficient available excess cash and distributable reserves, and declaration and payment of any dividends will be at the discretion of our board of directors. We have not yet adopted a dividend policy with respect to future dividends. The timing and amount of dividend payments will be dependent upon our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our credit facilities, the provisions of Marshall Islands law affecting the payment of distributions to stockholders and other factors. Declaration and payment of any future dividend is subject to the discretion of our board of directors. We are a holding company, and we depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial obligations and to make any dividend payments. See “Item 3. Key Information—Risk Factors—Risks relating to our common stock” for a discussion of the risks related to dividend payments, if any.

After our initial public offering, we paid regular quarterly dividends from February 2007 to November 19, 2008. We paid no dividends in 2006 and, prior to our initial public offering, in 2005 we paid dividends of \$244.6 million to our stockholders from our retained earnings.

## **Item 9. The Offer and Listing**

Since our initial public offering in the United States in October 2006, our common stock has been listed on the New York Stock Exchange under the symbol “DAC.”

## **Item 10. Additional Information**

### **Share Capital**

On May 2, 2019, the Company effected a 1-for-14 reverse stock split of the issued and outstanding shares of common stock of the Company. The reverse stock split reduced the number of the Company’s outstanding shares of common stock from 213,324,455 to 15,237,456 on May 2, 2019 and affected all issued and outstanding shares of common stock. No fractional shares were issued in connection to the reverse stock split. Stockholders who would otherwise hold a fractional share of the Company’s common stock received a cash payment in lieu of such fractional share. The par value and other terms of the Company’s common stock were not affected by the reverse stock split.

Under our articles of incorporation, our authorized capital stock consists of 750,000,000 shares of common stock, \$0.01 par value per share, of which, as of December 31, 2019 and February 27, 2020, 24,789,312 shares were issued and outstanding, and 100,000,000 shares of blank check preferred stock,



\$0.01 par value per share, of which, as of December 31, 2019 and February 27, 2020, no shares were issued and outstanding. All of our shares of stock are in registered form.

### ***Common Stock***

Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Subject to preferences that may be applicable to any outstanding shares of preferred stock, holders of shares of common stock are entitled to receive ratably all dividends, if any, declared by our board of directors out of funds legally available for dividends. Holders of common stock do not have conversion, redemption or preemptive rights to subscribe to any of our securities. All outstanding shares of common stock are fully paid and nonassessable. The rights, preferences and privileges of holders of shares of common stock are subject to the rights of the holders of any shares of preferred stock which we may issue in the future.

### ***Blank Check Preferred Stock***

Under the terms of our articles of incorporation, our board of directors has authority, without any further vote or action by our stockholders, to issue up to 100,000,000 shares of blank check preferred stock.

### **Articles of Incorporation and Bylaws**

Our purpose is to engage in any lawful act or activity relating to the business of chartering, rechartering or operating containerships, drybulk carriers or other vessels or any other lawful act or activity customarily conducted in conjunction with shipping, and any other lawful act or activity approved by the board of directors. Our articles of incorporation and bylaws do not impose any limitations on the ownership rights of our stockholders.

Under our bylaws, annual stockholder meetings will be held at a time and place selected by our board of directors. The meetings may be held in or outside of the Marshall Islands. Special meetings may be called by the board of directors. Our board of directors may set a record date between 15 and 60 days before the date of any meeting to determine the stockholders that will be eligible to receive notice and vote at the meeting.

### ***Directors***

Our directors are elected by a plurality of the votes cast at each annual meeting of the stockholders by the holders of shares entitled to vote in the election. There is no provision for cumulative voting. The Stockholders Agreement entered into in connection with the 2018 Refinancing, described below under “—Stockholders Agreement”, contains certain provisions relating to the composition of our Board of Directors.

The board of directors may change the number of directors to not less than two, nor more than 15, by a vote of a majority of the entire board, subject to the terms of the Stockholders Agreement described below under “—Stockholders Agreement.” Each director shall be elected to serve until the third succeeding annual meeting of stockholders and until his or her successor shall have been duly elected and qualified, except in the event of death, resignation or removal. A vacancy on the board created by death, resignation, removal (which may only be for cause), or failure of the stockholders to elect the entire class of directors to be elected at any election of directors or for any other reason, may be filled only by an affirmative vote of a majority of the remaining directors then in office, even if less than a quorum, at any special meeting called for that purpose or at any regular meeting of the board of directors. The board of directors has the authority to fix the amounts which shall be payable to the members of our board of directors for attendance at any meeting or for services rendered to us.



### ***Dissenters' Rights of Appraisal and Payment***

Under the Marshall Islands Business Corporations Act, or the BCA, our stockholders have the right to dissent from various corporate actions, including any merger or sale of all or substantially all of our assets not made in the usual course of our business, and to receive payment of the fair value of their shares. However, the right of a dissenting stockholder under the BCA to receive payment of the fair value of such stockholder's shares is not available for the shares of any class or series of stock, which shares or depository receipts in respect thereof, at the record date fixed to determine the stockholders entitled to receive notice of and to vote at the meeting of the stockholders to act upon the agreement of merger or consolidation, were either (i) listed on a securities exchange or admitted for trading on an interdealer quotation system or (ii) held of record by more than 2,000 holders. The right of a dissenting stockholder to receive payment of the fair value of his or her shares shall not be available for any shares of stock of the constituent corporation surviving a merger if the merger did not require for its approval the vote of the stockholders of the surviving corporation. In the event of any further amendment of our articles of incorporation, a stockholder also has the right to dissent and receive payment for his or her shares if the amendment alters certain rights in respect of those shares. The dissenting stockholder must follow the procedures set forth in the BCA to receive payment. In the event that we and any dissenting stockholder fail to agree on a price for the shares, the BCA procedures involve, among other things, the institution of proceedings in the high court of the Republic of The Marshall Islands in which our Marshall Islands office is situated or in any appropriate jurisdiction outside the Marshall Islands in which our shares are primarily traded on a local or national securities exchange. The value of the shares of the dissenting stockholder is fixed by the court after reference, if the court so elects, to the recommendations of a court-appointed appraiser.

### ***Stockholders' Derivative Actions***

Under the BCA, any of our stockholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the stockholder bringing the action is a holder of common stock both at the time the derivative action is commenced and at the time of the transaction to which the action relates.

### ***Supermajority Stockholder Approval***

At the Company's 2018 annual meeting of stockholders on July 20, 2018, the Company's stockholders approved and adopted an amendment to the Company's Restated Articles of Incorporation to require supermajority stockholder approval to take certain actions, which amendment was filed with the Marshall Islands registrar of corporations and became effective on August 10, 2018, prior to the earlier to occur of (1) the fifth (5th) anniversary of the effective date of such amendment and (2) (x) the Company's lenders having the opportunity to register the common stock received by such lenders in the 2018 Refinancing pursuant to a shelf registration statement that has been declared effective by the SEC and (y) the consummation of sales of common stock with aggregate net proceeds to the Company of at least \$50.0 million following the 2018 Refinancing Closing Date. With the completion of the Company's common stock offering in the fourth quarter of 2019, the conditions in clause (2) were fully satisfied and these supermajority stockholder approval requirements ceased to apply.

### ***Anti-takeover Provisions of our Charter Documents***

Several provisions of our articles of incorporation and bylaws may have anti-takeover effects. These provisions are intended to avoid costly takeover battles, lessen our vulnerability to a hostile change of control and enhance the ability of our board of directors to maximize stockholder value in connection with any unsolicited offer to acquire us. However, these anti-takeover provisions, which are summarized below, could also discourage, delay or prevent (1) the merger or acquisition of our company by means



of a tender offer, a proxy contest or otherwise, that a stockholder may consider in its best interest and (2) the removal of incumbent officers and directors.

#### *Blank Check Preferred Stock*

Under the terms of our articles of incorporation, our board of directors has authority, without any further vote or action by our stockholders, to issue up to 100,000,000 shares of blank check preferred stock. Our board of directors may issue shares of preferred stock on terms calculated to discourage, delay or prevent a change of control of our company or the removal of our management.

#### *Classified Board of Directors*

Our articles of incorporation provide for a board of directors serving staggered, three-year terms. Approximately one-third of our board of directors will be elected each year. This classified board provision could discourage a third party from making a tender offer for our shares or attempting to obtain control of our company. It could also delay stockholders who do not agree with the policies of the board of directors from removing a majority of the board of directors for two years.

#### *Election and Removal of Directors*

Our articles of incorporation and bylaws prohibit cumulative voting in the election of directors. Our bylaws require parties other than the board of directors to give advance written notice of nominations for the election of directors. Our bylaws also provide that our directors may be removed only for cause and only upon the affirmative vote of the holders of at least 66⅔% of the outstanding shares of our capital stock entitled to vote for those directors. These provisions may discourage, delay or prevent the removal of incumbent officers and directors.

#### *Calling of Special Meetings of Stockholders*

Our bylaws provide that special meetings of our stockholders may be called by our board of directors.

#### *Advance Notice Requirements for Stockholder Proposals and Director Nominations*

Our bylaws provide that stockholders seeking to nominate candidates for election as directors or to bring business before an annual meeting of stockholders must provide timely notice of their proposal in writing to the corporate secretary.

Generally, to be timely, a stockholder's notice must be received at our principal executive offices not less than 90 days or more than 120 days prior to the first anniversary date of the previous year's annual meeting. If, however, the date of our annual meeting is more than 30 days before or 30 days after the first anniversary date of the previous year's annual meeting, a stockholder's notice must be received at our principal executive offices by the later of (i) the close of business on the 90th day prior to such annual meeting date or (ii) the close of business on the tenth day following the date on which such annual meeting date is first publicly announced or disclosed by us. Our bylaws also specify requirements as to the form and content of a stockholder's notice. These provisions may impede stockholders' ability to bring matters before an annual meeting of stockholders or to make nominations for directors at an annual meeting of stockholders.

#### *Business Combinations*

Although the BCA does not contain specific provisions regarding "business combinations" between companies organized under the laws of the Marshall Islands and "interested stockholders," we have included these provisions in our articles of incorporation. Specifically, our articles of incorporation



prohibit us from engaging in a “business combination” with certain persons for three years following the date the person becomes an interested stockholder. Interested stockholders generally include:

- any person who is the beneficial owner of 15% or more of our outstanding voting stock; or
- any person who is our affiliate or associate and who held 15% or more of our outstanding voting stock at any time within three years before the date on which the person’s status as an interested stockholder is determined, and the affiliates and associates of such person.

Subject to certain exceptions, a business combination includes, among other things:

- certain mergers or consolidations of us or any direct or indirect majority-owned subsidiary of ours;
- any sale, lease, exchange, mortgage, pledge, transfer or other disposition of our assets or of any subsidiary of ours having an aggregate market value equal to 10% or more of either the aggregate market value of all our assets, determined on a consolidated basis, or the aggregate value of all our outstanding stock;
- certain transactions that result in the issuance or transfer by us of any stock of the Company or any direct or indirect majority-owned subsidiary of the Company to the interested stockholder;
- any transaction involving us or any of our subsidiaries that has the effect of increasing the proportionate share of any class or series of stock, or securities convertible into any class or series of stock, of ours or any such subsidiary that is owned directly or indirectly by the interested stockholder or any affiliate or associate of the interested stockholder; and
- any receipt by the interested stockholder of the benefit directly or indirectly (except proportionately as a stockholder) of any loans, advances, guarantees, pledges or other financial benefits provided by or through us.

These provisions of our articles of incorporation do not apply to a business combination if:

- before a person became an interested stockholder, our board of directors approved either the business combination or the transaction in which the stockholder became an interested stockholder;
- upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, other than certain excluded shares;
- at or following the transaction in which the person became an interested stockholder, the business combination is approved by our board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of the holders of at least 66 $\frac{2}{3}$ % of our outstanding voting stock that is not owned by the interested stockholder;
- the stockholder was or became an interested stockholder prior to the consummation of our initial public offering of common stock under the Securities Act;
- a stockholder became an interested stockholder inadvertently and (i) as soon as practicable divests itself of ownership of sufficient shares so that the stockholder ceases to be an interested stockholder; and (ii) would not, at any time within the three-year period immediately prior to a business combination between our company and such stockholder, have been an interested stockholder but for the inadvertent acquisition of ownership; or
- the business combination is proposed prior to the consummation or abandonment of and subsequent to the earlier of the public announcement or the notice required under our articles



of incorporation which (i) constitutes one of the transactions described in the following sentence; (ii) is with or by a person who either was not an interested stockholder during the previous three years or who became an interested stockholder with the approval of the board; and (iii) is approved or not opposed by a majority of the members of the board of directors then in office (but not less than one) who were directors prior to any person becoming an interested stockholder during the previous three years or were recommended for election or elected to succeed such directors by a majority of such directors. The proposed transactions referred to in the preceding sentence are limited to:

- (i) a merger or consolidation of our company (except for a merger in respect of which, pursuant to the BCA, no vote of the stockholders of our company is required);
- (ii) a sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), whether as part of a dissolution or otherwise, of assets of our company or of any direct or indirect majority-owned subsidiary of our company (other than to any direct or indirect wholly-owned subsidiary or to our company) having an aggregate market value equal to 50% or more of either that aggregate market value of all of the assets of our company determined on a consolidated basis or the aggregate market value of all the outstanding shares; or
- (iii) a proposed tender or exchange offer for 50% or more of our outstanding voting stock.

### **Stockholders Agreement**

We entered into a Stockholders Agreement (the “Stockholders Agreement”) with those lenders that received shares of common stock in connection with the 2018 Refinancing and DIL, as described below.

- *Board of Directors.* The Stockholders Agreement provides that our board of directors is required to consist of up to nine directors and that a majority of the board be “independent” under NYSE rules.
- *Tag-Along Rights.* The Stockholders Agreement provided for “tag-along” rights in connection with certain sales of our common stock by DIL or its affiliates, until (i) such time as all of the stockholders party to the Stockholders Agreement have had the opportunity to register their shares on an effective shelf registration statement filed with the SEC and (ii) the completion of a registered offering of common stock resulting in net proceeds to us of at least \$50 million following the 2018 Refinancing Closing Date, which conditions described in clauses (i) and (ii) were satisfied with the completion of our underwritten public offering of common stock in December 2019.
- *Purchases of Common Stock by DIL.* The Stockholders Agreement provides that in the event DIL or any of its affiliates makes any offer to purchase any common stock from any stockholder party to the Stockholders Agreement (other than DIL or its affiliates, or offers made to all stockholders), DIL or such affiliate must also offer to purchase, on the same terms, the common stock owned by each stockholder party to the Stockholders Agreement, on a pro rata basis based on the ownership of common stock of stockholders exercising this right.
- *Dividend Reinvestment Commitment by DIL.* The Stockholders Agreement includes an undertaking by DIL that, until the earlier of the repayment or refinancing in full of the 2018 Credit Facilities and June 30, 2024, it will, within six months of receipt of dividend payments from us, either (i) reinvest 50% of all such cash dividends in the manner described below, or (ii) place such amount into escrow to be released only for the purpose of such reinvestments or to DIL at the repayment or refinancing in full of all our 2018 Credit Facilities. Such reinvestments will be made by way of a subscription for common stock in a public offering by us



at the price offered to the public in such offering (as determined by a committee of our board of directors comprising solely of disinterested independent directors) or, if there is no such public offering during that six (6) month period, in a private placement at a price no less than the volume weighted average trading price of our common stock on the NYSE over the consecutive thirty (30) trading day period prior to one business day prior to the closing of such private placement which price may be decreased by a committee of the Board of Directors of the Company comprised solely of disinterested independent directors for so long as such price is at least equal to (or greater than) the implied net asset value per share of the Company upon consummation of the private placement. The shares so issued will benefit from registration rights under the Registration Rights Agreement, described below, subject to certain limitations.

- *Right to Participate in Certain Equity Offerings.* Our lenders receiving shares of common stock in connection with the 2018 Refinancing, as well as DIL, have the right to participate as a purchaser in any primary offering of shares by us, unless such holder is selling concurrently with such offering, on a pro rata basis based on the respective holder's percentage share ownership of common stock at the time of such offering, subject to customary exceptions, including for share issuances pursuant to equity compensation arrangements or as acquisition consideration.

## **Material Contracts**

For a summary of the following agreements, please see the specified section of this Annual Report on Form 20-F. Such summaries are not intended to be complete and reference is made to the contracts themselves, which are exhibits to this Annual Report on Form 20-F.

*Amended and Restated Management Agreement.* For a description of the Amended and Restated Management Agreement, dated August 10, 2018, between Danaos Shipping Company Limited and Danaos Corporation, please see "Item 7. Major Shareholders and Related Party Transactions—Management Agreement."

*Amended and Restated Restrictive Covenant Agreement.* For a description of the Amended and Restated Restrictive Covenant Agreement, dated August 10, 2018, between Danaos Corporation, DIL and Dr. John Coustas, please see "Item 7. Major Shareholders and Related Party Transactions—Non-competition."

*Stockholders Agreement.* For a description of the Stockholders Agreement, dated as of August 10, 2018, by and among the Company, the lenders party thereto and DIL, please see "Item 10. Additional Information—Stockholders Agreement."

*Contribution Agreement.* For a description of the Contribution Agreement, dated as of August 10, 2018, by and between the Company and DIL, please see "Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions—Contribution Agreement; Subordinated Loan Agreement."

*Subordinated Loan Agreement.* For a description of the Subordinated Loan Agreement, dated as of August 10, 2018, between the Company and DIL, please see "Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions—Contribution Agreement; Subordinated Loan Agreement."

*Backstop Agreement.* For a description of the Backstop Agreement, dated as of August 10, 2018, by and among the Company, DIL and Danaos Shipping Company Limited, please see "Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions—Backstop Agreement."

*Registration Rights Agreement.* We entered into a registration rights agreement, dated as of August 10, 2018, with those lenders which received common stock in the 2018 Refinancing and DIL



(the “Registration Rights Agreement”), pursuant to which we agreed to register for resale under the Securities Act the common stock held by DIL, the common stock issued to such lenders in the 2018 Refinancing, as well as shares issued to DIL pursuant to the Backstop Agreement and its dividend reinvestment obligation described in “Item 10. Additional Information—Stockholders Agreement”, subject to the limitations contained therein. The Registration Rights Agreement requires us to file with the SEC a shelf registration statement to register resales of common stock received by such lenders and DIL and to use our commercially reasonable efforts to request the SEC declare it effective no later than 90 days after the 2018 Refinancing Closing Date and maintain its effectiveness. Pursuant to this obligation, we filed a shelf registration statement with the SEC covering all of the shares of common stock received by the lenders in the 2018 Refinancing, which was declared effective by the SEC on September 13, 2018. The Registration Rights Agreement also includes provisions, effective from 90 days after the Follow-on Equity Raise until the date five years after the occurrence of the Follow-on Equity Raise: (1) providing for demand registration rights in the event there is not an effective shelf registration statement at the time, (2) requiring us to provide customary marketing assistance and cooperation in connection with any “shelf take-down” offering requested in accordance with the terms thereof and (3) providing for piggyback registration rights, with customary cutbacks, with respect to such securities.

*Gemini Shareholders Agreement.* For a description of the Shareholders Agreement, dated as of August 5, 2015, by and among Gemini Shipholdings Corporation, the Company and Virage International Ltd., please see “Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions—Gemini Shipholdings Corporation.”

*Credit Facilities.* Amendment and Restatement Agreement, dated July 31, 2018, by and among Danaos Corporation, as Borrower, arranged by Aegean Baltic Bank S.A. and HSH Nordbank AG, as Arrangers, with Aegean Baltic Bank S.A., as Agent and Aegean Baltic Bank S.A., as Security Agent, please see “Item 5. Operating and Financial Review and Prospects—2018 Refinancing and 2018 Credit Facilities”.

Amendment and Restatement Agreement in respect of the Facility Agreement dated February 20, 2007 included therein, dated August 1, 2018, by and among Danaos Corporation, as Borrower and its subsidiaries and The Royal Bank of Scotland PLC and Natwest Markets PLC, please see “Item 5. Operating and Financial Review and Prospects—2018 Refinancing and 2018 Credit Facilities”.

## **Exchange Controls and Other Limitations Affecting Stockholders**

Under Marshall Islands law, there are currently no restrictions on the export or import of capital, including foreign exchange controls or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our common stock.

We are not aware of any limitations on the rights to own our common stock, including rights of non-resident or foreign stockholders to hold or exercise voting rights on our common stock, imposed by foreign law or by our articles of incorporation or bylaws.

## **Tax Considerations**

### *Marshall Islands Tax Considerations*

We are a Marshall Islands corporation. Because we do not, and we do not expect that we will, conduct business or operations in the Marshall Islands, under current Marshall Islands law we are not subject to tax on income or capital gains and our stockholders will not be subject to Marshall Islands taxation or withholding on dividends and other distributions, including upon a return of capital, we make to our stockholders. In addition, our stockholders, who do not reside in, maintain offices in or engage in business in the Marshall Islands, will not be subject to Marshall Islands stamp, capital gains



or other taxes on the purchase, ownership or disposition of common stock, and such stockholders will not be required by the Republic of The Marshall Islands to file a tax return relating to the common stock.

Each stockholder is urged to consult their tax counsel or other advisor with regard to the legal and tax consequences, under the laws of pertinent jurisdictions, including the Marshall Islands, of their investment in us. Further, it is the responsibility of each stockholder to file all state, local and non-U.S., as well as U.S. federal tax returns that may be required of them.

### ***Liberian Tax Considerations***

The Republic of Liberia enacted a new income tax act effective as of January 1, 2001 (the “New Act”). In contrast to the income tax law previously in effect since 1977, the New Act does not distinguish between the taxation of “non-resident” Liberian corporations, such as our Liberian subsidiaries, which conduct no business in Liberia and were wholly exempt from taxation under the prior law, and “resident” Liberian corporations which conduct business in Liberia and are (and were under the prior law) subject to taxation.

The New Act was amended by the Consolidated Tax Amendments Act of 2011, which was published and became effective on November 1, 2011 (the “Amended Act”). The Amended Act specifically exempts from taxation non-resident Liberian corporations such as our Liberian subsidiaries that engage in international shipping (and are not engaged in shipping exclusively within Liberia) and that do not engage in other business or activities in Liberia other than those specifically enumerated in the Amended Act. In addition, the Amended Act made such exemption from taxation retroactive to the effective date of the New Act.

If, however, our Liberian subsidiaries were subject to Liberian income tax under the Amended Act, they would be subject to tax at a rate of 35% on their worldwide income. As a result, their, and subsequently our, net income and cash flow would be materially reduced. In addition, as the ultimate shareholder of the Liberian subsidiaries we would be subject to Liberian withholding tax on dividends paid by our Liberian subsidiaries at rates ranging from 15% to 20%.

### ***United States Federal Income Tax Considerations***

The following discussion of United States federal income tax matters is based on the Internal Revenue Code of 1986, or the Code, judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the United States Department of the Treasury, all of which are in effect and available and subject to change, possibly with retroactive effect. Except as otherwise noted, this discussion is based on the assumption that we will not maintain an office or other fixed place of business within the United States. We have no current intention of maintaining such an office. References in this discussion to “we” and “us” are to Danaos Corporation and its subsidiaries on a consolidated basis, unless the context otherwise requires.

#### ***United States Federal Income Taxation of Our Company***

##### ***Taxation of Operating Income: In General***

Unless exempt from United States federal income taxation under the rules discussed below, a foreign corporation is subject to United States federal income taxation in respect of any income that is derived from the use of vessels, from the hiring or leasing of vessels for use on a time, operating or bareboat charter basis, from the participation in a pool, partnership, strategic alliance, joint operating agreement or other joint venture it directly or indirectly owns or participates in that generates such income, or from the performance of services directly related to those uses, which we refer to as “shipping income,” to the extent that the shipping income is derived from sources within the United



States. For these purposes, 50% of shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States constitutes income from sources within the United States, which we refer to as “United States-source shipping income.”

Shipping income attributable to transportation that both begins and ends in the United States is generally considered to be 100% from sources within the United States. We do not expect to engage in transportation that produces income which is considered to be 100% from sources within the United States.

Shipping income attributable to transportation exclusively between non-United States ports is generally considered to be 100% derived from sources outside the United States. Shipping income derived from sources outside the United States will not be subject to any United States federal income tax.

In the absence of exemption from tax under Section 883 of the Code, our gross United States-source shipping income and that of our vessel-owning or vessel-operating subsidiaries, unless determined to be effectively connected with the conduct of a United States trade or business, as described below, would be subject to a 4% tax imposed without allowance for deductions as described below.

#### *Exemption of Operating Income from United States Federal Income Taxation*

Under Section 883 of the Code, we and our vessel-owning or vessel-operating subsidiaries will be exempt from United States federal income taxation on United States-source shipping income if:

- (1) we and such subsidiaries are organized in foreign countries (our “countries of organization”) that grant an “equivalent exemption” to corporations organized in the United States; and
- (2) either
  - (A) more than 50% of the value of our stock is owned, directly or indirectly, by individuals who are “residents” of our country of organization or of another foreign country that grants an “equivalent exemption” to corporations organized in the United States, which we refer to as the “50% Ownership Test”; or
  - (B) our stock is “primarily and regularly traded on an established securities market” in our country of organization, in another country that grants an “equivalent exemption” to United States corporations, or in the United States, which we refer to as the “Publicly-Traded Test.”

We believe, based on Revenue Ruling 2008-17, 2008-12 IRB 626, and, in the case of the Marshall Islands, an exchange of notes between the United States and the Marshall Islands, 1990-2 C.B. 321, in the case of Liberia, an exchange of notes between the United States and Liberia, 1988-1 C.B. 463, in the case of Cyprus, an exchange of notes between the United States and Cyprus, 1989-2 C.B. 332 and, in the case of Malta, an exchange of notes between the United States and Malta, 1997-1 C.B. 314, (each an “Exchange of Notes”), that the Marshall Islands, Liberia, Cyprus and Malta, the jurisdictions in which we and our vessel-owning and vessel-operating subsidiaries are incorporated, grant an “equivalent exemption” to United States corporations. Therefore, we believe that we and our vessel-owning and vessel-operating subsidiaries will be exempt from United States federal income taxation with respect to United States-source shipping income if either the 50% Ownership Test or the Publicly-Traded Test is met. While we believe that we have previously satisfied the 50% Ownership Test, it may be difficult for us to continue to satisfy the 50% Ownership Test due to the public trading of our stock, following the consummation of the 2018 Refinancing, because the 883 Trust no longer owns more than 50% of our shares. Our ability to satisfy the Publicly-Traded Test is discussed below.



The Section 883 regulations provide, in pertinent part, that stock of a foreign corporation will be considered to be “primarily traded” on an established securities market in a particular country if the number of shares of each class of stock that are traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that are traded during that year on established securities markets in any other single country. For 2019, our common stock, which is the sole class of our issued and outstanding stock, was “primarily traded” on the New York Stock Exchange. We expect that that will also be the case for subsequent taxable years, but no assurance can be given that this will be the case, or that we otherwise will be eligible for the Publicly-Traded Test.

Under the regulations, our common stock will be considered to be “regularly traded” on an established securities market if one or more classes of our stock representing more than 50% of our outstanding shares, by total combined voting power of all classes of stock entitled to vote and total value, is listed on the market. We refer to this as the “listing threshold”. Since our common stock is our sole class of stock we satisfied the listing threshold for 2019 and expect to continue to do so for subsequent taxable years.

It is further required that with respect to each class of stock relied upon to meet the listing threshold (i) such class of the stock is traded on the market, other than in minimal quantities, on at least 60 days during the taxable year or  $\frac{1}{2}$  of the days in a short taxable year; and (ii) the aggregate number of shares of such class of stock traded on such market is at least 10% of the average number of shares of such class of stock outstanding during such year or as appropriately adjusted in the case of a short taxable year. We believe that we satisfied the trading frequency and trading volume tests for 2019. We expect to continue to satisfy these requirements for subsequent taxable years, but no assurance can be given that this will be the case. Even if this were not the case, the regulations provide that the trading frequency and trading volume tests will be deemed satisfied if, as was the case for 2019 and may be the case with our common stock for subsequent taxable years, such class of stock is traded on an established market in the United States and such stock is regularly quoted by dealers making a market in such stock.

Notwithstanding the foregoing, the regulations provide, in pertinent part, that a class of our stock will not be considered to be “regularly traded” on an established securities market for any taxable year in which 50% or more of such class of our outstanding shares of the stock is owned, actually or constructively under specified stock attribution rules, on more than half the days during the taxable year by persons who each own 5% or more of the value of such class of our outstanding stock, which we refer to as the “5 Percent Override Rule.”

For purposes of being able to determine the persons who own 5% or more of our stock, or “5% Stockholders,” the regulations permit us to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the United States Securities and Exchange Commission, or the “SEC,” as having a 5% or more beneficial interest in our common stock. The regulations further provide that an investment company which is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% Stockholder for such purposes.

More than 50% of our shares of common stock may be owned, by 5% stockholders. For any period that this is the case, we will be subject to the 5% Override Rule unless we can establish that among the shares included in the closely-held block of our shares of common stock there are a sufficient number of shares of common stock that are owned or treated as owned by “qualified stockholders” such that the shares of common stock included in such block that are not so treated could not constitute 50% or more of the shares of our common stock for more than half the number of days during the taxable year. In order to establish this, such qualified stockholders would have to comply with certain documentation and certification requirements designed to substantiate their identity as qualified stockholders. For these purposes, a “qualified stockholder” includes (i) an



individual that owns or is treated as owning shares of our common stock and is a resident of a jurisdiction that provides an exemption that is equivalent to that provided by Section 883 of the Code and (ii) certain other persons. There can be no assurance that we will not be subject to the 5 Percent Override Rule with respect to any taxable year.

Approximately 31.2% of our shares will be treated, under applicable attribution rules, as owned by the 883 Trust whose ownership of our shares will be attributed, during his lifetime, to John Coustas, our chief executive officer, for purposes of Section 883. Dr. Coustas has entered into an agreement with us regarding his compliance, and the compliance of certain entities that he controls and through which he owns our shares, with the certification requirements designed to substantiate status as qualified stockholders. In certain circumstances, including circumstances where Dr. Coustas ceases to be a “qualified stockholder” or where the 883 Trust transfers some or all of our shares that it holds, Dr. Coustas’ compliance, and the compliance of certain entities that he controls or through which he owns our shares, with the terms of the agreement with us will not enable us to satisfy the requirements for the benefits of Section 883. Following Dr. Coustas’ death, there can be no assurance that our shares that are treated, under applicable attribution rules, as owned by the 883 Trust will be treated as owned by a “qualified stockholder” or that any “qualified stockholder” to whom ownership of all or a portion of such ownership is attributed will comply with the ownership certification requirements under Section 883.

Accordingly, there can be no assurance that we or any of our vessel-owning or vessel-operating subsidiaries will qualify for the benefits of Section 883 for any taxable year.

To the extent the benefits of Section 883 are unavailable, our U.S.-source shipping income, to the extent not considered to be “effectively connected” with the conduct of a United States trade or business, as described below, would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions. Since, under the sourcing rules described above, we expect that no more than 50% of our shipping income would be treated as being derived from United States sources, we expect that the maximum effective rate of United States federal income tax on our gross shipping income would never exceed 2% under the 4% gross basis tax regime. Many of our charters contain provisions obligating the charter to reimburse us for amounts paid in respect of the 4% tax with respect to the activities of the vessel subject to the charter.

To the extent the benefits of the Section 883 exemption are unavailable and our United States-source shipping income is considered to be “effectively connected” with the conduct of a United States trade or business, as described below, any such “effectively connected” U.S.-source shipping income, net of applicable deductions, would be subject to the United States federal corporate income tax currently imposed at rates of up to 21%. In addition, we may be subject to the 30% “branch profits” taxes on earnings effectively connected with the conduct of such trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of our United States trade or business.

Our U.S.-source shipping income, other than leasing income, will be considered “effectively connected” with the conduct of a United States trade or business only if:

- we have, or are considered to have, a fixed place of business in the United States involved in the earning of shipping income; and
- substantially all (at least 90%) of our U.S.-source shipping income, other than leasing income, is attributable to regularly scheduled transportation, such as the operation of a vessel that follows a published schedule with repeated sailings at regular intervals between the same points for operating that begin or end in the United States.



Our U.S.-source shipping income from leasing will be considered “effectively connected” with the conduct of a U.S. trade or business only if:

- we have, or are considered to have a fixed place of business in the United States that is involved in the meaning of such leasing income; and
- substantially all (at least 90%) of our U.S.-source shipping income from leasing is attributable to such fixed place of business.

For these purposes, leasing income is treated as attributable to a fixed place of business where such place of business is a material factor in the realization of such income and such income is realized in the ordinary course of business carried on through such fixed place of business. Based on the foregoing and on the expected mode of our shipping operations and other activities, we believe that none of our U.S.-source shipping income will be “effectively connected” with the conduct of a U.S. trade or business.

#### *United States Taxation of Gain on Sale of Vessels*

Regardless of whether we qualify for exemption under Section 883, we will not be subject to United States federal income taxation with respect to gain realized on a sale of a vessel, provided the sale is considered to occur outside of the United States under United States federal income tax principles. In general, a sale of a vessel will be considered to occur outside of the United States for this purpose if title to the vessel, and risk of loss with respect to the vessel, pass to the buyer outside of the United States. It is expected that any sale of a vessel will be so structured that it will be considered to occur outside of the United States unless any gain from such sale is expected to qualify for exemption under Section 883.

#### *United States Federal Income Taxation of United States Holders*

As used herein, the term “United States Holder” means a beneficial owner of common stock that is a United States citizen or resident, United States corporation or other United States entity taxable as a corporation, an estate the income of which is subject to United States federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust. The discussion that follows deals only with common stock that are held by a United States Holder as capital assets, and does not address the treatment of United States Holders that are subject to special tax rules.

If a partnership holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. Partners in a partnership holding our common stock are encouraged to consult their tax advisor.

#### *Distributions with Respect to Common Stock*

Subject to the discussion of passive foreign investment companies, or PFICs, below, any distributions made by us with respect to our common stock to a United States Holder will generally constitute dividends, which may be taxable as ordinary income or “qualified dividend income” as described in more detail below, to the extent of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Distributions in excess of our earnings and profits will be treated first as a nontaxable return of capital to the extent of the United States Holder’s tax basis in his or her or its common stock on a dollar for dollar basis and thereafter as capital gain. Because we are not a United States corporation, United States Holders that are corporations will not be entitled to claim a dividends received deduction with respect to any distributions they receive from us. Dividends paid with respect to our common stock will generally be



treated as passive category income or, in the case of certain types of United States Holders, general category income for purposes of computing allowable foreign tax credits for United States foreign tax credit purposes. Dividends paid on our common stock to a United States Holder who is an individual, trust or estate (a “United States Individual Holder”) should be treated as “qualified dividend income” that is taxable to such United States Individual Holders at preferential tax rates provided that (1) the common stock is readily tradable on an established securities market in the United States (such as the New York Stock Exchange); (2) we are not a PFIC for the taxable year during which the dividend is paid or the immediately preceding taxable year (see the discussion below under “—PFIC Status and Material U.S. Federal Tax Consequences”); and (3) the United States Individual Holder owns the common stock for more than 60 days in the 121-day period beginning 60 days before the date on which the common stock becomes ex-dividend. Special rules may apply to any “extraordinary dividend”. Generally, an extraordinary dividend is a dividend in an amount which is equal to or in excess of ten percent of a stockholder’s adjusted basis (or fair market value in certain circumstances) in a share of common stock paid by us. If we pay an “extraordinary dividend” on our common stock that is treated as “qualified dividend income,” then any loss derived by a United States Individual Holder from the sale or exchange of such common stock will be treated as long-term capital loss to the extent of such dividend.

There is no assurance that any dividends paid on our common stock will be eligible for these preferential rates in the hands of a United States Individual Holder. Any dividends paid by us which are not eligible for these preferential rates will be taxed to a United States Individual Holder at the standard ordinary income rates.

Legislation has been previously introduced that would deny the preferential rate of federal income tax currently imposed on qualified dividend income with respect to dividends received from a non-U.S. corporation, unless the non-U.S. corporation either is eligible for the benefits of a comprehensive income tax treaty with the United States or is created or organized under the laws of a foreign country which has a comprehensive income tax system. Because the Marshall Islands has not entered into a comprehensive income tax treaty with the United States and imposes only limited taxes on corporations organized under its laws, it is unlikely that we could satisfy either of these requirements. Consequently, if this legislation were enacted in its current form the preferential rate of federal income tax described above may no longer be applicable to dividends received from us. As of the date hereof, it is not possible to predict with certainty whether or in what form legislation of this sort might be proposed, or enacted.

#### *Sale, Exchange or other Disposition of Common Stock*

Assuming we do not constitute a PFIC for any taxable year, a United States Holder generally will recognize taxable gain or loss upon a sale, exchange or other disposition of our common stock in an amount equal to the difference between the amount realized by the United States Holder from such sale, exchange or other disposition and the United States Holder’s tax basis in such stock. Such gain or loss will be treated as long-term capital gain or loss if the United States Holder’s holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as United States-source income or loss, as applicable, for United States foreign tax credit purposes. A United States Holder’s ability to deduct capital losses is subject to certain limitations.

#### *PFIC Status and Material U.S. Federal Tax Consequences*

Special United States federal income tax rules apply to a United States Holder that holds stock in a foreign corporation classified as a passive foreign investment company, or PFIC, for United States



federal income tax purposes. In general, we will be treated as a PFIC in any taxable year in which, after applying certain look-through rules, either:

- at least 75% of our gross income for such taxable year consists of passive income (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business); or
- at least 50% of the average value of our assets during such taxable year produce, or are held for the production of, passive income.

For purposes of determining whether we are a PFIC, we will be treated as earning and owning our proportionate share of the income and assets, respectively, of any of our subsidiary corporations in which we own at least 25% of the value of the subsidiary's stock. Income earned, or deemed earned, by us in connection with the performance of services will not constitute passive income. By contrast, rental income will generally constitute "passive income" unless we are treated under specific rules as deriving our rental income in the active conduct of a trade or business.

We may hold, directly or indirectly, interests in other entities that are PFICs ("Subsidiary PFICs"). If we are a PFIC, each United States Holder will be treated as owning its pro-rata share by value of the stock of any such Subsidiary PFICs.

While there are legal uncertainties involved in this determination, we believe that we should not be treated as a PFIC for the taxable year ended December 31, 2019. We believe that, although there is no legal authority directly on point, the gross income that we derive from time chartering activities of our subsidiaries should constitute services income rather than rental income. Consequently, such income should not constitute passive income and the vessels that we or our subsidiaries operate in connection with the production of such income should not constitute passive assets for purposes of determining whether we are a PFIC. The characterization of income from time charters, however, is uncertain. Although there is older legal authority supporting this position consisting of case law and Internal Revenue Service, or IRS, pronouncements concerning the characterization of income derived from time charters as services income for other tax purposes, the United States Court of Appeals for the Fifth Circuit held in *Tidewater Inc. and Subsidiaries v. United States*, 565 F.3d 299; (5th Cir. 2009), that income derived from certain time chartering activities should be treated as rental income rather than services income for purposes of the "foreign sales corporation" rules under the Code. The IRS has stated that it disagrees with and will not acquiesce to the *Tidewater* decision, and in its discussion stated that the time charters at issue in *Tidewater* would be treated as producing services income for PFIC purposes. However, the IRS's statement with respect to the *Tidewater* decision was an administrative action that cannot be relied upon or otherwise cited as precedent by taxpayers. Consequently, in the absence of any binding legal authority specifically relating to the statutory provisions governing PFICs, there can be no assurance that the IRS or a court would agree with the *Tidewater* decision. However, if the principles of the *Tidewater* decision were applicable to our time charters, we would likely be treated as a PFIC. Moreover, although we intend to conduct our affairs in a manner to avoid being classified as a PFIC, we cannot assure you that the nature of our assets, income and operations will not change, or that we can avoid being treated as a PFIC for any taxable year.

If we were to be treated as a PFIC for any taxable year, a United States Holder would be required to file an annual report with the IRS for that year with respect to such holder's common stock. In addition, as discussed more fully below, if we were to be treated as a PFIC for any taxable year, a United States Holder of our common stock would be subject to different taxation rules depending on whether the United States Holder makes an election to treat us as a "Qualified Electing Fund," which election we refer to as a "QEF election." As an alternative to making a QEF election, a United States Holder should be able to make a "mark-to-market" election with respect to our common stock, as discussed below.



#### *Taxation of United States Holders Making a Timely QEF Election*

If a United States Holder makes a timely QEF election with respect to our common stock, which United States Holder we refer to as an “Electing Holder,” for United States federal income tax purposes each year the Electing Holder must report his, her or its pro-rata share of our ordinary earnings and our net capital gain, if any, for our taxable year that ends with or within the taxable year of the Electing Holder, regardless of whether or not distributions were received from us by the Electing Holder. Generally, a QEF election should be made on or before the due date for filing the electing United States Holder’s U.S. federal income tax return for the first taxable year in which our common stock is held by such United States Holder and we are classified as a PFIC. The Electing Holder’s adjusted tax basis in the common stock would be increased to reflect taxed but undistributed earnings and profits. Distributions of earnings and profits that had been previously taxed would result in a corresponding reduction in the adjusted tax basis in the common stock and would not be taxed again once distributed. An Electing Holder would generally recognize capital gain or loss on the sale, exchange or other disposition of our common stock. A United States Holder would make a QEF election with respect to any year that our company and any Subsidiary PFIC are treated as PFICs by filing one copy of IRS Form 8621 with his, her or its United States federal income tax return and a second copy in accordance with the instructions to such form. If we were to become aware that we were to be treated as a PFIC for any taxable year, we would notify all United States Holders of such treatment and would provide all necessary information to any United States Holder who requests such information in order to make the QEF election described above with respect to our common stock and the stock of any Subsidiary PFIC.

#### *Taxation of United States Holders Making a “Mark-to-Market” Election*

Alternatively, if we were to be treated as a PFIC for any taxable year and, as we anticipate, our common stock is treated as “marketable stock,” a United States Holder of our common stock would be allowed to make a “mark-to-market” election with respect to our common stock, provided the United States Holder completes and files IRS Form 8621 in accordance with the relevant instructions and related Treasury Regulations. If that election is made, the United States Holder generally would include as ordinary income in each taxable year the excess, if any, of the fair market value of the common stock at the end of the taxable year over such holder’s adjusted tax basis in the common stock. The United States Holder also would be permitted an ordinary loss in respect of the excess, if any, of the United States Holder’s adjusted tax basis in the common stock over its fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A United States Holder’s tax basis in his, her or its common stock would be adjusted to reflect any such income or loss amount. Gain realized on the sale, exchange or other disposition of our common stock would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common stock would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by the United States Holder. A mark-to-market election under the PFIC rules with respect to our common stock would not apply to a Subsidiary PFIC, and a United States Holder would not be able to make such a mark-to-market election in respect of its indirect ownership interest in that Subsidiary PFIC. Consequently, United States Holders of our common stock could be subject to the PFIC rules with respect to income of the Subsidiary PFIC, the value of which already had been taken into account indirectly via mark-to-market adjustments.

#### *Taxation of United States Holders Not Making a Timely QEF or Mark-to-Market Election*

Finally, if we were treated as a PFIC for any taxable year, a United States Holder who does not make either a QEF election or a “mark-to-market” election for that year, whom we refer to as a “Non-Electing Holder,” would be subject to special rules with respect to (1) any excess distribution



(i.e., the portion of any distributions received by the Non-Electing Holder on our common stock in a taxable year in excess of 125% of the average annual distributions received by the Non-Electing Holder in the three preceding taxable years, or, if shorter, the Non-Electing Holder's holding period for the common stock) and (2) any gain realized on the sale, exchange or other disposition of our common stock. Under these special rules:

- the excess distribution or gain would be allocated ratably over the Non-Electing Holder's aggregate holding period for the common stock;
- the amount allocated to the current taxable year or to any portion of the United States Holder's holding period prior to the first taxable year for which we were a PFIC would be taxed as ordinary income; and
- the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

If we were treated as a PFIC for any taxable year, a U.S. Holder that owns our shares would be required to file an annual information return with the IRS reflecting such ownership, regardless of whether a QEF election or a mark-to-market election had been made.

If a United States Holder held our common stock during a period when we were treated as a PFIC but the United States Holder did not have a QEF election in effect with respect to us, then in the event that we failed to qualify as a PFIC for a subsequent taxable year, the United States Holder could elect to cease to be subject to the rules described above with respect to those shares by making a "deemed sale" or, in certain circumstances, a "deemed dividend" election with respect to our common stock. If the United States Holder makes a deemed sale election, the United States Holder will be treated, for purposes of applying the rules described in the preceding paragraph, as having disposed of our common stock for their fair market value on the last day of the last taxable year for which we qualified as a PFIC (the "termination date"). The United States Holder would increase his, her or its basis in such common stock by the amount of the gain on the deemed sale described in the preceding sentence. Following a deemed sale election, the United States Holder would not be treated, for purposes of the PFIC rules, as having owned the common stock during a period prior to the termination date when we qualified as a PFIC.

If we were treated as a "controlled foreign corporation" for United States tax purposes for the taxable year that included the termination date, then a United States Holder could make a deemed dividend election with respect to our common stock. If a deemed dividend election is made, the United States Holder is required to include in income as a dividend his, her or its pro-rata share (based on all of our stock held by the United States Holder, directly or under applicable attribution rules, on the termination date) of our post-1986 earnings and profits as of the close of the taxable year that includes the termination date (taking only earnings and profits accumulated in taxable years in which we were a PFIC into account). The deemed dividend described in the preceding sentence is treated as an excess distribution for purposes of the rules described in the second preceding paragraph. The United States Holder would increase his, her or its basis in our common stock by the amount of the deemed dividend. Following a deemed dividend election, the United States Holder would not be treated, for purposes of the PFIC rules, as having owned the common stock during a period prior to the termination date when we qualified as a PFIC. For purposes of determining whether the deemed dividend election is available, we will generally be treated as a controlled foreign corporation for a taxable year when, at any time during that year, United States persons, each of whom owns, directly or under applicable attribution rules, common stock having 10% or more of the total voting power of our common stock, in the aggregate own, directly or under applicable attribution rules, shares representing more than 50% of the voting power or value of our common stock.



A deemed sale or deemed dividend election must be made on the United States Holder's original or amended return for the shareholder's taxable year that includes the termination date and, if made on an amended return, such amended return must be filed not later than the date that is three years after the due date of the original return for such taxable year. Special rules apply where a person is treated, for purposes of the PFIC rules, as indirectly owning our common stock.

#### ***United States Federal Income Taxation of "Non-United States Holders"***

A beneficial owner of common stock that is not a United States Holder and is not treated as a partnership for United States federal income tax purposes is referred to herein as a "Non-United States Holder."

#### ***Dividends on Common Stock***

Non-United States Holders generally will not be subject to United States federal income tax or withholding tax on dividends received from us with respect to our common stock, unless that income is effectively connected with the Non-United States Holder's conduct of a trade or business in the United States. If the Non-United States Holder is entitled to the benefits of a United States income tax treaty with respect to those dividends, that income generally is taxable only if it is attributable to a permanent establishment maintained by the Non-United States Holder in the United States.

#### ***Sale, Exchange or Other Disposition of Common Stock***

Non-United States Holders generally will not be subject to United States federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common stock unless:

- the gain is effectively connected with the Non-United States Holder's conduct of a trade or business in the United States. If the Non-United States Holder is entitled to the benefits of an income tax treaty with respect to that gain, that gain generally is taxable only if it is attributable to a permanent establishment maintained by the Non-United States Holder in the United States; or
- the Non-United States Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

If the Non-United States Holder is engaged in a United States trade or business for United States federal income tax purposes, the income from the common stock, including dividends (with respect to the common stock) and the gain from the sale, exchange or other disposition of the stock that is effectively connected with the conduct of that trade or business will generally be subject to regular United States federal income tax in the same manner as discussed in the previous section relating to the taxation of United States Holders. In addition, in the case of a corporate Non-United States Holder, such holder's earnings and profits that are attributable to the effectively connected income, which are subject to certain adjustments, may be subject to an additional branch profits tax at a rate of 30%, or at a lower rate as may be specified by an applicable income tax treaty.

#### ***Backup Withholding and Information Reporting***

In general, dividend payments, or other taxable distributions, made within the United States to a noncorporate United States holder will be subject to information reporting requirements and backup withholding tax if such holder:

- fails to provide an accurate taxpayer identification number;



- is notified by the IRS that it has failed to report all interest or dividends required to be shown on its federal income tax returns; or
- in certain circumstances, fails to comply with applicable certification requirements.

Non-United States Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on IRS Form W-8BEN, W-8ECI or W-8IMY, as applicable.

If a holder sells our common stock to or through a United States office or broker, the payment of the proceeds is subject to both United States backup withholding and information reporting unless the holder certifies that it is a non-United States person, under penalties of perjury, or the holder otherwise establishes an exemption. If a holder sells our common stock through a non-United States office of a non-United States broker and the sales proceeds are paid outside the United States, information reporting and backup withholding generally will not apply to that payment. However, United States information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made outside the United States, if a holder sells our common stock through a non-United States office of a broker that is a United States person or has some other contacts with the United States.

Backup withholding tax is not an additional tax. Rather, a holder generally may obtain a refund of any amounts withheld under backup withholding rules that exceed such stockholder's income tax liability by filing a refund claim with the IRS.

#### **Dividends and Paying Agents**

Not applicable.

#### **Statement by Experts**

Not applicable.

#### **Documents on Display**

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended. In accordance with these requirements, we file reports and other information as a foreign private issuer with the SEC. You may access our public filings and reports and other information regarding registrants, including us, that file electronically with the SEC without charge at a web site maintained by the SEC at <http://www.sec.gov>.

### **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

#### *Interest Rate Risk*

We currently have no outstanding interest rate swaps agreements. However, in the past years, we entered into interest rate swap agreements designed to pro-actively and efficiently manage our floating rate exposure on our credit facilities. We have recognized these derivative instruments on the consolidated balance sheet at their fair value. Pursuant to the adoption of our Risk Management Accounting Policy, and after putting in place the formal documentation required by the accounting guidance for derivatives and hedging in order to designate these swaps as hedging instruments, as of June 15, 2006, these interest rate swaps qualified for hedge accounting, and, accordingly, from that time until June 30, 2012, only hedge ineffectiveness amounts arising from the differences in the change in fair value of the hedging instrument and the hedged item were recognized in the Company's earnings. Assessment and measurement of prospective and retrospective effectiveness for these interest rate swaps were performed on a quarterly basis until June 30, 2012. For qualifying cash flow hedges, the fair



value gain or loss associated with the effective portion of the cash flow hedge was recognized initially in stockholders' equity, and recognized to the Statement of Operations in the periods when the hedged item affects profit or loss. On July 1, 2012, we elected to prospectively de-designate cash flow interest rate swaps for which we were obtaining hedge accounting treatment due to the compliance burden associated with this accounting policy. As a result, all changes in the fair value of our cash flow interest rate swap agreements are recorded in earnings under "Unrealized and Realized Losses on Derivatives" from the de-designation date forward. We have not held or issued derivative financial instruments for trading or other speculative purposes.

Accounting guidance for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities requires that an entity recognize all derivatives as either assets or liabilities in the consolidated balance sheet and measures those instruments at fair value. If certain conditions are met, a derivative may be specifically designated as a hedge, the objective of which is to match the timing of gain or loss recognition on the hedging derivative with the recognition of (i) the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk or (ii) the earnings effect of the hedged forecasted transaction. For a derivative not designated as a hedging instrument, the gain or loss is recognized in income in the period of change.

#### *Fair Value Interest Rate Swap Hedges*

These interest rate swaps were designed to economically hedge the fair value of the fixed rate loan facilities against fluctuations in the market interest rates by converting our fixed rate loan facilities to floating rate debt. Pursuant to the adoption of our Risk Management Accounting Policy, and after putting in place the formal documentation required by hedge accounting in order to designate these swaps as hedging instruments, as of June 15, 2006, these interest rate swaps qualified for hedge accounting, and, accordingly, from that time until June 30, 2012, hedge ineffectiveness amounts arising from the differences in the change in fair value of the hedging instrument and the hedged item were recognized in our earnings. Assessment and measurement of prospective and retrospective effectiveness for these interest rate swaps was performed on a quarterly basis, on the financial statement and earnings reporting dates.

On July 1, 2012, we elected to prospectively de-designate fair value interest rate swaps for which it was applying hedge accounting treatment due to the compliance burden associated with this accounting policy. All changes in the fair value of our fair value interest rate swap agreements will continue to be recorded in earnings under "Unrealized and Realized Losses on Derivatives" from the de-designation date forward.

#### *Cash Flow Interest Rate Swap Hedges*

In prior years, we decided to swap part of our interest expenses from floating to fixed. To this effect, we entered into interest rate swap transactions with varying start and maturity dates, in order to pro-actively and efficiently manage our floating rate exposure.

These interest rate swaps were designed to economically hedge the variability of interest cash flows arising from floating rate debt, attributable to movements in three-month USD\$ LIBOR. According to our Risk Management Accounting Policy, and after putting in place the formal documentation required by hedge accounting in order to designate these swaps as hedging instruments, as from their inception, these interest rate swaps qualified for hedge accounting and, accordingly, from that time until June 30, 2012, only hedge ineffectiveness amounts arising from the differences in the change in fair value of the hedging instrument and the hedged item were recognized in our earnings. Assessment and measurement of prospective and retrospective effectiveness for these interest rate swaps were performed on a quarterly basis. For qualifying cash flow hedges, the fair value gain or loss associated



with the effective portion of the cash flow hedge was recognized initially in stockholders' equity, and recognized to the Statement of Operations in the periods when the hedged item affects profit or loss.

On July 1, 2012, we elected to prospectively de-designate cash flow interest rate swaps for which we were obtaining hedge accounting treatment due to the compliance burden associated with this accounting policy. As a result, all changes in the fair value of our cash flow interest rate swap agreements are recorded in earnings under "Unrealized and Realized Losses on Derivatives" from the de-designation date forward. We evaluated whether it is probable that the previously hedged forecasted interest payments are probable to not occur in the originally specified time period. We concluded that the previously hedged forecasted interest payments are probable of occurring. Therefore, unrealized gains or losses in accumulated other comprehensive loss associated with the previously designated cash flow interest rate swaps will remain in accumulated other comprehensive loss and recognized in earnings when the interest payments will be recognized. If such interest payments were to be identified as being probable of not occurring, the accumulated other comprehensive loss balance pertaining to these amounts would be reversed through earnings immediately.

The variable-rate interest on specific borrowings that was associated with vessels under construction was capitalized as a cost of the specific vessels. In accordance with the accounting guidance on derivatives and hedging, the amounts in accumulated other comprehensive income related to realized gains or losses on cash flow hedges that have been entered into and qualify for hedge accounting, in order to hedge the variability of that interest, are classified under other comprehensive income and are reclassified into earnings over the depreciable life of the constructed asset, since that depreciable life coincides with the amortization period for the capitalized interest cost on the debt. An amount of \$3.6 million, \$3.7 million and \$3.7 million was reclassified into earnings for the years ended December 31, 2019, 2018 and 2017, respectively, representing amortization over the depreciable life of the vessels. Additionally, the Company recognized accelerated amortization of these deferred realized losses of nil, \$1.4 million and nil in connection with the impairment losses recognized on the respective vessels for the years ended December 31, 2019, 2018 and 2017.

Assuming no changes to our borrowings or hedging instruments after December 31, 2019, a 10 basis points increase in interest rates on our floating rate debt outstanding at December 31, 2019 would result in a decrease of approximately \$1.4 million in our earnings in 2020. These amounts are determined by calculating the effect of a hypothetical interest rate change on our floating rate debt. These amounts do not include the effects of certain potential results of changing interest rates, such as a different level of overall economic activity, or other actions management may take to mitigate this risk. Furthermore, this sensitivity analysis does not assume alterations in our gross debt or other changes in our financial position.

#### *Foreign Currency Exchange Risk*

We generate all of our revenues in U.S. dollars, but for the year ended December 31, 2019 we incurred approximately 26.4% of our operating expenses in currencies other than U.S. dollars (mainly in Euros). As of December 31, 2019, approximately 36.1% of our outstanding accounts payable were denominated in currencies other than the U.S. dollar (mainly in Euro). We have not entered into derivative instruments to hedge the foreign currency translation of assets or liabilities or foreign currency transactions.

#### **Item 12. Description of Securities Other than Equity Securities**

Not Applicable.



## **PART II**

### **Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not Applicable.

### **Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Not Applicable.

### **Item 15. Controls and Procedures**

#### ***15A. Disclosure Controls and Procedures***

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of December 31, 2019. Disclosure controls and procedures are defined under SEC rules as controls and other procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within required time periods. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Based on our evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2019.

#### ***15B. Management's Annual Report on Internal Control over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, and for the assessment of the effectiveness of internal control over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States ("GAAP").

A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



In making its assessment of our internal control over financial reporting as of December 31, 2019, management, including the Chief Executive Officer and Chief Financial Officer, used the criteria set forth in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

Management concluded that, as of December 31, 2019, our internal control over financial reporting was effective.

***15C. Attestation Report of the Independent Registered Public Accounting Firm***

PricewaterhouseCoopers S.A, which has audited the consolidated financial statements of the Company for the year ended December 31, 2019, has also audited the effectiveness of the Company’s internal control over financial reporting as stated in their audit report which is incorporated into Item 18 of this Form 20-F from page F-2 hereof.

***15D. Change in Internal Control over Financial Reporting***

During the period covered by this Annual Report on Form 20-F, we have made no changes to our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

**Item 16A. Audit Committee Financial Expert**

Our Audit Committee consists of three independent directors, Myles R. Itkin, who is the chairman of the committee, Miklos Konkoly-Thege and William Repko. Our board of directors has determined that Myles R. Itkin, whose biographical details are included in “Item 6. Directors, Senior Management and Employees,” qualifies as an audit committee financial expert as defined under current SEC regulations. Mr. Itkin is independent in accordance with the listing standards of the New York Stock Exchange and SEC rules.

**Item 16B. Code of Ethics**

We have adopted a Code of Business Conduct and Ethics for officers and employees of our company and a Code of Conduct and Ethics for Corporate Officers and Directors, copies of which are posted on our website, and may be viewed at <http://www.danaos.com>. We will also provide a paper copy of these documents free of charge upon written request by our stockholders. Stockholders may direct their requests to the attention of Mr. Evangelos Chatzis, Danaos Corporation, c/o Danaos Shipping Co. Ltd., 14 Akti Kondyli, 185 45 Piraeus, Greece. No waivers of the Code of Business Conduct and Ethics or the Code of Conduct and Ethics have been granted to any person during the year ended December 31, 2019.

**Item 16C. Principal Accountant Fees and Services**

PricewaterhouseCoopers S.A., an independent registered public accounting firm, has audited our annual financial statements acting as our independent auditor for the fiscal years ended December 31, 2019 and 2018.



The chart below sets forth the total amount billed and accrued for the PricewaterhouseCoopers S.A. services performed in 2019 and 2018 and breaks down these amounts by the category of service.

	<u>2019</u>	<u>2018</u>
	<u>(in thousands of</u>	
	<u>dollars)</u>	
Audit fees . . . . .	\$472.8	\$588.3
Audit-related fees . . . . .	—	—
Total fees . . . . .	<u>\$472.8</u>	<u>\$588.3</u>

#### **Audit Fees**

Audit fees paid were compensation for professional services rendered for the audits of our consolidated financial statements and in connection with the review of the registration statements and related consents required for SEC or other regulatory filings.

#### **Audit-related Fees; Tax Fees; All Other Fees**

No audit-related, tax or other services were provided for the year ended December 31, 2019 and 2018.

#### **Pre-approval Policies and Procedures**

The audit committee charter sets forth our policy regarding retention of the independent auditors, requiring the audit committee to review and approve in advance the retention of the independent auditors for the performance of all audit and lawfully permitted non-audit services and the fees related thereto. The chairman of the audit committee or in the absence of the chairman, any member of the audit committee designated by the chairman, has authority to approve in advance any lawfully permitted non-audit services and fees. The audit committee is authorized to establish other policies and procedures for the pre-approval of such services and fees. Where non-audit services and fees are approved under delegated authority, the action must be reported to the full audit committee at its next regularly scheduled meeting.

#### **Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not Applicable.

#### **Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

We did not repurchase any shares of our stock in any of the five years ended December 31, 2019.

#### **Item 16F. Change in Registrant's Certifying Accountant**

Not Applicable.

#### **Item 16G. Corporate Governance**

##### **Statement of Significant Differences between our Corporate Governance Practices and the New York Stock Exchange Corporate Governance Standards for U.S. Domestic Issuers**

Pursuant to certain exceptions for foreign private issuers, we are not required to comply with certain of the corporate governance practices followed by domestic U.S. companies under the New York Stock Exchange listing standards. However, pursuant to Section 303.A.11 of the New York Stock Exchange Listed Company Manual and the requirements of Form 20-F, we are required to state any



significant differences between our corporate governance practices and the practices required by the New York Stock Exchange. We believe that our established practices in the area of corporate governance are in line with the spirit of the New York Stock Exchange standards and provide adequate protection to our stockholders. The significant differences between our corporate governance practices and the New York Stock Exchange standards applicable to listed U.S. companies are set forth below.

The New York Stock Exchange requires that a listed U.S. company have a nominating/corporate governance committee and a compensation committee, each composed of independent directors. As permitted under Marshall Islands law and our bylaws, a non-independent director, who is a member of our management who also serves on our board of directors, serves on the nominating and corporate governance committee of our board of directors and until September 2018 served on the compensation committee of our board of directors.

As a foreign private issuer we are permitted to follow the corporate governance rules of our home country in lieu of complying with NYSE shareholder approval requirements applicable to certain share issuances and the adoption or amendment of equity compensation plans, specifically NYSE Rules 303A.08, 312.03(a), 312.03(b) and 312.03(c). If we believe that circumstances warrant, we may elect to comply with the provisions of the Marshall Islands Business Corporations Act which provide that the Board of Directors approve share issuances, without the need for stockholder approval, in lieu of the NYSE rules, as we did in respect of our \$200.0 million equity transaction on August 12, 2010 and the issuance of shares in our comprehensive debt refinancing consummated on August 10, 2018. In July 2019, our Board of Directors approved our amended and restated 2016 equity compensation plan in accordance with Marshall Islands law.

#### **Item 16H. Mine Safety Disclosure**

Not Applicable.

### **PART III**

#### **Item 17. Financial Statements**

Not Applicable.

#### **Item 18. Financial Statements**

Reference is made to pages F-1 through F-44 included herein by reference.

#### **Item 19. Exhibits**

<b>Number</b>	<b>Description</b>
1.1	Restated Articles of Incorporation of Danaos Corporation, as amended by Articles of Amendment dated August 10, 2018 and Articles of Amendment dated May 1, 2019
1.2	Amended and Restated Bylaws of Danaos Corporation (incorporated by reference to the Company's Form 6-K filed with the SEC on September 23, 2009)
2.1	Description of Securities
4.1	Stockholders Agreement, dated as of August 10, 2018, among Danaos Corporation and the stockholders bound thereby (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 14, 2018)
4.2	Backstop Agreement, dated August 10, 2018, among Danaos Corporation, Danaos Investment Limited and Danaos Shipping Company Limited (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 14, 2018)



Number	Description
4.3	Registration Rights Agreement, dated as of August 10, 2018, among Danaos Corporation and the stockholders bound thereby (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 14, 2018)
4.4	Amended and Restated Management Agreement with Danaos Shipping Co. Ltd., dated August 10, 2018, between Danaos Corporation and Danaos Shipping Company Limited (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 14, 2018)
4.5	Amended and Restated Restrictive Covenant Agreement between Danaos Corporation and Dr. John Coustas, dated August 10, 2018, among Danaos Corporation, Dr. John Coustas and Danaos Investment Limited as the Trustee of the 883 Trust (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 14, 2018)
4.6	Contribution Agreement, dated as of August 10, 2018, between Danaos Corporation and Danaos Investment Limited (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 14, 2018)
4.7	Amended and Restated Danaos Corporation 2006 Equity Compensation Plan (incorporated by reference to Exhibit 99.2 to the Company's Form 6-K filed on August 6, 2019)
4.8	Directors' Share Payment Plan (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2008 filed with the SEC on July 13, 2009)
4.9	2006 Equity Compensation Plan (incorporated by reference to the Company's Registration Statement on Form F-1 (Reg. No. 333-137459) filed with the SEC September 19, 2006) and Amendment No. 1 to 2006 Equity Compensation Plan (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2016 filed with the SEC on March 6, 2017)
4.10	Form of Subscription Agreement, including the Form of Registration Rights Agreement attached thereto as Schedule B, for August 2010 common stock sale (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 27, 2010)
4.11	Shareholders Agreement, dated as of August 5, 2015, by and among Gemini Shipholdings Corporation, Virage International Ltd. and Danaos Corporation (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2015 and filed with the SEC on March 15, 2016)
4.12	Amendment and Restatement Agreement, dated July 31, 2018, by and among Danaos Corporation, as Borrower, arranged by Aegean Baltic Bank S.A. and HSH Nordbank AG, as Arrangers, with Aegean Baltic Bank S.A., as Agent and Aegean Baltic Bank S.A., as Security Agent (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2018 and filed with the SEC on March 5, 2019)
4.13	Amendment and Restatement Agreement in respect of the Facility Agreement dated February 20, 2007 included therein, dated August 1, 2018, by and among Danaos Corporation, as Borrower and its subsidiaries and The Royal Bank of Scotland PLC and Natwest Markets PLC (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2018 and filed with the SEC on March 5, 2019)
4.14	Subordinated Loan Agreement, dated as of August 10, 2018, between Danaos Corporation and Danaos Investment Limited (incorporated by reference to the Company's Report on Form 6-K filed with the SEC on August 14, 2018)



Number	Description
8	Subsidiaries
11.1	Code of Business Conduct and Ethics (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2018 and filed with the SEC on March 5, 2019)
11.2	Code of Conduct and Ethics for Corporate Officers and Directors (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2018 and filed with the SEC on March 5, 2019)
12.1	Certification of Chief Executive Officer pursuant to Rule 13a- 14(a) of the Securities Exchange Act of 1934, as amended
12.2	Certification of Chief Financial Officer pursuant to Rule 13a- 14(a) of the Securities Exchange Act of 1934, as amended
13.1	Certification of Chief Executive Officer pursuant to Rule 13a- 14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350 as added by Section 906 of the Sarbanes-Oxley Act of 2002
13.2	Certification of Chief Financial Officer pursuant to Rule 13a- 14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350 as added by Section 906 of the Sarbanes-Oxley Act of 2002
15	Consent of Independent Registered Public Accounting Firm
101	Attached as Exhibit 101 to this report are the following Interactive Data Files, formatted in eXtensible Business Reporting Language (XBRL):
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase



## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

DANAOS CORPORATION

/s/ EVANGELOS CHATZIS

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Name: Evangelos Chatzis

Title: *Chief Financial Officer*

Date: February 27, 2020



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## **Report of Independent Registered Public Accounting Firm**

To the board of directors and the stockholders of Danaos Corporation

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Danaos Corporation and its subsidiaries (the “Company”) as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive income/(loss), changes in stockholders’ equity and cash flows for each of the three years in the period ended December 31, 2019, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing under Item 15B. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.



***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers S.A.  
Athens, Greece  
February 27, 2020

We have served as the Company's auditor since 2000.



**DANAOS CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

(Expressed in thousands of United States dollars, except share amounts)

		As of	
	Notes	December 31, 2019	December 31, 2018
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents . . . . .	3	\$ 139,170	\$ 77,275
Accounts receivable, net . . . . .		7,145	9,225
Inventories . . . . .		8,494	8,884
Prepaid expenses . . . . .		1,458	1,214
Due from related parties . . . . .	11	20,512	17,970
Other current assets . . . . .		13,607	5,182
<b>Total current assets . . . . .</b>		<b>190,386</b>	<b>119,750</b>
<b>NON-CURRENT ASSETS</b>			
Fixed assets at cost, net of accumulated depreciation of \$840,429 (2018: \$743,924) . . . . .	4	2,389,874	2,480,329
Deferred charges, net . . . . .	5	11,455	13,031
Investments in affiliates . . . . .	6	8,965	7,363
Other non-current assets . . . . .	7	82,339	59,369
<b>Total non-current assets . . . . .</b>		<b>2,492,633</b>	<b>2,560,092</b>
<b>Total assets . . . . .</b>		<b>\$2,683,019</b>	<b>\$2,679,842</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable . . . . .		\$ 11,168	\$ 10,477
Accrued liabilities . . . . .	8	8,527	11,770
Current portion of long-term debt, net . . . . .	10	119,673	113,777
Current portion of long-term leaseback obligation, net . . . . .	4	16,342	—
Accumulated accrued interest, current portion . . . . .	10	34,137	35,782
Unearned revenue . . . . .	7	17,960	19,753
Other current liabilities . . . . .	10	15,273	31,142
<b>Total current liabilities . . . . .</b>		<b>223,080</b>	<b>222,701</b>
<b>LONG-TERM LIABILITIES</b>			
Long-term debt, net . . . . .	10	1,270,663	1,508,108
Long-term leaseback obligation, net of current portion . . . . .	4	121,872	—
Accumulated accrued interest, net of current portion . . . . .	10	156,583	200,574
Unearned revenue, net of current portion . . . . .	7	28,528	41,730
Other long-term liabilities . . . . .	10	603	15,876
<b>Total long-term liabilities . . . . .</b>		<b>1,578,249</b>	<b>1,766,288</b>
<b>Total liabilities . . . . .</b>		<b>1,801,329</b>	<b>1,988,989</b>
Commitments and Contingencies . . . . .	16	—	—
<b>STOCKHOLDERS' EQUITY</b>			
Preferred stock (par value \$0.01, 100,000,000 preferred shares authorized and not issued as of December 31, 2019 and December 31, 2018) . . . . .	18	—	—
Common stock (par value \$0.01, 750,000,000 common shares authorized as of December 31, 2019 and December 31, 2018. 24,789,312 and 15,237,456 shares issued and outstanding as of December 31, 2019 and December 31, 2018, respectively . . . . .	18	248	152
Additional paid-in capital . . . . .		785,274	727,562
Accumulated other comprehensive loss . . . . .	7,13	(116,934)	(118,710)
Retained earnings . . . . .		213,102	81,849
<b>Total stockholders' equity . . . . .</b>		<b>881,690</b>	<b>690,853</b>
<b>Total liabilities and stockholders' equity . . . . .</b>		<b>\$2,683,019</b>	<b>\$2,679,842</b>

The accompanying notes are an integral part of these consolidated financial statements



**DANAOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Expressed in thousands of United States dollars, except share and per share amounts)

	Notes	Year ended December 31,		
		2019	2018	2017
<b>OPERATING REVENUES</b> . . . . .	14, 15	\$ 447,244	\$ 458,732	\$ 451,731
<b>OPERATING EXPENSES</b>				
Voyage expenses . . . . .	11	(11,593)	(12,207)	(12,587)
Vessel operating expenses . . . . .	11	(102,502)	(104,604)	(106,999)
Depreciation . . . . .	4	(96,505)	(107,757)	(115,228)
Amortization of deferred drydocking and special survey costs . . . . .	5	(8,733)	(9,237)	(6,748)
Impairment loss . . . . .	4	—	(210,715)	—
General and administrative expenses . . . . .	11	(26,837)	(26,334)	(22,672)
<b>Income/(loss) from operations</b> . . . . .		<b>201,074</b>	<b>(12,122)</b>	<b>187,497</b>
<b>OTHER INCOME (EXPENSES):</b>				
Interest income . . . . .		6,414	5,781	5,576
Interest expense . . . . .		(72,069)	(85,706)	(86,556)
Other finance expenses . . . . .		(2,702)	(3,026)	(4,126)
Equity income on investments . . . . .	6	1,602	1,365	965
Gain on debt extinguishment . . . . .	10	—	116,365	—
Other income/(expense), net . . . . .	7, 10	556	(50,456)	(15,757)
Loss on derivatives . . . . .	13	(3,622)	(5,137)	(3,694)
<b>Total Other Expenses, net</b> . . . . .		<b>(69,821)</b>	<b>(20,814)</b>	<b>(103,592)</b>
<b>Net Income/(Loss)</b> . . . . .		<b>\$ 131,253</b>	<b>\$ (32,936)</b>	<b>\$ 83,905</b>
<b>EARNINGS/(LOSS) PER SHARE</b>				
Basic earnings/(loss) per share of common stock . .		\$ 8.29	\$ (3.10)	\$ 10.70
Diluted earnings/(loss) per share of common stock .		\$ 8.09	\$ (3.10)	\$ 10.70
Basic weighted average number of common shares .	19	15,834,913	10,622,839	7,844,595
Diluted weighted average number of common shares . . . . .	19	16,220,697	10,622,839	7,844,595

The accompanying notes are an integral part of these consolidated financial statements



**DANAOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)**  
(Expressed in thousands of United States dollars)

	Notes	Year ended December 31,		
		2019	2018	2017
<b>Net Income/(Loss)</b> . . . . .		<b><u>\$131,253</u></b>	<b><u>\$(32,936)</u></b>	<b><u>\$ 83,905</u></b>
Other comprehensive income/(loss):				
Unrealized losses on available for sale securities . . . . .	7	(1,846)	(9,771)	(26,607)
Amortization of deferred realized losses on cash flow hedges . .	13	3,622	3,694	3,694
Accelerated amortization of deferred realized losses on cash flow hedges . . . . .	13	—	1,443	—
<b>Total Other Comprehensive Income/(Loss)</b> . . . . .		<b><u>1,776</u></b>	<b><u>(4,634)</u></b>	<b><u>(22,913)</u></b>
<b>Comprehensive Income/(Loss)</b> . . . . .		<b><u>\$133,029</u></b>	<b><u>\$(37,570)</u></b>	<b><u>\$ 60,992</u></b>

The accompanying notes are an integral part of these consolidated financial statements



**DANAOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(Expressed in thousands of United States dollars)

	<u>Common Stock</u>		<u>Additional paid-in capital</u>	<u>Accumulated other comprehensive loss</u>	<u>Retained earnings</u>	<u>Total</u>
	<u>Number of shares</u>	<u>Par value</u>				
<b>As of January 1, 2017</b> . . . . .	<b>7,843</b>	<b>\$ 78</b>	<b>\$547,918</b>	<b>\$ (91,163)</b>	<b>\$ 30,880</b>	<b>\$487,713</b>
Net Income . . . . .	—	—	—	—	83,905	83,905
Net movement in other comprehensive income . . . . .	—	—	—	(22,913)	—	(22,913)
<b>As of December 31, 2017</b> . . . . .	<b>7,843</b>	<b>\$ 78</b>	<b>\$547,918</b>	<b>\$(114,076)</b>	<b>\$114,785</b>	<b>\$548,705</b>
Net Loss . . . . .	—	—	—	—	(32,936)	(32,936)
Paid-in capital . . . . .	—	—	10,000	—	—	10,000
Issuance of common stock . . . . .	7,096	71	168,641	—	—	168,712
Stock compensation . . . . .	298	3	1,003	—	—	1,006
Net movement in other comprehensive income . . . . .	—	—	—	(4,634)	—	(4,634)
<b>As of December 31, 2018</b> . . . . .	<b>15,237</b>	<b>\$152</b>	<b>\$727,562</b>	<b>\$(118,710)</b>	<b>\$ 81,849</b>	<b>\$690,853</b>
Net Income . . . . .	—	—	—	—	131,253	131,253
Issuance of common stock . . . . .	9,418	94	53,473	—	—	53,567
Stock compensation . . . . .	134	2	4,239	—	—	4,241
Net movement in other comprehensive income . . . . .	—	—	—	1,776	—	1,776
<b>As of December 31, 2019</b> . . . . .	<b>24,789</b>	<b>\$248</b>	<b>\$785,274</b>	<b>\$(116,934)</b>	<b>\$213,102</b>	<b>\$881,690</b>

The accompanying notes are an integral part of these consolidated financial statements



**DANAOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in thousands of United States dollars)

	<b>Year ended December 31,</b>		
	<b>2019</b>	<b>2018</b>	<b>2017</b>
<b>Cash flows from operating activities</b>			
Net income/(loss) . . . . .	\$ 131,253	\$ (32,936)	\$ 83,905
<i>Adjustments to reconcile net income/(loss) to net cash provided by operating activities</i>			
Depreciation . . . . .	96,505	107,757	115,228
Amortization of deferred drydocking and special survey costs . . . . .	8,733	9,237	6,748
Impairment losses . . . . .	—	210,715	—
Amortization of finance costs . . . . .	10,795	11,771	11,153
Exit fee accrued on debt . . . . .	556	2,059	3,169
Debt discount amortization . . . . .	6,071	3,186	—
Gain on debt extinguishment . . . . .	—	(116,365)	—
PIK interest . . . . .	3,375	1,433	—
Loss on sale of securities . . . . .	—	—	2,357
Payments for drydocking and special survey costs deferred . . . . .	(7,157)	(13,306)	(7,511)
Stock based compensation . . . . .	4,241	1,006	—
Amortization of deferred realized losses on interest rate swaps . . . . .	3,622	5,137	3,694
Equity (income)/loss on investments . . . . .	(1,602)	(1,365)	(965)
<b>(Increase)/Decrease in:</b>			
Accounts receivable . . . . .	2,080	(2,723)	(2,544)
Inventories . . . . .	390	(43)	2,554
Prepaid expenses . . . . .	(244)	20	117
Due from related parties . . . . .	(2,542)	16,037	(1,404)
Other assets, current and non-current . . . . .	(17,354)	(13,728)	(9,099)
<b>Increase/(Decrease) in:</b>			
Accounts payable . . . . .	114	(894)	215
Accrued liabilities . . . . .	(3,295)	(3,456)	(238)
Unearned revenue, current and long-term . . . . .	(14,995)	(17,529)	(19,301)
Other liabilities, current and long-term . . . . .	(668)	(1,327)	(7,005)
<b>Net cash provided by operating activities . . . . .</b>	<b>219,878</b>	<b>164,686</b>	<b>181,073</b>
<b>Cash flows from investing activities</b>			
Vessels additions . . . . .	(5,680)	(2,830)	(4,478)
Advances for vessels additions . . . . .	(13,173)	(5,420)	—
Advances for vessels acquisition . . . . .	(2,507)	—	—
Net proceeds from sale of securities . . . . .	—	—	6,236
<b>Net cash provided by/(used in) investing activities . . . . .</b>	<b>(21,360)</b>	<b>(8,250)</b>	<b>1,758</b>
<b>Cash flows from financing activities</b>			
Proceeds from long-term debt . . . . .	—	325,852	—
Payments of long-term debt . . . . .	(262,572)	(440,990)	(189,653)
Proceeds from sale-leaseback of vessels . . . . .	146,523	—	—
Payments of leaseback obligation . . . . .	(8,309)	—	—
Payments of accumulated accrued interest . . . . .	(35,358)	(8,556)	—
Finance costs . . . . .	(30,474)	(35,005)	—
Paid-in capital . . . . .	54,440	10,000	—
Share issuance costs . . . . .	(873)	(169)	—
<b>Net cash used in financing activities . . . . .</b>	<b>(136,623)</b>	<b>(148,868)</b>	<b>(189,653)</b>
<b>Net increase/(decrease) in cash, cash equivalents and restricted cash . . . . .</b>	<b>61,895</b>	<b>7,568</b>	<b>(6,822)</b>
<b>Cash, cash equivalents and restricted cash, beginning of year . . . . .</b>	<b>77,275</b>	<b>69,707</b>	<b>76,529</b>
<b>Cash, cash equivalents and restricted cash, end of year . . . . .</b>	<b>\$ 139,170</b>	<b>\$ 77,275</b>	<b>\$ 69,707</b>
<b>Supplemental cash flow information</b>			
Cash paid for interest . . . . .	\$ 54,868	\$ 71,915	\$ 74,643

The accompanying notes are an integral part of these consolidated financial statements



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The reporting and functional currency of Danaos Corporation and its subsidiaries (the “Company”) is the United States Dollar.

Danaos Corporation, formerly Danaos Holdings Limited, was formed on December 7, 1998 under the laws of Liberia and is presently the sole owner of all outstanding shares of the companies listed below. Danaos Holdings Limited was redomiciled in the Marshall Islands on October 7, 2005. In connection with the redomiciliation, the Company changed its name to Danaos Corporation. On October 14, 2005, the Company filed and the Marshall Islands accepted Amended and Restated Articles of Incorporation. The authorized capital stock of Danaos Corporation is 750,000,000 shares of common stock with a par value of \$0.01 and 100,000,000 shares of preferred stock with a par value of \$0.01. Refer to Note 18, “Stockholders’ Equity”.

The Company’s vessels operate worldwide, carrying containers for many established charterers.

The Company’s principal business is the acquisition and operation of vessels. Danaos conducts its operations through the vessel owning companies whose principal activity is the ownership and operation of containerhips (refer to Note 2, “Significant Accounting Policies”) that are under the exclusive management of a related party of the Company (refer to Note 11, “Related Party Transactions”).

On May 2, 2019, the Company effected a 1-for-14 reverse stock split of the issued and outstanding shares of common stock of the Company. All share and per share data disclosed in the accompanying consolidated financial statements give effect to this reverse stock split retroactively, for all periods presented. The reverse stock split reduced the number of the Company’s outstanding shares of common stock from 213,324,455 to 15,237,456 on May 2, 2019 and affected all issued and outstanding shares of common stock. No fractional shares were issued in connection to the reverse stock split. Stockholders who would otherwise hold a fractional share of the Company’s common stock received a cash payment in lieu of such fractional share. The par value and other terms of the Company’s common stock were not affected by the reverse stock split.

The consolidated financial statements of the Company have been prepared to reflect the consolidation of the companies listed below. The historical balance sheets and results of operations of the companies listed below have been reflected in the consolidated balance sheets and consolidated statements of operations, consolidated statements of comprehensive income/(loss), cash flows and stockholders’ equity at and for each period since their respective incorporation dates.

As of December 31, 2019, Danaos consolidated the vessel owning companies (the “Danaos Subsidiaries”) listed below. All vessels are container vessels:

<u>Company</u>	<u>Date of Incorporation</u>	<u>Vessel Name</u>	<u>Year Built</u>	<u>TEU(1)</u>
Megacarrier (No. 1) Corp. . . . .	September 10, 2007	Hyundai Honour	2012	13,100
Megacarrier (No. 2) Corp. . . . .	September 10, 2007	Hyundai Respect	2012	13,100
Megacarrier (No. 3) Corp. . . . .	September 10, 2007	Maersk Enping	2012	13,100
Megacarrier (No. 4) Corp. . . . .	September 10, 2007	Maersk Exeter	2012	13,100
Megacarrier (No. 5) Corp. . . . .	September 10, 2007	MSC Ambition	2012	13,100
CellContainer (No. 6) Corp. . . . .	October 31, 2007	Express Berlin	2011	10,100



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**1. Basis of Presentation and General Information (Continued)**

<u>Company</u>	<u>Date of Incorporation</u>	<u>Vessel Name</u>	<u>Year Built</u>	<u>TEU(1)</u>
CellContainer (No. 7) Corp. . . . .	October 31, 2007	Express Rome	2011	10,100
CellContainer (No. 8) Corp. . . . .	October 31, 2007	Express Athens	2011	10,100
Karlita Shipping Co. Ltd. . . . .	February 27, 2003	Pusan C	2006	9,580
Ramona Marine Co. Ltd. . . . .	February 27, 2003	Le Havre	2006	9,580
Teucarrier (No. 5) Corp. . . . .	September 17, 2007	CMA CGM Melisande	2012	8,530
Teucarrier (No. 1) Corp. . . . .	January 31, 2007	CMA CGM Attila	2011	8,530
Teucarrier (No. 2) Corp. . . . .	January 31, 2007	CMA CGM Tancredi	2011	8,530
Teucarrier (No. 3) Corp. . . . .	January 31, 2007	CMA CGM Bianca	2011	8,530
Teucarrier (No. 4) Corp. . . . .	January 31, 2007	CMA CGM Samson	2011	8,530
Oceanew Shipping Ltd. . . . .	January 14, 2002	Europe	2004	8,468
Oceanprize Navigation Ltd. . . . .	January 21, 2003	America	2004	8,468
Boxcarrier (No. 2) Corp. . . . .	June 27, 2006	CMA CGM Musset	2010	6,500
Boxcarrier (No. 3) Corp. . . . .	June 27, 2006	CMA CGM Nerval	2010	6,500
Boxcarrier (No. 4) Corp. . . . .	June 27, 2006	CMA CGM Rabelais	2010	6,500
Boxcarrier (No. 5) Corp. . . . .	June 27, 2006	CMA CGM Racine	2010	6,500
Boxcarrier (No. 1) Corp. . . . .	June 27, 2006	CMA CGM Moliere	2009	6,500
Expresscarrier (No. 1) Corp. . . . .	March 5, 2007	YM Mandate	2010	6,500
Expresscarrier (No. 2) Corp. . . . .	March 5, 2007	YM Maturity	2010	6,500
Actaea Company Limited . . . . .	October 14, 2014	Performance	2002	6,402
Asteria Shipping Company Limited .	October 14, 2014	Dimitra C	2002	6,402
Continent Marine Inc. . . . .	March 22, 2006	Zim Monaco	2009	4,253
Medsea Marine Inc. . . . .	May 8, 2006	Zim Dalian	2009	4,253
Blacksea Marine Inc. . . . .	May 8, 2006	Zim Luanda	2009	4,253
Bayview Shipping Inc. . . . .	March 22, 2006	Zim Rio Grande	2008	4,253
Channelview Marine Inc. . . . .	March 22, 2006	Zim Sao Paolo	2008	4,253
Balticsea Marine Inc. . . . .	March 22, 2006	Zim Kingston	2008	4,253
Seacarriers Services Inc. . . . .	June 28, 2005	Seattle C (ex YM Seattle)	2007	4,253
Seacarriers Lines Inc. . . . .	June 28, 2005	YM Vancouver	2007	4,253
Containers Services Inc. . . . .	May 30, 2002	ANL Tongala	2004	4,253
Containers Lines Inc. . . . .	May 30, 2002	Derby D	2004	4,253
Boulevard Shiptrade S.A . . . . .	September 12, 2013	Dimitris C	2001	3,430
CellContainer (No. 4) Corp. . . . .	March 23, 2007	Express Spain	2011	3,400
CellContainer (No. 5) Corp. . . . .	March 23, 2007	Express Black Sea	2011	3,400
CellContainer (No. 1) Corp. . . . .	March 23, 2007	Express Argentina	2010	3,400
CellContainer (No. 2) Corp. . . . .	March 23, 2007	Express Brazil	2010	3,400
CellContainer (No. 3) Corp. . . . .	March 23, 2007	Express France	2010	3,400
Wellington Marine Inc. . . . .	January 27, 2005	Singapore	2004	3,314
Auckland Marine Inc. . . . .	January 27, 2005	Colombo	2004	3,314
Vilos Navigation Company Ltd. . . .	May 30, 2013	MSC Zebra	2001	2,602
Trindade Maritime Company . . . . .	April 10, 2013	Amalia C	1998	2,452
Sarond Shipping Inc. . . . .	January 18, 2013	Danae C	2001	2,524
Speedcarrier (No. 7) Corp. . . . .	December 6, 2007	Highway	1998	2,200



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**1. Basis of Presentation and General Information (Continued)**

<u>Company</u>	<u>Date of Incorporation</u>	<u>Vessel Name</u>	<u>Year Built</u>	<u>TEU(1)</u>
Speedcarrier (No. 6) Corp. . . . .	December 6, 2007	Progress C	1998	2,200
Speedcarrier (No. 8) Corp. . . . .	December 6, 2007	Bridge	1998	2,200
Speedcarrier (No. 1) Corp. . . . .	June 28, 2007	Vladivostok	1997	2,200
Speedcarrier (No. 2) Corp. . . . .	June 28, 2007	Advance	1997	2,200
Speedcarrier (No. 3) Corp. . . . .	June 28, 2007	Stride	1997	2,200
Speedcarrier (No. 5) Corp. . . . .	June 28, 2007	Future	1997	2,200
Speedcarrier (No. 4) Corp. . . . .	June 28, 2007	Sprinter	1997	2,200
Rewarding International Shipping Inc. . . . .	October 1, 2019	(2)	2005	8,463

(1) Twenty-foot equivalent unit, the international standard measure for containers and containership capacity.

(2) Vessel expected to be delivered in 2020.

**2. Significant Accounting Policies**

**Principles of Consolidation:** The accompanying consolidated financial statements represent the consolidation of the accounts of the Company and its wholly-owned subsidiaries. The subsidiaries are fully consolidated from the date on which control is obtained by the Company.

The Company also consolidates entities that are determined to be variable interest entities, of which the Company is the primary beneficiary, as defined in the accounting guidance, if it determines that it is the primary beneficiary. A variable interest entity is defined as a legal entity where either (a) equity interest holders as a group lack the characteristics of a controlling financial interest, including decision making ability and an interest in the entity's residual risks and rewards, or (b) the equity holders have not provided sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support, or (c) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity, their rights to receive the expected residual returns of the entity, or both and substantially all of the entity's activities either involve or are conducted on behalf of an investor that has disproportionately few voting rights.

Inter-company transaction balances and unrealized gains/(losses) on transactions between the companies are eliminated.

**Investments in affiliates:** The Company's investments in affiliates are accounted for using the equity method of accounting. Under the equity method of accounting, investments are stated at initial cost and are adjusted for subsequent additional investments and the Company's proportionate share of earnings or losses and distributions. The Company evaluates its investments in affiliates for impairment when events or circumstances indicate that the carrying value of such investments may have experienced other than temporary decline in value below their carrying value. If the estimated fair value is less than the carrying value and is considered an other than temporary decline, the carrying value is written down to its estimated fair value and the resulting impairment is recorded in the Consolidated Statements of Operations.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

**Use of Estimates:** The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. On an on-going basis, management evaluates the estimates and judgments, including those related to future drydock dates, the selection of useful lives for tangible assets, expected future cash flows from long-lived assets to support impairment tests, provisions necessary for accounts receivables, provisions for legal disputes, and contingencies. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates under different assumptions and/or conditions.

**Reclassifications in Other Comprehensive Income/(Loss):** The Company had the following reclassifications out of Accumulated Other Comprehensive Loss during the years ended December 31, 2019, 2018 and 2017, respectively (in thousands):

	Location of Reclassification into Income	Year ended December 31,		
		2019	2018	2017
Amortization of deferred realized losses on cash flow hedges . . . . .	Net unrealized and realized losses on derivatives	\$3,622	\$3,694	\$3,694
Accelerated amortization of deferred realized losses on cash flow hedges . . . . .	Net unrealized and realized losses on derivatives	—	1,443	—
<b>Total Reclassifications . . . . .</b>		<b><u>\$3,622</u></b>	<b><u>\$5,137</u></b>	<b><u>\$3,694</u></b>

**Foreign Currency Translation:** The functional currency of the Company is the U.S. dollar. The Company engages in worldwide commerce with a variety of entities. Although its operations may expose it to certain levels of foreign currency risk, its transactions are predominantly U.S. dollar denominated. Additionally, the Company's wholly-owned vessel subsidiaries transacted a nominal amount of their operations in Euros; however, all of the subsidiaries' primary cash flows are U.S. dollar denominated. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at the date of each transaction. Differences in exchange rates during the period between the date a transaction denominated in a foreign currency is consummated and the date on which it is either settled or translated, are recognized in the Consolidated Statements of Operations. The foreign currency exchange gains/(losses) recognized in the accompanying Consolidated Statements of Operations for each of the years ended December 31, 2019, 2018 and 2017 were \$0.2 million loss, \$0.1 million loss and \$0.4 million loss, respectively.

**Cash and Cash Equivalents:** Cash and cash equivalents consist of interest bearing call deposits, where the Company has instant access to its funds and withdrawals and deposits can be made at any time, as well as time deposits with original maturities of three months or less which are not restricted for use or withdrawal. Cash and cash equivalents of \$139.2 million as of December 31, 2019 (December 31, 2018: \$77.3 million) comprised cash balances and short-term deposits.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

***Restricted Cash:*** Cash restricted accounts include retention accounts. Until the full repayment of the KEXIM ABN Amro loan facility in June 2018, the Company was required to deposit one-third of quarterly and one-sixth of the semi-annual principal installments and interest payments, respectively, due on the outstanding loan balance monthly in a retention account. On the rollover settlement date, both principal and interest were paid from the retention account. Refer to Note 3, “Cash, Cash Equivalents and Restricted Cash”.

***Accounts Receivable, Net:*** The amount shown as Accounts Receivable, net, at each balance sheet date includes estimated recoveries from charterers for hire and demurrage billings, net of a provision for doubtful accounts. At each balance sheet date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts based on the Company’s history of write-offs, level of past due accounts based on the contractual term of the receivables and its relationships with and economic status of its customers. Bad debts are written off in the period in which they are identified.

***Insurance Claims:*** Insurance claims represent the claimable expenses, net of deductibles, which are expected to be recovered from insurance companies. Any costs to complete the claims are included in accrued liabilities. The Company accounts for the cost of possible additional call amounts under its insurance arrangements in accordance with the accounting guidance for contingencies based on the Company’s historical experience and the shipping industry practices. Insurance claims are included in the consolidated balance sheet line item “Other current assets”.

***Prepaid Expenses and Inventories:*** Prepaid expenses consist mainly of insurance expenses, and inventories consist of bunkers, lubricants and provisions remaining on board the vessels at each period end, which are valued at cost as determined using the first-in, first-out method. Costs of spare parts are expensed as incurred.

***Deferred Financing Costs:*** Loan arrangement fees incurred for obtaining new loans, for loans that have been accounted for as modified and the fees paid to third parties for loans that have been accounted for as extinguished, where there is a replacement debt and the lender remains the same, are deferred and amortized over the loans’ respective repayment periods using the effective interest rate method and are presented in the consolidated balance sheets as a direct deduction from the carrying amount of debt liability. Unamortized deferred financing costs for extinguished facilities are written-off. Loan arrangement fees related to the facilities accounted for under troubled debt restructuring with future undiscounted cash flows greater than the net carrying value of the original debt are capitalized and amortized over the loan respective repayment period using the effective interest rate method. Additionally, amortization of deferred finance costs amounting to \$16.9 million, \$15.00 million and \$11.2 million is included in interest expenses in the Consolidated Statements of Operations for the years ended December 31, 2019, 2018 and 2017, respectively.

***Fixed Assets:*** Fixed assets consist of vessels. Vessels are stated at cost, less accumulated depreciation. The cost of vessels consists of the contract purchase price and any material expenses incurred upon acquisition (improvements and delivery expenses). Subsequent expenditures for conversions and major improvements are also capitalized when they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessels. Otherwise, these expenditures are charged to expense as incurred. Interest costs while under construction are included in vessels’ cost.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

The Company has acquired certain vessels in the secondhand market in prior years, all of which were considered to be acquisitions of assets. Following adoption of ASU 2017-01 “Business Combinations (Topic 805)” on January 1, 2018, the Company evaluates if any vessel acquisition in secondhand market constitutes a business or not. When substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the set is not a business. The following assets are considered as a single asset for the purposes of the evaluation (i) a tangible asset that is attached to and cannot be physically removed and used separately from another tangible assets (or an intangible asset representing the right to use a tangible asset); (ii) in place lease intangibles, including favorable and unfavorable intangible assets or liabilities, and the related leased assets.

The Company charters in two of its vessels *Hyundai Honour* and *Hyundai Respect* under a five years sale and leaseback arrangement. The proceeds received by the Company from the buyer-lessor were recognized as a financial leaseback obligation as this arrangement did not qualify for a sale of these vessels. The Company has substantive repurchase obligation of these vessels at the end of the leaseback period or earlier, at the Company’s option, and retains the control over these vessels. Each leaseback payment is allocated between the liability and interest expense to achieve a constant interest rate on the leaseback obligation outstanding. The interest element of the leaseback payment is charged under “Interest expense” in the accompanying Consolidated Statements of Operations over the leaseback period.

**Depreciation:** The cost of the Company’s vessels is depreciated on a straight-line basis over the vessels’ remaining economic useful lives after considering the estimated residual value (refer to Note 4, “Fixed Assets, net”). Management has estimated the useful life of the Company’s vessels to be 30 years from the year built.

**Vessels held for sale:** Vessels are classified as “Vessels held for sale” when all of the following criteria are met: management has committed to a plan to sell the vessel; the vessel is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of vessels; an active program to locate a buyer and other actions required to complete the plan to sell the vessel have been initiated; the sale of the vessel is probable and transfer of the vessel is expected to qualify for recognition as a completed sale within one year; the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Vessels classified as held for sale are measured at the lower of their carrying amount or fair value less cost to sell. These vessels are not depreciated once they meet the criteria to be held for sale.

**Accounting for Special Survey and Drydocking Costs:** The Company follows the accounting guidance for planned major maintenance activities. Drydocking and special survey costs, which are reported in the balance sheet within “Deferred charges, net”, include planned major maintenance and overhaul activities for ongoing certification including the inspection, refurbishment and replacement of steel, engine components, electrical, pipes and valves, and other parts of the vessel. The Company follows the deferral method of accounting for special survey and drydocking costs, whereby actual costs incurred are deferred and amortized on a straight-line basis over the period until the next scheduled survey and drydocking, which is two and a half years. If special survey or drydocking is performed prior to the scheduled date, the remaining unamortized balances are immediately written off.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

The amortization periods reflect the estimated useful economic life of the deferred charge, which is the period between each special survey and drydocking.

Costs incurred during the drydocking period relating to routine repairs and maintenance are expensed. The unamortized portion of special survey and drydocking costs for vessels sold is included as part of the carrying amount of the vessel in determining the gain/(loss) on sale of the vessel.

***Impairment of Long-lived Assets:*** The accounting standard for impairment of long-lived assets requires that long-lived assets and certain identifiable intangibles held and used or disposed of by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. In the case of long-lived assets held and used, if the future net undiscounted cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value.

As of December 31, 2019 and 2018, the Company concluded that events and circumstances triggered the existence of potential impairment of its vessels. These indicators included volatility in the charter market and the vessels' market values, as well as the potential impact the current marketplace may have on its future operations. As a result, the Company performed step one of the impairment assessment of the Company's vessels by comparing the undiscounted projected net operating cash flows for each vessel to its carrying value. The Company's strategy is to charter its vessels under multi-year, fixed rate period charters that range from less than 1 to 18 years for vessels in its fleet, providing the Company with contracted stable cash flows. The significant factors and assumptions the Company used in its undiscounted projected net operating cash flow analysis included, among others, operating revenues, off-hire revenues, drydocking costs, operating expenses and management fees estimates. Revenue assumptions were based on contracted time charter rates up to the end of life of the current contract of each vessel as well as the estimated average time charter equivalent rates for the remaining life of the vessel after the completion of its current contract. The estimated daily time charter equivalent rates used for non-contracted revenue days are based on a combination of (i) recent charter market rates, (ii) conditions existing in the containership market as of December 31, 2019; (iii) historical average time charter rates, based on publications by independent third party maritime research services, and (iv) estimated future time charter rates, based on publications by independent third party maritime research services that provide such forecasts. Recognizing that the container transportation industry is cyclical and subject to significant volatility based on factors beyond the Company's control, management believes the use of revenue estimates, based on the combination of factors (i) to (iv) above, to be reasonable as of the reporting date. In addition, the Company used an annual operating expenses escalation factor and estimates of scheduled and unscheduled off-hire revenues based on historical experience. All estimates used and assumptions made were in accordance with the Company's internal budgets and historical experience of the shipping industry.

As at December 31, 2019, the Company's assessment concluded that step two of the impairment analysis was not required for any vessel, as the undiscounted projected net operating cash flows of all vessels exceeded the carrying value of the respective vessels. As of December 31, 2019, no impairment loss was identified. As at December 31, 2018, the Company's assessment concluded that step two of the impairment analysis was required for certain of its vessels, as the undiscounted projected net operating cash flows of certain vessels did not exceed the carrying value of the respective vessels. Fair value of each vessel was determined by management with the assistance from valuations obtained by third party independent shipbrokers. As of December 31, 2018, the Company recorded an impairment loss of



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

\$210.7 million for ten of its vessels that are held and used, which is reflected under “Impairment loss” in the accompanying Consolidated Statements of Operations.

**Investments in Debt Securities:** The Company classified its debt securities originally as held-to-maturity based on management’s positive intent and ability to hold to maturity and were reported at amortized cost, subject to impairment up until December 31, 2016.

During 2017, the Company sold a portion of its debt securities, originally classified as held to maturity and as such reclassified remaining held to maturity debt securities into the available for sale category. The transfer between the categories is accounted for at fair value. The unrealized holding gain/(loss) upon transfer from held to maturity category to available for sale category is recorded in accumulated other comprehensive income/(loss). Available for sale securities are carried at fair value with net unrealized gain/(loss) included in accumulated other comprehensive income/(loss), subject to impairment. An unrealized loss exists when the current fair value of an individual security is less than its amortized cost basis. Interest income, including amortization of premiums and accretion of discounts are recognized in the interest income in the consolidated statements of operations. Upon sale, realized gain/(loss) is recognized in the consolidated statement of operations based on specific identification method. Management evaluates securities for other than temporary impairment on a quarterly basis. An investment is considered impaired if the fair value of the investment is less than its amortized cost. Consideration is given to: 1) if the Company intends to sell the security (that is, it has decided to sell the security); 2) it is more likely than not that the Company will be required to sell the security before the recovery of its entire amortized cost basis; or 3) a credit loss exists—that is, the Company does not expect to recover the entire amortized cost basis of the security (the present value of cash flows expected to be collected is less than the amortized cost basis of the security).

**Investments in Equity Securities:** The Company classifies its equity securities of ZIM at cost as the Company does not have the ability to exercise significant influence. Equity securities of HMM were acquired and held principally for the purpose of resale in the near term and were classified as trading securities based on management’s intention on the date of acquisition and were recorded at fair value based on quoted market prices with changes in fair value and realized gains/(losses) presented under “Other income/(expenses), net” in the Consolidated Statements of Operations. The Company sold equity securities of HMM in 2016.

Management evaluates the equity security for other than temporary impairment on a quarterly basis. An investment is considered impaired if the fair value of the investment is less than its cost. Consideration is given to significant deterioration in the earnings performance, credit rating, asset quality, or business prospects of the investee, significant adverse change in the regulatory, economic, or technological environment of the investee, significant adverse change in the general market condition of either the geographic area or the industry in which the investee operates, as well as factors that raise significant concerns about the investee’s ability to continue as a going concern, such as negative cash flows from operations, working capital deficiencies, or noncompliance with statutory capital requirements or debt covenants.

**Pension and Retirement Benefit Obligations-Crew:** The crew on board the companies’ vessels serve in such capacity under short-term contracts (usually up to seven months) and accordingly, the vessel-owning companies are not liable for any pension or post-retirement benefits.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

**Accounting for Revenue and Expenses:** The Company derives its revenue from time charters and bareboat charters of its vessels, each of which contains a lease. These charters involve placing the specified vessel at charterers' use for a specified rental period of time in return for the payment of specified daily hire rates. Most of the charters include options for the charterers to extend their terms. Under a time charter, the daily hire rate includes lease component related to the right of use of the vessel and non-lease components primarily related to the operating expenses of the vessel incurred by the Company such as commissions, vessel operating expenses: crew expenses, lubricants, certain insurance expenses, repair and maintenance, spares, stores etc. and vessel management fees. Under a bareboat charter, the daily hire rate includes only lease component related to the right of use of the vessel. The revenue earned based on time charters is not negotiated in separate components. Revenue from the Company's time charters and bareboat charters of vessels is accounted for as operating leases on a straight line basis based on the average fixed rentals over the minimum fixed rental period of the time charter and bareboat charter agreements, as service is performed.

The Company elected the practical expedient which allows the Company to treat the lease and non-lease components as a single lease component for the leases where the timing and pattern of transfer for the nonlease component and the associated lease component to the lessees are the same and the lease component, if accounted for separately, would be classified as an operating lease. The combined component is therefore accounted for as an operating lease under ASC 842, as the lease components are the predominant characteristics, in 2019.

The Company adopted the new "Leases" standard (Topic 842) on January 1, 2019 using the modified retrospective method. The Company elected the practical expedient to use the effective date of adoption as the date of initial application. Furthermore the Company elected practical expedients, which allow entities (i) to not reassess whether any expired or existing contracts are considered or contain leases; (ii) to not reassess the lease classification for any expired or existing leases (iii) to not reassess initial direct costs for any existing leases and (iv) which allows to treat the lease and non-lease components as a single lease component due to its predominant characteristic. The adoption of this standard did not have a material effect on the consolidated financial statements since the Company is primarily a lessor and the accounting for lessors is largely unchanged under this standard.

**Voyage Expenses:** Voyage expenses include port and canal charges, bunker (fuel) expenses (bunker costs are normally covered by the Company's charterers, except in certain cases such as vessel re-positioning), address commissions and brokerage commissions. Under multi-year time charters and bareboat charters, such as those on which the Company charters its containerships and under short-term time charters, the charterers bear the voyage expenses other than brokerage and address commissions. As such, voyage expenses represent a relatively small portion of the vessels' overall expenses.

**Vessel Operating Expenses:** Vessel operating expenses include crew wages and related costs, the cost of insurance, expenses for repairs and maintenance, the cost of spares and consumable stores, tonnage taxes and other miscellaneous expenses. Aggregate expenses increase as the size of the Company's fleet increases. Under multi-year time charters, the Company pays for vessel operating expenses. Under bareboat charters, the Company's charterers bear most vessel operating expenses, including the costs of crewing, insurance, surveys, drydockings, maintenance and repairs.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

**General and administrative expenses:** General and administrative expenses include management fees paid to the vessels' manager (refer to Note 11, "Related Party Transactions"), audit fees, legal fees, board remuneration, executive officers compensation, directors & officers insurance and stock exchange fees.

**Repairs and Maintenance:** All repair and maintenance expenses are charged against income when incurred and are included in vessel operating expenses in the accompanying Consolidated Statements of Operations.

**Dividends:** Dividends, if any, are recorded in the Company's financial statements in the period in which they are declared by the Company's board of directors.

**Troubled Debt Restructuring and Accumulated Accrued Interest:** Prior to the finalization of the Refinancing (refer to Note 10, "Long-Term Debt, Net"), the Company concluded that it was experiencing financial difficulty and that certain of the lenders granted a concession (as part of the Refinancing). The Company was experiencing financial difficulty primarily as a result of the projected cash flows not being sufficient to service the balloon payment due as of December 31, 2018 without restructuring and the Company was not able to obtain funding from sources other than existing creditors at an effective interest rate equal to the current market interest rate for similar debt. As a result, the accounting guidance for troubled debt restructuring ("TDR") was applied at the Closing Date. The TDR accounting guidance requires the Company to record the value of the new debt to its restructured undiscounted cash flows over the life of the loan, including cash flows associated with the remaining scheduled interest and principal payments not to exceed the carrying amount of the original debt. In cases in which the recorded value of the debt instrument exceeds the sum of undiscounted future cash flows to be received under the restructured debt instrument, the recorded value is reduced to the sum of undiscounted future cash flows, and a gain is recorded. As a result of the TDR accounting, the interest expense related to the future periods on certain facilities was recognized under the accumulated accrued interest line in the Balance Sheet. Interest payments relating to the future interest recognized in accumulated accrued interest, are recognized as a reduction to the accumulated accrued interest payable when these are paid. As a result, these interest payments are not recorded as interest expense.

In the future, when interest rates change, actual cash flows will differ from the cash flows measured on the Refinancing closing date. The accounting treatment for changes in cash flows due to changes in interest rates depends on whether there is an increase or a decrease from the spot interest rate used in the initial TDR accounting ("threshold interest rate"). Fluctuations in the effective interest rate after the Refinancing from changes in the interest rate or other cause are accounted for as changes in estimates in the periods in which these changes occur. Upon an increase in the interest rates from the threshold interest rate used to calculate accumulated accrued interest payable, the Company recognizes additional interest expenses in the period the expense is incurred. The additional interest expense is calculated by multiplying the difference between the current interest rate and the threshold interest rate with the current carrying value of the debt. A gain due to decrease in interest rates ('interest windfall') will not be recognized until the debt facilities have been settled and there are no future interest payments. In case there are subsequent increases in interest rates above the threshold interest rate after a previous decrease in interest rates, the carrying amount of the accumulated accrued interest will be reduced by the interest payments in excess of the threshold interest rate until the prior interest windfall due to decrease in the interest rates is recaptured on a cumulative basis.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

The Paid-in-kind interest (“PIK interest”) related to each period will increase the carrying value of the loan facility and correspondingly decrease the carrying value of the accumulated accrued interest. PIK interest in excess of the amount recognized in the accumulated accrued interest is expensed in the period the expense is incurred.

**Segment Reporting:** The Company reports financial information and evaluates its operations by total charter revenues. Although revenue can be identified for different types of charters, management does not identify expenses, profitability or other financial information for different charters. As a result, management, including the chief operating decision maker, reviews operating results solely by revenue per day and operating results of the fleet, and thus the Company has determined that it has only one operating and reportable segment.

**Going Concern:** The management of the Company assesses the Company’s ability to continue as a going concern at each period end. The assessment evaluates whether there are conditions that give rise to substantial doubt to continue as a going concern within one year from the consolidated financial statements issuance date.

If a substantial doubt to continue as a going concern is identified and after considering management’s plans this substantial doubt is alleviated the Company discloses the following: (i) principal conditions or events that raised substantial doubt about the Company’s ability to continue as a going concern (before consideration of management’s plans), (ii) management’s evaluation of the significance of those conditions or events in relation to the Company’s ability to meet its obligations, (iii) management’s plans that alleviated substantial doubt about the Company’s ability to continue as a going concern.

If a substantial doubt to continue as a going concern is identified and after considering management’s plans this substantial doubt is not alleviated the Company discloses the following: (i) a statement indicating that there is substantial doubt about the Company’s ability to continue as a going concern, (ii) principal conditions or events that raised substantial doubt about the Company’s ability to continue as a going concern, (iii) management’s evaluation of the significance of those conditions or events in relation to the Company’s ability to meet its obligations, and (iv) management’s plans that are intended to mitigate the conditions or events that raised substantial doubt about the Company’s ability to continue as a going concern.

The Company updates the going concern disclosure in subsequent periods until the period in which substantial doubt no longer exists disclosing how the relevant conditions or events that raised substantial doubt were resolved.

**Derivative Instruments:** The Company entered into interest rate swap contracts to create economic hedges for its interest rate risks. The Company recorded these financial instruments at their fair value. When such derivatives do not qualify for hedge accounting, changes in their fair value are recorded in the Consolidated Statement of Operations. When the derivatives do qualify for hedge accounting, depending upon the nature of the hedge, changes in the fair value of derivatives are either offset against the fair value of assets, liabilities or firm commitments through income, or recognized in other comprehensive income (effective portion) and are reclassified to earnings when the hedged transaction is reflected in earnings. The ineffective portion of a derivative’s change in fair value is immediately recognized in income.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

At the inception of the transaction, the Company documents the relationship between hedging instruments and hedged items, as well as its risk management objective and the strategy for undertaking various hedging transactions. The Company also documents its assessment, both at the hedge inception and on an ongoing basis, of whether the derivative financial instruments that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

On July 1, 2012, the Company elected to prospectively de-designate fair value and cash flow interest rate swaps for which it was obtaining hedge accounting treatment due to the compliance burden associated with this accounting policy. As a result, all changes in the fair value of the Company's cash flow interest rate swap agreements were recorded in earnings under "Net Unrealized and Realized Losses on Derivatives" from the de-designation date forward.

The Company evaluated whether it is probable that the previously hedged forecasted interest payments are probable to not occur in the originally specified time period. The Company has concluded that the previously hedged forecasted interest payments are probable of occurring. Therefore, unrealized gains or losses in accumulated other comprehensive loss associated with the previously designated cash flow interest rate swaps will remain frozen in accumulated other comprehensive loss and recognized in earnings when the interest payments will be recognized. If such interest payments were to be identified as being probable of not occurring, the accumulated other comprehensive loss balance pertaining to these amounts would be reversed through earnings immediately.

The Company does not use financial instruments for trading or other speculative purposes.

**Earnings/(Loss) Per Share:** The Company has presented net earnings/(loss) per share for all years presented based on the weighted average number of outstanding shares of common stock of Danaos Corporation at the reported periods. Diluted earnings per share reflect the potential dilution that would occur if securities or other contracts to issue common stock were exercised. The warrants issued in 2011 were excluded from the diluted earnings/(loss) per share for the year ended December 31, 2019, 2018 and 2017, because they were antidilutive. Unvested shares of restricted stock are included in the calculation of the diluted earnings per share, unless considered antidilutive, based on the weighted average number of shares of restricted stock outstanding during the period.

**Equity Compensation Plan:** The Company has adopted an equity compensation plan (the "Plan") in 2006 (as amended on August 2, 2019), which is generally administered by the compensation committee of the Board of Directors. The Plan allows the plan administrator to grant awards of shares of common stock or the right to receive or purchase shares of common stock to employees, directors or other persons or entities providing significant services to the Company or its subsidiaries. The actual terms of an award will be determined by the plan administrator and set forth in written award agreement with the participant. Any options granted under the Plan will be accounted for in accordance with the accounting guidance for share-based compensation arrangements.

The aggregate number of shares of common stock for which awards may be granted under the Plan shall not exceed 1,000,000 shares plus the number of unvested shares granted before August 2, 2019. Awards made under the Plan that have been forfeited, cancelled or have expired, will not be treated as having been granted for purposes of the preceding sentence. Unless otherwise set forth in an



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies (Continued)**

award agreement, any awards outstanding under the Plan will vest immediately upon a “change of control”, as defined in the Plan. Refer to Note 17, “Stock Based Compensation”.

As of April 18, 2008, the Company established the Directors Share Payment Plan (“Directors Plan”). The purpose of the Directors Plan is to provide a means of payment of all or a portion of compensation payable to directors of the Company in the form of Company’s Common Stock. Each member of the Board of Directors of the Company may participate in the Directors Plan. Pursuant to the terms of the Directors Plan, Directors may elect to receive in Common Stock all or a portion of their compensation. On the last business day of each quarter, the rights of common stock are credited to each Director’s Share Payment Account. Following December 31st of each year, the Company will deliver to each Director the number of shares represented by the rights credited to their Share Payment Account during the preceding calendar year. Refer to Note 17, “Stock Based Compensation”.

As of April 18, 2008, the Board of Directors and the Compensation Committee approved the Company’s ability to provide, from time to time, incentive compensation to the employees of Danaos Shipping Company Limited (the “Manager”), in the form of free shares of the Company’s common stock under the Plan. Prior approval is required by the Compensation Committee and the Board of Directors. The plan was effective since December 31, 2008. Pursuant to the terms of the plan, employees of the Manager may receive (from time to time) shares of the Company’s common stock as additional compensation for their services offered during the preceding period. The total amount of stock to be granted to employees of the Manager will be at the Company’s Board of Directors’ discretion only and there will be no contractual obligation for any stock to be granted as part of the employees’ compensation package in future periods. Refer to Note 17, “Stock Based Compensation”.

**Recent Accounting Pronouncements:**

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”), which amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses on certain types of financial instruments, including trade receivables. The FASB issued Accounting Standards Update No. 2018-19 “Codification improvements to Topic 326” in December 2018, which clarifies that impairment of receivables arising from operating leases should be accounted for in accordance with Topic 842, Leases; Accounting Standards Update No. 2019-4 “Codification improvements to Topic 326, Topic 815 and Topic 825” in April 2019, Accounting Standards Update No. 2019-11 “Codification improvements to Topic 326, Financial Instruments-Credit Losses” in November 2019 and Accounting Standards Update No. 2020-2 “Financial Instruments-Credit Losses (Topic 326) and Leases (Topic 842)” in February 2020, which clarify or addresses related issues. The ASU 2016-13 is effective for public entities for fiscal years beginning after December 15, 2019. The Company is currently evaluating the impact of the new standard on the Company’s consolidated financial statements.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**3. Cash, Cash Equivalents and Restricted Cash**

Cash, cash equivalents and restricted cash consisted of the following (in thousands):

	As of December 31, 2019	As of December 31, 2018	As of December 31, 2017
Cash and cash equivalents . . . . .	\$139,170	\$77,275	\$66,895
Restricted cash . . . . .	—	—	2,812
<b>Total . . . . .</b>	<b><u>\$139,170</u></b>	<b><u>\$77,275</u></b>	<b><u>\$69,707</u></b>

The Company was required to maintain cash of \$2.8 million as of December 31, 2017 in retention bank accounts as a collateral for the upcoming scheduled debt payments of its KEXIM-ABN Amro credit facility, which were recorded under current assets in the Company's Consolidated Balance Sheets. This credit facility was fully repaid in July 2018.

**4. Fixed Assets, Net**

Fixed assets, net consisted of the following (in thousands):

	Vessel Costs	Accumulated Depreciation	Net Book Value
<b>As of January 1, 2017 . . . . .</b>	<b>\$3,554,683</b>	<b>\$(647,962)</b>	<b>\$2,906,721</b>
Additions . . . . .	4,478	—	4,478
Depreciation . . . . .	—	(115,228)	(115,228)
<b>As of December 31, 2017 . . . . .</b>	<b>\$3,559,161</b>	<b>\$(763,190)</b>	<b>\$2,795,971</b>
Additions . . . . .	2,830	—	2,830
Impairment Loss . . . . .	(337,738)	127,023	(210,715)
Depreciation . . . . .	—	(107,757)	(107,757)
<b>As of December 31, 2018 . . . . .</b>	<b>\$3,224,253</b>	<b>\$(743,924)</b>	<b>\$2,480,329</b>
Additions . . . . .	6,050	—	6,050
Depreciation . . . . .	—	(96,505)	(96,505)
<b>As of December 31, 2019 . . . . .</b>	<b><u>\$3,230,303</u></b>	<b><u>\$(840,429)</u></b>	<b><u>\$2,389,874</u></b>

As of December 31, 2019, the Company concluded that events and circumstances triggered the existence of potential impairment of its long-lived assets. These indicators included volatility in the charter market and the vessels' market values, as well as the potential impact the current marketplace may have on its future operations. As a result, the Company performed step one of the impairment assessment of the Company's vessels by comparing the undiscounted projected net operating cash flows for each vessel to its carrying value. As at December 31, 2019, the Company's assessment concluded that step two of the impairment analysis was not required for any vessel, as the undiscounted projected net operating cash flows of all vessels exceeded the carrying value of the respective vessels. As of December 31, 2019, no impairment loss was identified.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**4. Fixed Assets, Net (Continued)**

As of December 31, 2018, the Company concluded that events and circumstances triggered the existence of potential impairment of its long-lived assets. These indicators included volatility in the charter market and the vessels' market values, as well as the potential impact the current marketplace may have on its future operations. As a result, the Company performed step one of the impairment assessment of the Company's vessels by comparing the undiscounted projected net operating cash flows for each vessel to its carrying value. As at December 31, 2018, the Company's assessment concluded that step two of the impairment analysis was required for certain of its vessels, as the undiscounted projected net operating cash flows of certain vessels did not exceed the carrying value of the respective vessels. Fair value of each vessel was determined by management with the assistance from valuations obtained by third party independent shipbrokers. As of December 31, 2018, the Company recorded an impairment loss of \$210.7 million for ten of its vessels that are held and used, which is reflected under "Impairment loss" in the accompanying Consolidated Statements of Operations.

As of December 31, 2017, the Company concluded that there are no events and circumstances, which may trigger the existence of potential impairment of the Company's vessels. The indicators which were considered were mainly the current improved charter market and the improved vessel's market values compared to the prior year, as well as the potential impact the marketplace may have on the future operations.

The residual value (estimated scrap value at the end of the vessels' useful lives) of the fleet was estimated at \$378.2 million as of December 31, 2019 and December 31, 2018. The Company has calculated the residual value of the vessels taking into consideration the 10 year average and the 5 year average of the scrap. The Company has applied uniformly the scrap value of \$300 per ton for all vessels. The Company believes that \$300 per ton is a reasonable estimate of future scrap prices, taking into consideration the cyclical nature of the nature of future demand for scrap steel. Although the Company believes that the assumptions used to determine the scrap rate are reasonable and appropriate, such assumptions are highly subjective, in part, because of the cyclical nature of future demand for scrap steel.

In connection with the 2018 debt refinancing, the Company undertook to seek to refinance two of its 13,100 TEU vessels, the *Hyundai Honour* and *Hyundai Respect*, which refinancing was completed on April 12, 2019 through a sale and leaseback arrangement with a term of five years, at the end of which the Company will reacquire the vessels for an aggregate amount of \$52.6 million or earlier, at the Company's option, for a purchase price set forth in the agreement. The net proceeds amounting to \$144.8 million were applied pro rata to partially repay the existing credit facilities (Club Facility, Credit Suisse Facility, Citibank \$114 mil. Facility and Citibank \$123.9 mil. Facility) secured by mortgages on such vessels. This arrangement was recorded as a failed sale and leaseback by the Company with the received proceeds recognized as a financial liability. The carrying value of these vessels amount to \$271.9 million as of December 31, 2019.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**4. Fixed Assets, Net (Continued)**

The scheduled leaseback instalments subsequent to December 31, 2019 are as follows (in thousands):

<b>Instalments due by period ended:</b>	
December 31, 2020 .....	\$ 32,611
December 31, 2021 .....	32,522
December 31, 2022 .....	32,521
December 31, 2023 .....	32,521
December 31, 2024 .....	60,733
<b>Total leaseback instalments</b> .....	<b>190,908</b>
Less: Imputed interest .....	(52,694)
<b>Total leaseback obligation</b> .....	<b>138,214</b>
Less: Current leaseback obligation .....	(16,342)
<b>Leaseback obligation, net of current portion</b> .....	<b><u>\$121,872</u></b>

**5. Deferred Charges, Net**

Deferred charges, net consisted of the following (in thousands):

	<b>Drydocking and Special Survey Costs</b>
<b>As of January 1, 2017</b> .....	<b>\$ 8,199</b>
Additions .....	7,511
Amortization .....	(6,748)
<b>As of December 31, 2017</b> .....	<b>\$ 8,962</b>
Additions .....	13,306
Amortization .....	(9,237)
<b>As of December 31, 2018</b> .....	<b>\$13,031</b>
Additions .....	7,157
Amortization .....	(8,733)
<b>As of December 31, 2019</b> .....	<b><u>\$11,455</u></b>

The Company follows the deferral method of accounting for drydocking and special survey costs in accordance with accounting for planned major maintenance activities, whereby actual costs incurred are deferred and amortized on a straight-line basis over the period until the next scheduled survey, which is two and a half years. If special survey or drydocking is performed prior to the scheduled date, the remaining unamortized balances are immediately written off. Furthermore, when a vessel is drydocked for more than one reporting period, the respective costs are identified and recorded in the period in which they were incurred and not at the conclusion of the drydocking.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**6. Investments in affiliates**

In August 2015, an affiliated company Gemini Shipholdings Corporation (“Gemini”) was formed by the Company and Virage International Ltd. (“Virage”), a company controlled by the Company’s largest shareholder. Gemini acquired a 100% interest in two entities with capital leases for the container vessels *Suez Canal* and *Genoa* and two entities that own the container vessels *Catherine C* and *Leo C*. Gemini financed these acquisitions with the assumption of capital lease obligations of \$35.4 million, \$30.0 million of borrowings under secured loan facilities and an aggregate of \$47.4 million from equity contributions from the Company and Virage, which subscribed in cash for 49% and 51%, respectively, of Gemini’s issued and outstanding share capital. As of December 31, 2019, Gemini consolidated its wholly owned subsidiaries listed below:

<u>Company</u>	<u>Vessel Name</u>	<u>Year Built</u>	<u>TEU</u>	<u>Date of vessel delivery</u>
Avert Shipping S.A. . . . .	Suez Canal	2002	5,610	July 20, 2015
Sinoi Marine Ltd. . . . .	Genoa	2002	5,544	August 2, 2015
Kingsland International Shipping Limited . . . . .	Catherine C	2001	6,422	September 21, 2015
Leo Shipping and Trading S.A. . . . .	Leo C	2002	6,422	February 4, 2016
Springer Shipping Co . . . . .	Belita	2006	8,533	August 26, 2019

On August 26, 2019, an affiliated company of Gemini acquired a 8,533 TEU container vessel built in 2006 renamed to *Belita* for a gross purchase price of \$25.3 million.

The Company has determined that Gemini is a variable interest entity of which the Company is not the primary beneficiary, and as such, this affiliated company is accounted for under the equity method and recorded under “Equity income on investments” in the Consolidated Statements of Operations. The Company does not guarantee the debt of Gemini and its subsidiaries and has the right to purchase all of the beneficial interest in Gemini that it does not own for fair market value at any time after December 31, 2018, to the extent permitted under its credit facilities. The net assets of Gemini total \$18.3 million and \$15.0 million as of December 31, 2019 and December 31, 2018, respectively. The Company’s exposure is limited to its share of the net assets of Gemini proportionate to its 49% equity interest in Gemini.

A condensed summary of the financial information for equity accounted investments 49% owned by the Company shown on a 100% basis are as follows (in thousands):

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Current assets . . . . .	\$ 6,242	\$ 8,327	
Non-current assets . . . . .	\$69,740	\$41,155	
Current liabilities . . . . .	\$ 9,892	\$ 5,201	
Long-term liabilities . . . . .	\$47,795	\$29,254	
Net operating revenues . . . . .	\$20,264	\$18,885	\$17,388
Net income . . . . .	\$ 3,268	\$ 2,787	\$ 1,969



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**7. Other Non-current Assets**

Other non-current assets consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Available for sale securities:		
ZIM notes, net . . . . .	\$20,078	\$21,044
HMM notes, net . . . . .	11,377	7,847
Equity participation ZIM . . . . .	—	—
Advances for vessels additions . . . . .	18,800	5,420
Advances for vessels acquisition . . . . .	2,507	—
Other assets . . . . .	29,577	25,058
<b>Total . . . . .</b>	<b><u>\$82,339</u></b>	<b><u>\$59,369</u></b>

**a. ZIM**

In July 2014, after the charter restructuring agreements with ZIM, the Company obtained equity participation in ZIM and interest bearing unsecured ZIM notes maturing in 2023, consisting of \$8.8 million Series 1 Notes and \$41.1 million of Series 2 Notes. ZIM notes were originally classified as held to maturity securities and recorded at amortized costs less other than temporary impairment since initial recognition. The Company classifies its equity participation in ZIM at cost as the Company does not have the ability to exercise significant influence. In 2016, the Company tested for impairment of its equity participation in ZIM based on the existence of triggering events that indicate the interest in equity may have been impaired and recorded an impairment loss of \$28.7 million, thus reducing its book value to nil. The Company also tests periodically for impairment of its investments in debt securities based on the existence of triggering events that indicate debt instruments may have been impaired.

The Company recognized \$1.6 million, \$1.4 million and \$1.3 million in relation to their fair value unwinding of ZIM notes in the Consolidated Statements of Operations in “Interest income” for years ended December 31, 2019, 2018 and 2017, respectively. Furthermore, for each of the years ended December 31, 2019, 2018 and 2017, the Company recognized in the Consolidated Statements of Operations in “Interest income”, a non-cash interest income of \$0.9 million in relation to ZIM notes, which is accrued quarterly with deferred cash payment on maturity.

Furthermore, in July 2014, an amount of \$39.1 million, which represents the additional compensation received from ZIM, was recorded as unearned revenue representing compensation to the Company for the future reductions in the daily charter rates payable by ZIM under its time charters, expiring in 2020 or 2021, for six of the Company’s vessels. This amount is recognized in the Consolidated Statements of Operations in “Operating revenues” over the remaining life of the respective time charters. For each of the years ended December 31, 2019, 2018 and 2017, the Company recorded an amount of \$6.0 million of unearned revenue amortization in “Operating revenues”. As of December 31, 2019, the outstanding balances of the current and non-current portion of unearned revenue in relation to ZIM amounted to \$5.4 million and \$1.1 million, respectively. As of December 31, 2018, the corresponding outstanding balances of the current and non-current portion of unearned revenue amounted to \$6.0 million and \$6.5 million, respectively. Refer to Note 13, “Financial Instruments—Fair value of Financial Instruments”.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**7. Other Non-current Assets (Continued)**

**b. HMM**

In July 2016, after the charter restructuring agreements with HMM, the Company obtained interest bearing senior unsecured HMM notes consisting of \$32.8 million Loan Notes 1 maturing in July 2024 and \$6.2 million Loan Notes 2 maturing in December 2022 and 4.6 million HMM shares. The HMM notes were originally classified as held to maturity securities and recorded at amortized costs less other than temporary impairment since initial recognition. Based on the management's intention, the HMM shares were held principally for the purpose of the resale in the near term and were classified as trading securities. The Company also tests periodically for impairment of its investments in debt securities based on the existence of triggering events that indicate debt instruments may have been impaired.

On September 1, 2016, the Company sold all HMM shares and the net proceeds were used to repay outstanding debt obligations. Furthermore, for the years ended December 31, 2019, 2018 and 2017, the Company recognized \$1.9 million, \$1.8 million and \$1.8 million, respectively, of non-cash interest income and fair value unwinding of HMM notes under "Interest income" in the Consolidated Statement of Operations.

On July 18, 2016, the Company recognized unearned revenue of \$75.6 million representing compensation to the Company for the future reductions in the daily charter rates payable by HMM under the time charter agreements. The amortization of unearned revenue is recognized in the Consolidated Statement of Operations under "Operating revenues" over the remaining life of the respective charters. For the years ended December 31, 2019, December 31, 2018 and December 31, 2017, the Company recorded an amount of \$8.2 million, \$8.8 million and \$15.6 million, respectively, of unearned revenue amortization. As of December 31, 2019, the outstanding balances of the current and non-current portion of unearned revenue in relation to HMM amounted to \$8.2 million and \$27.0 million, respectively. As of December 31, 2018, the corresponding outstanding balances of the current and non-current portion of unearned revenue amounted to \$8.2 million and \$35.2 million, respectively. Refer also to Note 13, "Financial Instruments—Fair value of Financial Instruments".

**c. Transfer to Available for sale category**

On March 28, 2017, the Company sold \$13.0 million principal amount of HMM Loan Notes 1 maturing in July 2024 carried at amortized costs of \$8.6 million for gross cash proceeds on sale of \$6.2 million, which were received in April 2017. The sale resulted in a loss of \$2.4 million, which was recognized in the "Other income/(expenses), net" in the accompanying Consolidated Statements of Operations for year ended December 31, 2017. The proceeds were used to repay related outstanding debt obligations in April 2017. The sale of these notes resulted in a transfer of all remaining held to maturity HMM and ZIM notes into the available for sale securities at fair value. The unrealized losses,



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**7. Other Non-current Assets (Continued)**

which were recognized in other comprehensive loss, are analyzed as follows as of December 31, 2019 (in thousands):

<u>Description of securities</u>	<u>Amortized cost basis</u>	<u>Fair value</u>	<u>Unrealized loss</u>
ZIM notes . . . . .	\$47,171	\$20,078	\$(27,093)
HMM notes . . . . .	22,508	11,377	(11,131)
<b>Total . . . . .</b>	<b><u>\$69,679</u></b>	<b><u>\$31,455</u></b>	<b><u>\$(38,224)</u></b>

	<u>Unrealized loss on available for sale securities</u>
Balance as of January 1, 2017 . . . . .	—
Unrealized loss on available for sale securities . . . . .	\$(26,607)
<b>Balance as of December 31, 2017 . . . . .</b>	<b>(26,607)</b>
Unrealized loss on available for sale securities . . . . .	(9,771)
<b>Balance as of December 31, 2018 . . . . .</b>	<b>\$(36,378)</b>
Unrealized loss on available for sale securities . . . . .	(1,846)
<b>Balance as of December 31, 2019 . . . . .</b>	<b><u>\$(38,224)</u></b>

The Company has agreed to install scrubbers on nine of its vessels with contracted obligations therefore, together with estimated costs related to their installation, expected to amount to approximately \$37.2 million out of which advances of \$18.2 million were paid before December 31, 2019 and the remaining amount of \$19.0 million is expected to be paid in 2020. On October 2, 2019, the Company entered into an agreement to acquire a 8,463 TEU container vessel built in 2005 for a gross purchase price of \$25.0 million, of which \$2.5 million was advanced before December 31, 2019. This vessel is expected to be delivered by the end of May 2020.

Other assets mainly include non-current assets related to straight-lining of the Company's revenue amounting to \$29.6 million and \$23.1 million as of December 31, 2019 and December 31, 2018, respectively.

**8. Accrued Liabilities**

Accrued liabilities consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Accrued payroll . . . . .	\$ 809	\$ 924
Accrued interest . . . . .	3,910	6,304
Accrued expenses . . . . .	3,808	4,542
<b>Total . . . . .</b>	<b><u>\$8,527</u></b>	<b><u>\$11,770</u></b>

Accrued expenses mainly consisted of accruals related to the operation of the Company's fleet and other expenses as of December 31, 2019 and December 31, 2018.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**9. Lease Arrangements**

*Charters-out*

As of December 31, 2019, the Company generated operating revenues from its 55 vessels on time charters or bareboat charter agreements, with remaining terms ranging from less than one year to April 2028. Under the terms of the charter party agreements, most charterers have options to extend the duration of contracts ranging from less than one year to three years after the expiration of the contract. The Company determines fair value of its vessels at the lease commencement date and at the end of lease term for lease classification with the assistance from valuations obtained by third party independent shipbrokers. The Company manages its risk associated with the residual value of its vessels after the expiration of the charter party agreements by seeking multi-year charter arrangements for its vessels.

The future minimum rentals, expected to be earned on non-cancellable time charters consisted of the following as of December 31, 2019 (in thousands):

2020 . . . . .	\$ 383,412
2021 . . . . .	339,528
2022 . . . . .	270,307
2023 . . . . .	187,727
2024 . . . . .	57,070
2025 and thereafter . . . . .	62,214
<b>Total future rentals . . . . .</b>	<b><u>\$1,300,258</u></b>

The future minimum rentals, expected to be earned on non-cancellable time charters consisted of the following as of December 31, 2018 (in thousands):

2019 . . . . .	\$ 366,659
2020 . . . . .	345,174
2021 . . . . .	319,423
2022 . . . . .	257,533
2023 . . . . .	172,454
2024 and thereafter . . . . .	116,111
<b>Total future rentals . . . . .</b>	<b><u>\$1,577,354</u></b>

Rentals from time charters are not generally received when a vessel is off-hire, including time required for normal periodic maintenance of the vessel. In arriving at the future minimum rentals, an estimated time off-hire to perform periodic maintenance on each vessel has been deducted, although there is no assurance that such estimate will be reflective of the actual off-hire in the future.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Long-Term Debt, net**

Long-term debt consisted of the following (in thousands):

<u>Credit Facility</u>	<u>Balance as of December 31, 2019</u>	<u>Balance as of December 31, 2018</u>
The Royal Bank of Scotland \$475.5 mil. Facility . . . . .	\$ 458,604	\$ 474,743
HSB Nordbank AG—Aegean Baltic Bank—Piraeus Bank \$382.5 mil. Facility . . . . .	372,340	379,762
Citibank \$114 mil. Facility . . . . .	74,402	110,644
Credit Suisse \$171.8 mil. Facility . . . . .	115,759	167,990
Citibank—Eurobank \$37.6 mil. Facility . . . . .	27,455	35,544
Club Facility \$206.2 mil. . . . .	143,389	202,439
Sinosure Cexim—Citibank—ABN Amro \$203.4 mil. Facility . . . . .	40,680	61,020
Citibank \$123.9 mil. Facility . . . . .	88,793	122,523
Citibank \$120 mil. Facility . . . . .	100,245	115,973
Fair value of debt . . . . .	(19,994)	(26,065)
Comprehensive Financing Plan exit fees accrued . . . . .	22,139	21,583
<b>Total long-term debt . . . . .</b>	<b><u>\$1,423,812</u></b>	<b><u>\$1,666,156</u></b>
Less: Deferred finance costs, net . . . . .	(33,476)	(44,271)
Less: Current portion . . . . .	(119,673)	(113,777)
<b>Total long-term debt net of current portion and deferred finance cost . . . . .</b>	<b><u>\$1,270,663</u></b>	<b><u>\$1,508,108</u></b>

Each of the new credit facilities are collateralized by first and second preferred mortgages over the vessels financed, general assignment of all hire freights, income and earnings, the assignment of their insurance policies, as well as any proceeds from the sale of mortgaged vessels, the Company's investments in ZIM and Hyundai Merchant Marine securities, stock pledges and benefits from corporate guarantees. As of December 31, 2019, fifty-three of the Company's vessels, excluding the *Hyundai Honour* and *Hyundai Respect*, having a net carrying value of \$2,118.0 million as of December 31, 2019, were subject to first and second preferred mortgages as collateral to the Company's credit facilities.

As of December 31, 2019, there was no remaining borrowing availability under the Company's credit facilities. The weighted average interest rate on long-term borrowings (including leaseback obligations) for the years ended December 31, 2019, 2018 and 2017 was 6.1%, 4.3% and 3.1%, respectively. Total interest paid (including interest on leaseback obligations) during the years ended December 31, 2019, 2018 and 2017 was \$54.9 million, \$71.9 million and \$74.6 million, respectively. The total amount of interest cost incurred and expensed (including interest on leaseback obligations) in 2019 was \$55.2 million (2018: \$70.7 million, 2017: \$75.4 million).

***The Refinancing and the 2018 Credit Facilities***

The Company entered into a debt refinancing agreement with certain of its lenders holding debt of \$2.2 billion maturing by December 31, 2018, for a debt refinancing (the "Refinancing") which was consummated on August 10, 2018 (the "Closing Date") that superseded, amended and supplemented the terms of each of the Company's then-existing credit facilities (other than the Sinosure-CEXIM-



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Long-Term Debt, net (Continued)**

Citibank-ABN Amro credit facility which is not covered thereby). The Refinancing provided for, among other things, the issuance of 7,095,877 new shares of common stock to certain of the Company's lenders (which represented 47.5% of the Company's outstanding common stock immediately after giving effect to such issuance and diluted existing shareholders ratably), a principal amount debt reduction of approximately \$551 million, revised amortization schedules, maturities, interest rates, financial covenants, events of defaults, guarantee and security packages and \$325.9 million of new debt financing from one of the Company's lenders—Citibank (the "Citibank—New Money"). The Company's largest stockholder, Danaos Investment Limited as Trustee of the 883 Trust ("DIL"), contributed \$10 million to the Company on the Closing Date, for which DIL did not receive any shares of common stock or other interests in the Company. The maturities of most of the new loan facilities covered by this debt refinancing were extended by five years to December 31, 2023 (or, in some cases, June 30, 2024).

In addition, the Company agreed to make reasonable efforts to source investment commitment for new shares of common stock with net proceeds not less than \$50 million in aggregate no later than 18 months after the Closing Date (\$10 million of which is to be underwritten by DIL). Danaos sold 9,418,080 shares of common stock in the public offering completed in December 2019 raising aggregate proceeds net of underwriting discounts of \$54.4 million. Refer also to Note 18, "Stockholder's Equity".

As part of the Refinancing the Company entered into new credit facilities for an aggregate principal amount of approximately \$1.6 billion due by December 31, 2023 through an amendment and restatement or replacement of existing credit facilities. The following are the new term loan credit facilities (the "2018 Credit Facilities"):

- (i) a \$475.5 million credit facility provided by the Royal Bank of Scotland (the "RBS Facility"), which refinanced the prior Royal Bank of Scotland credit facilities
- (ii) a \$382.5 million credit facility provided by HSH Nordbank AG—Aegean Baltic Bank—Piraeus Bank (the "HSH Facility"), which refinanced the prior HSH Nordbank AG—Aegean Baltic Bank—Piraeus Bank credit facilities
- (iii) a \$114.0 million credit facility provided by Citibank (the "Citibank \$114 mil. Facility"), which refinanced the prior Citibank credit facility
- (iv) a \$171.8 million credit facility provided by Credit Suisse (the "Credit Suisse \$171.8 mil. Facility"), which refinanced the prior Credit Suisse credit facility
- (v) a \$37.6 million credit facility provided by Citibank—Eurobank (the "Citibank—Eurobank \$37.6 mil. Facility"), which refinanced the prior Citibank—Eurobank credit facility
- (vi) a \$206.2 million credit facility provided by Citibank—Credit Suisse—Sentina (the "Club Facility \$206.2 mil."), which refinanced the prior EnTrustPermal—Credit Suisse—CitiGroup Club facility
- (vii) a \$120.0 million credit facility provided by Citibank (the "Citibank \$120 mil. Facility"), which refinanced the prior ABN Amro—Bank of America Merrill Lynch—Burlington Loan Management—National Bank of Greece facilities
- (viii) a \$123.9 million credit facility provided by Citibank (the "Citibank \$123 mil. Facility"), which refinanced the prior Deutsche Bank facility



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Long-Term Debt, net (Continued)**

***Interest and Fees***

The interest rate payable under the 2018 Credit Facilities (which does not include the Sinasure-CEXIM-Citibank-ABN Amro credit facility) is LIBOR+2.50% (subject to a 0% floor), with subordinated tranches of two credit facilities incurring additional PIK interest of 4.00%, compounded quarterly, payable in respect of \$282 million principal related to the RBS Facility and HSH Facility, which tranches have maturity dates of June 30, 2024.

The Company was required to pay a cash amendment fee of \$69.2 million in the aggregate, out of which \$30.5 million and \$23.9 million was paid in cash in the years ended December 31, 2019 and 2018, respectively. The remaining amount of \$14.8 million will be paid in instalments in 2020 and is presented under “Other current liabilities” as of December 31, 2019. The unpaid amendment fee of \$30.5 million was accrued under “Other current liabilities” and of \$14.8 million under “Other long-term liabilities” in the consolidated balance sheet as of December 31, 2018. Of the cash amendment fee, \$17.2 million was deferred and is amortized over the life of the respective credit facilities with the effective interest method and \$52.0 million was expensed to the consolidated statement of operations in the year ended December 31, 2018.

The Company was also required to issue 1,052,179 shares of common stock as part of the amendments fees on the Closing Date, or \$25.0 million fair value in the aggregate. Of this amount, recognition of \$18.1 million was deferred and is amortized over the life of the respective credit facilities with the effective interest method and \$6.9 million was expensed in the accompanying consolidated statements of operations in the year ended December 31, 2018. The fair value of the shares issued at the Closing Date are based on a Level 1 measurement of the share’s price, which was \$23.8 (as adjusted for the 1-for-14 reverse stock split the Company effected on May 2, 2019) as of August 10, 2018.

The Company incurred \$51.3 million and \$14.3 million of professional fees related to the refinancing discussions with its lenders reported under “Other income/(expenses), net” in the accompanying consolidated statements of operations for the years ended December 31, 2018 and 2017, respectively. Additionally, the Company deferred \$11.7 million of professional fees related to the Citibank facilities and is amortized over the life of the respective credit facilities.

***Covenants, Events of Defaults, Collaterals and Guarantees***

The 2018 Credit Facilities contain financial covenants requiring the Company to maintain:

- (i) minimum collateral to loan value coverage on a charter-free basis increasing from 57.0% as of December 31, 2018 to 100% as of September 30, 2023 and thereafter,
- (ii) minimum collateral to loan value coverage on a charter-attached basis increasing from 69.5% as of December 31, 2018 to 100% as of September 30, 2023 and thereafter,
- (iii) minimum liquidity of \$30 million throughout the term of the 2018 Credit Facilities,
- (iv) maximum consolidated net leverage ratio, declining from 7.50x as of December 31, 2018 to 5.50x as of September 30, 2023 and thereafter,
- (v) minimum interest coverage ratio of 2.50x throughout the term of the 2018 Credit Facilities and
- (vi) minimum consolidated market value adjusted net worth increasing from negative \$510 million as of December 31, 2018 to \$60 million as of September 30, 2023 and thereafter.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Long-Term Debt, net (Continued)**

The 2018 Credit Facilities contain certain restrictive covenants and customary events of default, including those relating to cross-acceleration and cross-defaults to other indebtedness, non-compliance, or repudiation of security documents, material adverse changes to the Company's business, the Company's common stock ceasing to be listed on the NYSE (or another recognized stock exchange), foreclosure on a vessel in the Company's fleet, a change in control of the Manager, a breach of the management agreement by the Manager and a material breach of a charter by a charterer or cancellation of a charter (unless replaced with a similar charter acceptable to the lenders) for the vessels securing the respective new credit facilities.

In connection with the refinancing, the Company has refinanced two of its 13,100 TEU vessels, the *Hyundai Honour* and the *Hyundai Respect* in April 2019. See the Note 4 "Fixed Assets, Net" for further details.

***Exit Fee***

As of December 31, 2019 and 2018, the Company has an accrued Exit Fee of \$22.1 million and \$21.6 million, respectively, relating to its debt facilities and is reported under "Long-term debt, net" in the consolidated Balance Sheets. The payment of the exit fees accrued under the long-term debt prior to the debt refinancing shall be postponed on the earlier of maturity, acceleration or prepayment or repayment in full of the amended facilities or the relevant facility refinancing. The exit fees will accrete in the consolidated statement of operations of the Company over the life of the respective facilities covered by the Refinancing (which does not include the Sinasure-CEXIM-Citibank-ABN Amro credit facility) up to the agreed full exit fees payable amounting to \$24.0 million.

***Sinasure-CEXIM-Citibank-ABN Amro credit facility and KEXIM-ABN Amro credit facility***

On the Closing Date the Company amended and restated the Sinasure-CEXIM-Citibank-ABN Amro credit facility, dated as of February 21, 2011, primarily to align its financial covenants with those contained in the new credit facilities and provide second lien collateral to lenders under certain of the 2018 Credit Facilities.

On June 27, 2018, the Company gave notice to the lenders under the KEXIM-ABN Amro credit facility and fully repaid the \$17.5 million outstanding under this facility on July 20, 2018.

***Principal Payments***

The Sinasure—Cexim—Citibank—ABN Amro credit facility provides for semi-annual amortization payments. The 2018 Credit Facilities provide for quarterly fixed and variable amortization payments, together representing approximately 85% of actual free cash flows from the relevant vessels securing such credit facilities, subject to certain adjustments. The 2018 Credit Facilities have maturity dates of December 31, 2023 (or in some cases as indicated below, June 30, 2024). After giving effect to the debt



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Long-Term Debt, net (Continued)**

refinancing consummated on August 10, 2018, scheduled debt maturities of total long-term debt subsequent to December 31, 2019 are as follows (in thousands):

<u>Payments due by period ended</u>	<u>Fixed principal repayments</u>	<u>Final payments*</u>	<u>Total principal payments</u>
December 31, 2020 . . . . .	\$119,673	—	\$ 119,673
December 31, 2021 . . . . .	119,603	—	119,603
December 31, 2022 . . . . .	89,773	—	89,773
December 31, 2023 . . . . .	77,194	717,538	794,732
June 30, 2024 . . . . .	—	297,886	297,886
<b>Total long-term debt . . . . .</b>	<b><u>\$406,243</u></b>	<b><u>\$1,015,424</u></b>	<b><u>\$1,421,667</u></b>

\* The final payments include the unamortized remaining principal debt balances under the 2018 Credit Facilities, as such amount will be determinable following the fixed amortization. As mentioned above, the Company is also subject to quarterly variable principal amortization based on actual free cash flows, which are included under “Final payments” in this table.

***Accounting for the Restructuring Agreement***

The Company performed an accounting analysis on a lender by lender basis to determine which accounting guidance applied to each of the amendments to its existing credit facilities as part of the 2018 Refinancing. The following guidance was used to perform the analysis:

- (i) As set forth in ASC 470-60, “Accounting by Debtors and Creditors for Troubled Debt Restructurings” troubled debt restructuring (“TDR”) accounting is required when the debtor is experiencing financial difficulty and the creditor has granted a concession. A concession is granted when the effective borrowing rate on the restructured debt is less than the effective borrowing rate on the original debt. The application of TDR accounting requires a comparison of the recorded value of each debt instrument prior to restructuring to the sum of the undiscounted future cash flows to be received by a creditor under the newly restructured debt instrument. Interest expense in future periods is determined by the effective interest rate required to discount the newly restructured future cash flows to equal the recorded value of the debt instrument without regard to how the parties allocated these cash flows to principal and interest in the restructured agreement. In cases in which the recorded value of the debt instrument exceeds the sum of undiscounted future cash flows to be received under the restructured debt instrument, the recorded value is reduced to the sum of undiscounted future cash flows, and a gain is recorded. In this instance, no future interest expense will be recorded on the affected facilities, as the adjusted recorded value and the undiscounted future cash flows are equal and the effective interest rate is zero.
- (ii) For lenders on which the Company concluded that the above changes to the terms of long-term debt do not constitute a troubled debt restructuring as no concession has been granted, the Company applied the guidance in ASC 470-50, Modifications and Extinguishments. The accounting treatment is determined by whether (1) the lender (creditor) remains the same and (2) terms of the new debt and original debt are substantially different.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Long-Term Debt, net (Continued)**

The new debt and the old debt are considered “substantially different” pursuant to ASC 470-50 when the present value of the cash flows under the terms of the new debt instrument is at least 10% different from the present value of the remaining cash flows under the terms of the original instrument. If the original and new debt instruments are substantially different, the original debt is derecognized and the new debt should be initially recorded at fair value, with the difference recognized as an extinguishment gain or loss.

Based on the analysis, the Company concluded for the lenders that participated in both the credit facilities existing immediately prior to the 2018 Refinancing and the 2018 Credit Facilities, the following accounting:

***Troubled Debt Restructuring***

Prior to the finalization of the Refinancing, the Company concluded that it was experiencing financial difficulty and that certain of the lenders granted a concession (as part of the Refinancing). The Company was experiencing financial difficulty primarily as a result of the projected cash flows not being sufficient to service the balloon payment due as of December 31, 2018 without restructuring and the Company was not able to obtain funding from sources other than existing creditors at an effective interest rate equal to the current market interest rate for similar debt. As a result, the following accounting has been applied at the Closing Date:

- (i) As of the Closing Date, the outstanding balance of HSH Facility was \$639.2 million. In exchange for reduction of principal of \$251.0 million, the lenders received a total of 3.5 million shares of common stock with a fair value of \$83.9 million, resulting in a net concession of \$167.1 million. Accumulated accrued interest of \$129.3 million was recognized using the Libor rate of 2.34% as of August 10, 2018. The TDR accounting guidance requires the Company to record the value of the new debt to its restructured undiscounted cash flows over the life of the loan, including cash flows associated with the remaining scheduled interest and principal payments. In cases in which the recorded value of the debt instrument exceeds the sum of undiscounted future cash flows to be received under the restructured debt instrument, the recorded value is reduced to the sum of undiscounted future cash flows, and a gain is recorded. For the HSH Facility, the total undiscounted future cash flows total \$518.6 million, which results in a gain of \$36.6 million. The amendment fees to be paid to HSH Facility lenders of \$9.5 million were recorded in the consolidated statement of operations and reduced the net gain on debt extinguishment in the year ended December 31, 2018.
- (ii) As of the Closing Date, the outstanding balance of RBS Facility was \$660.9 million. In exchange for reduction of principal of \$179.2 million, the lender received a total of 2.5 million shares of common stock with a fair value of \$59.9 million, resulting in a net concession of \$119.3 million and accumulated accrued interest of \$119.3 million as of August 10, 2018. The TDR accounting guidance requires the Company to record the value of the new debt to its restructured undiscounted cash flows over the life of the loan, including cash flows associated with the remaining scheduled interest and principal payments not to exceed the carrying amount of the original debt. For the RBS Facility, the undiscounted cash flows exceed the recorded value of the modified debt, and as such, the modified and new debt is accreted up to its maturity value using the effective interest rate inherent in the restructured cash flows. The



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Long-Term Debt, net (Continued)**

amendment fees to be paid to RBS of \$9.3 million were deferred and is recognized through the consolidated statement of operations using the effective interest method.

Following the issuance of the shares of common stock, HSH and RBS are considered related parties. The fair value of the shares issued at the Closing Date are based on a Level 1 measurement of the share's price, which was \$23.8 (as adjusted for the 1-for-14 reverse stock split the Company effected on May 2, 2019) as of August 10, 2018.

***Modification and Extinguishment Accounting***

Based on the accounting analysis performed, the Company concluded that:

- (i) As of the Closing Date, the outstanding balance for the Credit Suisse Facility, the Credit Suisse and Sentina portions of the New Club Facility and the Eurobank portion of the Citibank—Eurobank Facility was \$173.5 million, \$125.6 million and \$7.2 million, respectively. The present value of the cash flows under the Credit Suisse facilities and Sentina portion of the New Club Facility and Eurobank portion of the Citibank—Eurobank Facility, as amended by the debt refinancing, were not substantially different from the present value of the remaining cash flows under the terms of the original instruments prior to the debt refinancing, and, as such, were accounted for the debt refinancing as a modification. Accordingly, no gain or loss was recorded and a new effective interest rate was established based on the carrying value of the long-term loan prior to the debt refinancing becoming effective and the revised cash flows pursuant to the debt refinancing, including the fair value of the shares issued to the lender as part of the amendment fees. Total amendment fees paid in cash and shares to the Credit Suisse Facility, New Club Facility and Eurobank portion of the Citibank—Eurobank Facility were \$15.1 million, \$10.9 million and \$0.1 million, respectively, and are deferred over the life of the facilities and recognized through the new effective interest method.
- (ii) The present value of the cash flows for all of the Existing Citibank facilities amounting to \$152.9 million plus the Citibank—New Money amounting to \$325.9 million, was substantially different from the present value of the remaining cash flows under the terms of the original instrument prior to the debt refinancing, and, as such, accounted for the debt refinancing as an extinguishment. Accordingly, we derecognized the carrying value of the prior Citibank debt facilities and recorded the refinanced debt at fair value totaling \$448.2 million. Total new fees of \$49.5 million were recorded directly in the consolidated statement of operations under the gain on debt extinguishment in the year ended December 31, 2018. The fair value of the new Citibank facilities was determined by the Company through an independent valuation using an issue date, risk adjusted market interest rate of 7.15% per annum, similar to the market yield for unsecured high yield bonds to the shipping companies, and considered to be a Level 2 input in the ASC 820 fair value hierarchy.

The outstanding principal and related exit fee payable for the Deutsche Bank Facility, the EnTrustPermal portion of the Club Facility and the ABN Amro—Bank of America Merrill Lynch—Burlington Loan Management—National Bank of Greece Facility (“Other facilities”) totaling \$450.8 million were extinguished with the proceeds from the Citibank—New Money amounting to \$325.9 million and with corporate cash amounting to \$12.0 million, resulting in a net gain on debt extinguishment of \$89.3 million in the year ended December 31, 2018.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**11. Related Party Transactions**

**Management Services:** Pursuant to a ship management agreement between each of the vessel owning companies and Danaos Shipping Company Limited (the “Manager”), the Manager acts as the fleet’s technical manager responsible for (i) recruiting qualified officers and crews, (ii) managing day to day vessel operations and relationships with charterers, (iii) purchasing of stores, supplies and new equipment for the vessels, (iv) performing general vessel maintenance, reconditioning and repair, including commissioning and supervision of shipyards and subcontractors of drydock facilities required for such work, (v) ensuring regulatory and classification society compliance, (vi) performing operational budgeting and evaluation, (vii) arranging financing for vessels, (viii) providing accounting, treasury and finance services and (ix) providing information technology software and hardware in the support of the Company’s processes. The Company’s controlling shareholder also controls the Manager.

On August 10, 2018, the term of the Company’s management agreement with the Manager was extended until December 31, 2024. The Manager agreed to apply all or some of the amount of DIL’s unfulfilled obligations, if any, under the Backstop Agreement as a credit towards any fees payable by the Company to the Manager. Pursuant to the management agreement, the management fees are as follows for the years presented in the Consolidated Statements of Operations: i) a daily management fee of \$850, ii) a daily vessel management fee of \$425 for vessels on bareboat charter and iii) a daily vessel management fee of \$850 for vessels on time charter. Additionally, the fee of 1.25% on gross freight, charter hire, ballast bonus and demurrage with respect to each vessel in the fleet and the fee of 0.5% based on the contract price of any vessel bought and sold by the Manager on the Company’s behalf are due to the Manager.

Management fees in 2019 amounted to approximately \$16.8 million (2018: \$16.8 million, 2017: \$16.9 million), which are presented under “General and administrative expenses” on the Consolidated Statements of Operations. Commissions to the Manager in 2019 amounted to approximately \$5.3 million (2018: \$5.4 million, 2017: \$5.3 million), which are presented under “Voyage expenses” in the Consolidated Statements of Operations.

The Company pays advances on account of the vessels’ operating expenses. These prepaid amounts are presented in the consolidated balance sheet under “Due from related parties” totaling \$20.5 million and \$18.0 million as of December 31, 2019 and 2018, respectively.

The Company employs its executive officers. The executive officers received an aggregate of €1.5 million (\$1.7 million), €2.7 million (\$3.2 million), including cash bonuses aggregating €1.2 million (\$1.4 million), and €1.5 million (\$1.8 million) in cash compensation for the years ended December 31, 2019, 2018 and 2017, respectively. An amount of \$0.2 million and \$0.6 million was due to executive officers and is presented under “Accounts payable” in the Consolidated Balance Sheets as of December 31, 2019 and 2018, respectively. The Company recognized non-cash share-based compensation expense in respect of awards to executive officers of \$3.6 million, \$1.0 million and nil in the years ended December 31, 2019, 2018, and 2017, respectively.

Dr. John Coustas, the Chief Executive Officer of the Company, is a member of the Board of Directors of The Swedish Club, the primary provider of insurance for the Company, including a substantial portion of its hull & machinery, war risk and protection and indemnity insurance. During the years ended December 31, 2019, 2018 and 2017 the Company paid premiums to The Swedish Club of \$4.4 million, \$3.9 million and \$4.6 million, respectively, which are presented under Vessel operating expenses in the Consolidated Statements of Operations. As of December 31, 2019 and 2018, the Company did not have any outstanding balance to The Swedish Club.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**12. Taxes**

Under the laws of the countries of the Company's ship owning subsidiaries' incorporation and/or vessels' registration, the Company's ship operating subsidiaries are not subject to tax on international shipping income, however, they are subject to registration and tonnage taxes, which have been included in Vessel Operating Expenses in the accompanying Consolidated Statements of Operations.

Pursuant to the U.S. Internal Revenue Code (the "Code"), U.S.-source income from the international operation of ships is generally exempt from U.S. tax if the company operating the ships meets certain requirements. Among other things, in order to qualify for this exemption, the company operating the ships must be incorporated in a country which grants an equivalent exemption from income taxes to U.S. corporations.

All of the Company's ship-operating subsidiaries satisfy these initial criteria. In addition, these companies must be more than 50% owned by individuals who are residents, as defined, in the countries of incorporation or another foreign country that grants an equivalent exemption to U.S. corporations. These companies satisfied the more than 50% beneficial ownership requirement for 2019. In addition, should the beneficial ownership requirement not be met, the management of the Company believes that by virtue of a special rule applicable to situations where the ship operating companies are beneficially owned by a publicly traded company like the Company, the more than 50% beneficial ownership requirement can also be satisfied based on the trading volume, the Company's shareholder composition and the anticipated widely-held ownership of the Company's shares, but no assurance can be given that this will be the case or remain so in the future, since continued compliance with this rule is subject to factors outside of the Company's control.

**13. Financial Instruments**

The principal financial assets of the Company consist of cash and cash equivalents, trade receivables and other assets. The principal financial liabilities of the Company consist of long-term bank loans. The following is a summary of the Company's risk management strategies and the effect of these strategies on the Company's consolidated financial statements.

**Interest Rate Risk:** Interest rate risk arises on bank borrowings. The Company monitors the interest rate on borrowings closely to ensure that the borrowings are maintained at favorable rates. The interest rates relating to the long-term loans are disclosed in Note 10, "Long-term Debt, net".

**Concentration of Credit Risk:** Financial instruments that are potentially subject the Company to significant concentrations of credit risk consist principally of cash and trade accounts receivable. The Company places its temporary cash investments, consisting mostly of deposits, with established financial institutions. The Company performs periodic evaluations of the relative credit standing of those financial institutions that are considered in the Company's investment strategy. The Company is exposed to credit risk in the event of non-performance by counterparties to derivative instruments, however, the Company limits this exposure by diversifying among counterparties with high credit ratings. The Company depends upon a limited number of customers for a large part of its revenues. Refer to Note 14, "Operating Revenue", for further details on revenue from significant clients. Credit risk with respect to trade accounts receivable is generally managed by the selection of customers among the major liner companies in the world and their dispersion across many geographic areas.

**Fair Value:** The carrying amounts reflected in the accompanying consolidated balance sheets of financial assets and liabilities (excluding long-term bank loans and certain other non-current assets)



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**13. Financial Instruments (Continued)**

approximate their respective fair values due to the short maturity of these instruments. The fair values of long-term floating rate bank loans approximate the recorded values, generally due to their variable interest rates. The fair value of available for sale securities is estimated based on either observable market based inputs or unobservable inputs that are corroborated by market data. The Company is exposed to changes in fair value of available for sale securities as there is no hedging strategy.

**Interest Rate Swaps:** The Company currently has no outstanding interest rate swaps agreements. However, in the past years, the Company entered into interest rate swap agreements with its lenders in order to manage its floating rate exposure. Certain variable-rate interests on specific borrowings were associated with vessels under construction and were capitalized as a cost of the specific vessels. In accordance with the accounting guidance on derivatives and hedging, the amounts related to realized gains or losses on cash flow hedges that have been entered into and qualified for hedge accounting, in order to hedge the variability of that interest, were recognized in accumulated other comprehensive loss and are reclassified into earnings over the depreciable life of the constructed asset, since that depreciable life coincides with the amortization period for the capitalized interest cost on the debt. An amount of \$3.6 million, \$3.7 million and \$3.7 million was reclassified into earnings for the years ended December 31, 2019, 2018 and 2017, respectively, representing amortization over the depreciable life of the vessels. Additionally, the Company recognized accelerated amortization of these deferred realized losses of nil, \$1.4 million and nil in connection with the impairment losses recognized on the respective vessels for the years ended December 31, 2019, 2018 and 2017, respectively. An amount of \$3.6 million is expected to be reclassified into earnings within the next 12 months.

***Fair Value of Financial Instruments***

The estimated fair values of the Company's financial instruments are as follows:

	As of December 31, 2019		As of December 31, 2018	
	Book Value	Fair Value	Book Value	Fair Value
	(in thousands of \$)			
Cash and cash equivalents . . . . .	\$ 139,170	\$ 139,170	\$ 77,275	\$ 77,275
Due from related parties . . . . .	\$ 20,512	\$ 20,512	\$ 17,970	\$ 17,970
ZIM notes . . . . .	\$ 20,078	\$ 20,078	\$ 21,044	\$ 21,044
Equity investment in ZIM . . . . .	—	—	—	—
HMM notes . . . . .	\$ 11,377	\$ 11,377	\$ 7,847	\$ 7,847
Long-term debt, including current portion . . . . .	\$1,423,812	\$1,423,812	\$1,666,156	\$1,666,156

The estimated fair value of the financial instruments that are measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows as of December 31, 2019 (in thousands):

	Fair Value Measurements as of December 31, 2019			
	Total	(Level I)	(Level II)	(Level III)
	(in thousands of \$)			
ZIM notes(1) . . . . .	\$20,078	\$—	\$20,078	\$—
HMM notes(1) . . . . .	\$11,377	\$—	\$11,377	\$—



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**13. Financial Instruments (Continued)**

The estimated fair value of the financial instruments that are not measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows as of December 31, 2019 (in thousands):

	Fair Value Measurements as of December 31, 2019			
	Total	(Level I)	(Level II)	(Level III)
	(in thousands of \$)			
Long-term debt, including current portion(2) . . . . .	\$1,423,812	\$—	\$1,423,812	\$—

The estimated fair value of the financial instruments that are measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows as of December 31, 2018:

	Fair Value Measurements as of December 31, 2018			
	Total	(Level I)	(Level II)	(Level III)
	(in thousands of \$)			
ZIM notes(1) . . . . .	\$21,044	\$—	\$21,044	\$—
HMM notes(1) . . . . .	\$ 7,847	\$—	\$ 7,847	\$—

The estimated fair value of the financial instruments that are not measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows as of December 31, 2018:

	Fair Value Measurements as of December 31, 2018			
	Total	(Level I)	(Level II)	(Level III)
	(in thousands of \$)			
Long-term debt, including current portion(2) . . . . .	\$1,666,156	\$—	\$1,666,156	\$—

- (1) The fair value is estimated based on either observable market based inputs or unobservable inputs that are corroborated by market data, including currently available information on the Company's counterparty, other contracts with similar terms, remaining maturities and interest rates.
- (2) Long-term debt, including current portion is presented gross of deferred finance costs of \$33.5 million and \$44.3 million as of December 31, 2019 and December 31, 2018, respectively. The fair value of the Company's debt is estimated based on currently available debt with similar contract terms, interest rate and remaining maturities, as well as taking into account its credit risk and does not include amounts related to the accumulated accrued interest.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**14. Operating Revenue**

Operating revenue from significant customers (constituting more than 10% of total revenue) for the years ended December 31, were as follows:

<u>Charterer</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
CMA CGM .....	36%	35%	34%
HMM Korea .....	24%	24%	31%
YML .....	13%	16%	14%

**15. Operating Revenue by Geographic Location**

Operating revenue by geographic location of the customers for the years ended December 31, was as follows (in thousands):

<u>Continent</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Australia—Asia .....	\$222,328	\$255,476	\$284,302
Europe .....	211,312	196,880	165,639
America .....	13,604	6,376	1,790
<b>Total Revenue .....</b>	<b><u>\$447,244</u></b>	<b><u>\$458,732</u></b>	<b><u>\$451,731</u></b>

**16. Commitments and Contingencies**

On September 1, 2016, Hanjin Shipping, a charterer of eight of the Company's vessels, referred to the Seoul Central District Court, which issued an order to commence the rehabilitation proceedings of Hanjin Shipping. Hanjin Shipping has cancelled all eight charter party agreements with the Company. On February 17, 2017, the Seoul Central District Court (Bankruptcy Division), declared the bankruptcy of Hanjin Shipping, converting the rehabilitation proceeding to a bankruptcy proceeding. The Seoul Central District Court (Bankruptcy Division) appointed a bankruptcy trustee to dispose of Hanjin Shipping's remaining assets and distribute the proceeds from the sale of such assets to Hanjin Shipping's creditors according to their priorities. The Company ceased recognizing revenue from Hanjin Shipping effective from July 1, 2016 onwards. The Company has a total unsecured claim submitted to the Seoul Central District Court for unpaid charter hire, charges, expenses and loss of profit against Hanjin Shipping totaling \$597.9 million, which is not recognized in the accompanying Consolidated Balance Sheet as of December 31, 2019 and 2018.

There are no other material legal proceedings to which the Company is a party or to which any of its properties are the subject, or other contingencies that the Company is aware of, other than routine litigation incidental to the Company's business. Furthermore, the Company does not have any commitments outstanding.

See the Note 7 "Other Non-current Assets" for capital commitments related to the installation of scrubbers on certain of the Company's vessels and to the contracted acquisition of a vessel and the Note 4 "Fixed Assets, Net" for buyback obligation related to the sale and leaseback arrangement.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**17. Stock Based Compensation**

As of April 18, 2008, the Board of Directors and the Compensation Committee approved incentive compensation of the Manager's employees with its shares from time to time, after specific for each such time, decision by the compensation committee and the Board of Directors in order to provide a means of compensation in the form of free shares to certain employees of the Manager of the Company's common stock. The plan was effective as of December 31, 2008. Pursuant to the terms of the plan, employees of the Manager may receive (from time to time) shares of the Company's common stock as additional compensation for their services offered during the preceding period. The total amount of stock to be granted to employees of the Manager will be at the Company's Board of Directors' discretion only and there will be no contractual obligation for any stock to be granted as part of the employees' compensation package in future periods.

On September 14, 2018, the Company granted 298,774 shares (4,182,832 shares before the 1-for-14 reverse stock split) of restricted stock to executive officers of the Company, out of which 149,386 restricted shares vested on December 31, 2019 and 149,388 restricted shares are scheduled to vest on December 31, 2021. Additionally, on May 10, 2019, the Company granted 137,944 shares of restricted stock to certain employees of the Manager (including 35,714 shares to executive officers), out of which 4,168 shares were forfeited in 2019 and 66,888 restricted shares vested on December 31, 2019 and 66,888 restricted shares are scheduled to vest on December 31, 2021. These restricted shares are subject to satisfaction of the vesting terms, under the Company's 2006 Equity Compensation Plan, as amended. 216,276 shares and 298,774 shares of restricted stock are issued and outstanding as of December 31, 2019 and December 31, 2018, respectively. During 2017, no shares of common stock were granted and as of December 14, 2017, the Company cancelled the grant of 25,000 shares to employees from previous year.

The aggregate number of shares of common stock for which awards may be granted under the Plan shall not exceed 1,000,000 shares plus the number of unvested shares granted before August 2, 2019. The equity awards may be granted by the Company's Compensation Committee or Board of Directors under its amended and restated 2006 equity compensation plan. Awards made under the Plan that have been forfeited, cancelled or have expired, will not be treated as having been granted for purposes of the preceding sentence.

The Company has also established the Directors Share Payment Plan under its 2006 equity compensation plan. The purpose of the plan is to provide a means of payment of all or a portion of compensation payable to directors of the Company in the form of Company's Common Stock. The plan was effective as of April 18, 2008. Each member of the Board of Directors of the Company may participate in the plan. Pursuant to the terms of the plan, Directors may elect to receive in common stock all or a portion of their compensation. Following December 31 of each year, the Company delivers to each Director the number of shares represented by the rights credited to their Share Payment Account during the preceding calendar year. During 2019, 2018 and 2017, none of the directors elected to receive shares as compensation.

**18. Stockholders' Equity**

In December 2019, the Company completed the sale of 9,418,080 shares of common stock in the public offering raising aggregate proceeds net of underwriting discounts of \$54.4 million, including an investment of approximately \$17.3 million by DIL. Additionally the Company incurred approximately \$0.9 million of related share issuance costs.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**18. Stockholders' Equity (Continued)**

On May 2, 2019, the Company effected a 1-for-14 reverse stock split of the issued and outstanding shares of common stock of the Company. All share and per share data disclosed in the accompanying consolidated financial statements give effect to this reverse stock split retroactively, for all periods presented. The reverse stock split reduced the number of the Company's outstanding shares of common stock from 213,324,455 to 15,237,456 on May 2, 2019 and affected all issued and outstanding shares of common stock. No fractional shares were issued in connection to the reverse stock split. Stockholders who would otherwise hold a fractional share of the Company's common stock received a cash payment in lieu of such fractional share. The par value and other terms of the Company's common stock were not affected by the reverse stock split.

Our largest stockholder DIL contributed \$10 million to the Company in connection with the consummation of the Refinancing on August 10, 2018. DIL did not receive any shares of common stock or other interests in the Company as a result of this contribution.

Additionally, on August 10, 2018, in connection with this debt refinancing, the Company issued 7,095,877 shares new shares of common stock to certain of the Company's lenders, which represented 47.5% of the outstanding common stock immediately after this issuance.

On September 14, 2018, the Company granted 298,774 shares of restricted stock to executive officers of the Company, out of which 149,386 restricted shares vested on December 31, 2019 and 149,388 restricted shares are scheduled to vest on December 31, 2021. Additionally, on May 10, 2019, the Company granted 137,944 shares of restricted stock to certain employees of the Manager (including 35,714 shares to executive officers), out of which 4,168 shares were forfeited in 2019 and 66,888 restricted shares vested on December 31, 2019 and 66,888 restricted shares are scheduled to vest on December 31, 2021. These restricted shares are subject to satisfaction of the vesting terms, under the Company's 2006 Equity Compensation Plan, as amended. 216,276 shares and 298,774 shares of restricted stock are issued and outstanding as of December 31, 2019 and December 31, 2018, respectively. During 2017, no shares of common stock were granted and as of December 14, 2017, the Company cancelled the grant of 25,000 shares to employees from previous year.

As of December 31, 2019 and December 31, 2018, the shares issued and outstanding were 24,789,312 and 15,237,456, respectively. Under the Articles of Incorporation as amended on September 18, 2009, the Company's authorized capital stock consists of 750,000,000 shares of common stock with a par value of \$0.01 and 100,000,000 shares of preferred stock with a par value of \$0.01. During 2017, no shares of common stock were issued.

During 2019, 2018 and 2017, the Company did not declare any dividends. The Company was not permitted to pay cash dividends under the terms of the 2018 debt refinancing until (1) the Company receives in excess of \$50 million in net cash proceeds from offerings of Common Stock and (2) the payment in full of the first installment of amortization payable following the consummation of the debt refinancing under each new credit facility and provided that an event of default has not occurred and the Company is not, and after giving effect to the payment of the dividend, in breach of any covenant. Following the sale of shares of common stock in the public offering completed in December 2019 described above, these conditions are fully satisfied.

In 2011, the Company issued an aggregate of 15,000,000 warrants to its lenders under the 2011 bank agreement with its lenders and the January 2011 credit facilities to purchase, solely on a cashless exercise basis, an aggregate of 15,000,000 shares of its common stock, which warrants have an exercise price of \$7.00 per share. All of these warrants expired on January 31, 2019.



**DANAOS CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**19. Earnings/(Loss) per Share**

The following table sets forth the computation of basic and diluted earnings/(loss) per share for the years ended December 31 (in thousands):

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Numerator:</i>			
Net income/(loss) . . . . .	\$131,253	\$(32,936)	\$83,905
<i>Denominator</i> (number of shares in thousands):			
Basic weighted average common shares outstanding .	15,835	10,623	7,845
Effect of dilutive securities:			
Share based compensation . . . . .	386	—	—
Diluted weighted average common shares outstanding . . . . .	16,221	10,623	7,845

The issued and outstanding 15,000,000 warrants to purchase shares of the Company's common stock (on a pre-split basis), which expired in January 2019, were excluded from the diluted earnings/(loss) per share for the years ended December 31, 2019, 2018 and 2017, because they were antidilutive. The unvested restricted shares were also excluded from the diluted earnings/(loss) per share for the year ended December 31, 2018, because they were antidilutive.

Basic and diluted earnings per share amount related to the gain on debt extinguishment of \$116.4 million recorded on the debt refinancing in the year ended December 31, 2018 (see Note 10) are \$10.95 (\$0.78 before the 1-for-14 reverse stock split).

**20. Subsequent Events**

On January 13, 2020, the Company entered into an agreement to acquire a 8,626 TEU container vessel built in 2008 for a gross purchase price of \$28.0 million. This vessel was delivered on January 23, 2020 and was renamed to Niledutch Lion.

On February 21, 2020, the Company entered into an agreement to acquire a 8,533 TEU container vessel built in 2005 for a gross purchase price of \$23.6 million. This vessel is expected to be delivered by May 30, 2020.









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