

Star Bulk Carriers Corp.
Form 20-F
March 22, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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, 2017

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 001-33869

STAR BULK CARRIERS CORP.

(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 Star Bulk Management Inc., 40 Agiou Konstantinou Str., Maroussi 15124, Athens, Greece
(Address of principal executive offices)

Petros Pappas, 011 30 210 617 8400, mgt@starbulk.com,
c/o Star Bulk Management Inc., 40 Agiou Konstantinou Str.
Maroussi 15124, Athens, Greece

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(Name, telephone, email and/or facsimile number and address of Company Contact Person)

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

| Title of each class | Name of exchange on which registered |
|---|--------------------------------------|
| Common Shares, par value \$0.01 per share | Nasdaq Global Select Market |
| 8.30% Senior Notes due 2022 | Nasdaq Global Select Market |

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.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: As of December 31, 2017, there were 64,160,004 common shares of the registrant 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 report 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

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.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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 or 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

FORWARD-LOOKING STATEMENTS

Star Bulk Carriers Corp. and its wholly owned subsidiaries (the “Company”) desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection with this safe harbor legislation. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

This document includes “forward-looking statements,” as defined by U.S. federal securities laws, with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. Words such as, but not limited to, “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “targets,” “projects,” “likely,” “could” and similar expressions or phrases may identify forward-looking statements.

All forward-looking statements involve risks and uncertainties. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from expected results.

In addition, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include:

- general dry bulk shipping market conditions, including fluctuations in charter hire rates and vessel values;
- the strength of world economies;
- the stability of Europe and the Euro;
- fluctuations in interest rates and foreign exchange rates;
- changes in demand in the dry bulk shipping industry, including the market for our vessels;
- changes in our operating expenses, including bunker prices, dry docking and insurance costs;
- changes in governmental rules and regulations or actions taken by regulatory authorities;
- potential liability from pending or future litigation;
- general domestic and international political conditions;
- potential disruption of shipping routes due to accidents or political events;
- the availability of financing and refinancing;
- our ability to meet requirements for additional capital and financing to grow our business;
- the impact of our indebtedness and the restrictions in our debt agreements;
- vessel breakdowns and instances of off-hire;

-risks associated with vessel construction;

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- potential exposure or loss from investment in derivative instruments;
- potential conflicts of interest involving our Chief Executive Officer, his family and other members of our senior management; and
- other important factors described in “Risk Factors.”

We have based these statements on assumptions and analyses formed by applying our experience and perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate in the circumstances. All future written and verbal forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We undertake no obligation, and specifically decline any obligation, except as required by law, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur.

See the sections entitled “Risk Factors” of this Annual Report on Form 20-F for the year ended December 31, 2017 for a more complete discussion of these risks and uncertainties and for other risks and uncertainties. These factors and the other risk factors described in this prospectus are not necessarily all of the important factors that could cause actual results or developments to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

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PART I.

Item 1. Identity of Directors, Senior Management and Advisers

Not Applicable.

Item 2. Offer Statistics and Expected Timetable

Not Applicable.

Item 3. Key Information

Throughout this report, the “Company,” “Star Bulk,” “we,” “us” and “our” all refer to Star Bulk Carriers Corp. and its wholly owned subsidiaries. We use the term deadweight ton (“dwt”) in describing the size of vessels. Dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, refers to the maximum weight of cargo and supplies that a vessel can carry. We own, operate, have under construction and provide vessel management services to dry bulk vessels of seven sizes:

1. Newcastlemax, which are vessels with carrying capacities of between 200,000 dwt and 210,000 dwt;
2. Capesize, which are vessels with carrying capacities of between 100,000 dwt and 200,000 dwt;
3. Post Panamax, which are vessels with carrying capacities of between 90,000 dwt and 100,000 dwt;
4. Kamsarmax, which are vessels with carrying capacities of between 80,000 dwt and 90,000 dwt;
5. Panamax, which are vessels with carrying capacities of between 65,000 and 80,000 dwt;
6. Ultramax, which are vessels with carrying capacities of between 60,000 and 65,000 dwt; and
7. Supramax, which are vessels with carrying capacities of between 50,000 and 60,000 dwt.

Unless otherwise indicated, all references to “Dollars” and “\$” in this report are to U.S. Dollars and all references to “Euro” and “€” in this report are to Euros.

We are a global shipping company providing worldwide seaborne transportation solutions in the dry bulk sector. Our vessels transport major bulks, which include iron ore, coal and grain and minor bulks which include bauxite, fertilizers and steel products. We were incorporated in the Marshall Islands on December 13, 2006 and maintain executive offices in Athens, Greece. Our common stock trades on the Nasdaq Global Select Market under the symbol “SBLK”. On a fully delivered basis, we expect to have a fleet of 74 vessels, with an aggregate capacity of 8.2 million dwt, consisting of Newcastlemax, Capesize, Post Panamax, Kamsarmax, Panamax, Ultramax and Supramax vessels with carrying capacities between 52,055 dwt and 209,537 dwt. Our fleet currently includes 72 operating vessels, with an additional two newbuilding vessels under construction in China for expected delivery in April 2018.

Oaktree

Oaktree is our largest shareholder. Oaktree Capital Management, L.P., together with its affiliates, is a leader among global investment managers specializing in alternative investments, with \$100.2 billion in assets under management as of December 31, 2017. The firm emphasizes an opportunistic, value-oriented and risk-controlled approach to investments in distressed debt, corporate debt (including high yield debt and senior loans), control investing,

convertible securities, real estate and listed equities. Headquartered in Los Angeles, the firm has over 900 employees and offices in 18 cities worldwide. See “Item 7 “Major Shareholders and Related Party Transactions” for a discussion on the various limitations on the transfer and voting of our common shares by Oaktree.

A. Selected Consolidated Financial Data

The table below summarizes our recent financial information. We refer you to the notes to our consolidated financial statements for a discussion of the basis on which our consolidated financial statements are presented. The information provided below should be read in conjunction with “Item 5. Operating and Financial Review and Prospects” and the consolidated financial statements, related notes and other financial information included herein.

Following the 15-for-1 reverse stock split effected on October 15, 2012, pursuant to which every fifteen common shares issued and outstanding were converted into one common share, and the 5-for-1 reverse stock split effected on June 20, 2016 (the “June 2016 Reverse Stock Split”), pursuant to which every five common shares issued and outstanding were converted into one common share, all share and per share amounts disclosed throughout this Annual Report have been retroactively updated to reflect these changes in capital structure.

The historical results included below and elsewhere in this document are not necessarily indicative of the future performance of Star Bulk.

3.A.(i) CONSOLIDATED STATEMENT OF OPERATIONS

(In thousands of U.S. Dollars, except per share and share data)

| | 2013 | 2014 | 2015 | 2016 | 2017 | |
|--|--------|-----------|------------|------------|-----------|---|
| Voyage revenues | 68,296 | 145,041 | 234,035 | 221,987 | 331,976 | |
| Management fee income | 1,598 | 2,346 | 251 | 119 | - | |
| | 69,894 | 147,387 | 234,286 | 222,106 | 331,976 | |
| Voyage expenses | 7,549 | 42,341 | 72,877 | 65,821 | 64,682 | |
| Charter-in hire expenses | - | - | 1,025 | 3,550 | 5,325 | |
| Vessel operating expenses | 27,087 | 53,096 | 112,796 | 98,830 | 101,428 | |
| Dry docking expenses | 3,519 | 5,363 | 14,950 | 6,023 | 4,262 | |
| Depreciation | 16,061 | 37,150 | 82,070 | 81,935 | 82,623 | |
| Management fees | - | 158 | 8,436 | 7,604 | 7,543 | |
| General and administrative expenses | 9,910 | 32,723 | 23,621 | 24,602 | 30,955 | |
| Bad debt expense | - | 215 | - | - | - | |
| (Gain)/ Loss on forward freight agreements) and bunker swaps | - | - | - | (411 |) 841 | |
| Impairment loss | - | - | 321,978 | 29,221 | - | |
| Loss on time charter agreement termination | - | - | 2,114 | - | - | |
| Other operational loss | 1,125 | 94 | - | 503 | 989 | |
| Other operational gain | (3,787 |) (10,003 |) (592 |) (1,565 |) (2,918 |) |
| Loss on sale of vessel | 87 | - | 20,585 | 15,248 | (2,598 |) |
| Gain from bargain purchase | - | (12,318 |) - | - | - | |
| | 61,551 | 148,819 | 659,860 | 331,361 | 293,132 | |
| Operating income / (loss) | 8,343 | (1,432 |) (425,574 |) (109,255 |) 38,844 | |
| Interest and finance costs | (6,814 |) (9,575 |) (29,661 |) (41,217 |) (50,458 |) |
| Interest and other income | 230 | 629 | 1,090 | 876 | 2,997 | |
| (Loss) / gain on derivative instruments, net | 91 | (799 |) (3,268 |) (2,116 |) 246 | |
| Loss on debt extinguishment | - | (652 |) (974 |) (2,375 |) (1,257 |) |
| Total other expenses, net | (6,493 |) (10,397 |) (32,813 |) (44,832 |) (48,472 |) |

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| | | | | | |
|--|-----------|------------|------------|------------|------------|
| Income/ (Loss) Before Equity in Income of Investee | 1,850 | (11,829) | (458,387) | (154,087) | (9,628) |
| Equity in income of investee | - | 106 | 210 | 126 | 93 |
| Income / (Loss) before taxes | 1,850 | (11,723) | (458,177) | (153,961) | (9,535) |
| Income taxes | - | - | - | (267) | (236) |
| Net income / (loss) | 1,850 | (11,723) | (458,177) | (154,228) | (9,771) |
| Earnings / (loss) per share, basic | 0.66 | (1.00) | (11.71) | (3.24) | (0.16) |
| Earnings / (loss) per share, diluted | 0.66 | (1.00) | (11.71) | (3.24) | (0.16) |
| Weighted average number of shares outstanding, basic | 2,810,269 | 11,688,239 | 39,124,673 | 47,574,454 | 63,034,394 |
| Weighted average number of shares outstanding, diluted | 2,823,278 | 11,688,239 | 39,124,673 | 47,574,454 | 63,034,394 |

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3.A.(ii) CONSOLIDATED BALANCE SHEET AND OTHER FINANCIAL DATA

(In thousands of U.S. Dollars, except per share data)

| | 2013 | 2014 | 2015 | 2016 | 2017 |
|--|---------|-----------|-----------|-----------|-----------|
| Cash and cash equivalents | 53,548 | 86,000 | 208,056 | 181,758 | 257,911 |
| Advances for vessels under construction and vessel acquisition | 67,932 | 454,612 | 127,910 | 64,570 | 48,574 |
| Vessels and other fixed assets, net | 326,674 | 1,441,851 | 1,757,552 | 1,707,209 | 1,775,081 |
| Total assets | 466,974 | 2,054,055 | 2,148,846 | 2,011,702 | 2,145,764 |
| Current liabilities, including current portion of long-term debt, short term lease commitments and Excel Vessel Bridge Facility | 29,734 | 140,198 | 131,631 | 6,235 | 189,306 |
| Total long-term debt including long term lease commitments and Excel Vessel Bridge Facility, excluding current portion, net of unamortized deferred finance fees | 170,934 | 709,389 | 795,267 | 896,332 | 789,878 |
| 8.00% Senior Notes due 2019 Notes and 8.30% Senior Notes due 2022 Notes, net of unamortized deferred finance fees ⁽⁸⁾ | - | 47,890 | 48,323 | 48,757 | 48,000 |
| Common stock | 58 | 218 | 438 | 566 | 642 |
| Stockholders' equity | 266,106 | 1,154,302 | 1,135,358 | 1,037,230 | 1,088,052 |
| Total liabilities and stockholders' equity | 466,974 | 2,054,055 | 2,148,846 | 2,011,702 | 2,145,764 |

OTHER FINANCIAL DATA

| | | | | | |
|---|-----------|------------|------------|-----------|------------|
| Net cash provided by/(used in) operating activities | 27,495 | 12,819 | (14,578) | (33,448) | 80,970 |
| Net cash provided by/(used in) investing activities | (107,618) | (437,075) | (397,533) | (13,216) | (126,852) |
| Net cash provided by/(used in) financing activities | 111,971 | 456,708 | 534,167 | 20,366 | 122,035 |

FLEET DATA

| | | | | | |
|---|-------|--------|--------|--------|--------|
| Average number of vessels ⁽¹⁾ | 13.34 | 28.88 | 69.06 | 69.77 | 69.55 |
| Total ownership days for fleet ⁽²⁾ | 4,868 | 10,541 | 25,206 | 25,534 | 25,387 |
| Total available days for fleet ⁽³⁾ | 4,763 | 10,413 | 24,096 | 24,623 | 25,272 |
| Charter-in days for fleet ⁽⁴⁾ | - | - | 108 | 366 | 428 |
| Fleet utilization ⁽⁵⁾ | 98 % | 99 % | 96 % | 96 % | 100 % |

AVERAGE DAILY RESULTS (In U.S. Dollars)

| | | | | | |
|--|--------|--------|-------|-------|--------|
| Time charter equivalent ⁽⁶⁾ | 14,088 | 10,450 | 7,042 | 6,208 | 10,393 |
| Vessel operating expenses ⁽⁷⁾ | 5,564 | 5,037 | 4,475 | 3,871 | 3,995 |

- Average number of vessels is the number of vessels that constituted our operating fleet for the relevant period, as
- (1) measured by the sum of the number of days each operating vessel was a part of our operating fleet during the period divided by the number of calendar days in that period.
 - (2) Ownership days are the total calendar days each vessel in the fleet was owned by us for the relevant period.
 - (3) Available days for the fleet are the Ownership days after subtracting off-hire days for major repairs, dry docking or special or intermediate surveys and lay-up days, if any.
 - (4) Charter-in days are the total days that we charter-in third-party vessels.
 - (5) Fleet utilization is calculated by dividing (x) available days plus charter-in days by (y) ownership days plus charter-in days for the relevant period.

- Time charter equivalent rate (the “TCE rate”) represents the weighted average daily TCE rate of our entire fleet. TCE rate is a measure of the average daily revenue performance of a vessel on a per voyage basis. Our method of calculating TCE rate is determined by dividing voyage revenues (net of voyage expenses, charter-in hire expenses and amortization of fair value of above/below market acquired time charter agreements) by available days for the relevant time period. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by the charterer under a time charter contract, as well as commissions. Charter-in hire expenses related to hire paid to charter-in third party vessels either under time charters or voyage charters. TCE rate is a standard shipping industry performance measure used primarily to compare period-to-period
- (6) changes in a shipping company’s performance despite changes in the mix of charter types (i.e., voyage charters, time charters and bareboat charters) under its vessels may be employed between the periods. We included TCE revenues, a non-GAAP measure, as it provides additional meaningful information in conjunction with voyage revenues, the most directly comparable GAAP measure, and it assists our management in making decisions regarding the deployment and use of our operating vessels and in evaluating our financial performance. The above reported TCE rate for the year ended December 31, 2017, calculated excluding Star Logistics that was recently formed as further discussed elsewhere herein. Our calculation of TCE rate may not be comparable to that reported by other companies. For further information concerning our calculation of TCE rate and of reconciliation of TCE rate to voyage revenue, please see “Item 5. Operating and Financial Review and Prospects - A. Operating Results.”
 - (7) Average daily operating expenses per vessel are calculated by dividing vessel operating expenses by Ownership days.

- (8) On November 6, 2014, we issued \$50.0 million aggregate principal amount of 8.00% Senior Notes due 2019 (the “2019 Notes”). The net proceeds were \$48.4 million. On November 9, 2017, we issued \$50.0 million aggregate principal amount of 8.30% Senior Notes due 2022 (the “2022 Notes”). The proceeds were \$50.0 million were applied, to redeem the 2019 Notes on December 11, 2017 at an aggregate redemption price of 100% of the outstanding principal amount, plus accrued and unpaid interest to, but not including, the date of redemption.

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk factors

The following risks relate principally to the industry in which we operate and our business in general. Other risks relate principally to the securities market and ownership of our common stock. The occurrence of any of the events described in this section could significantly and negatively affect our business, financial condition operating results or cash available for dividends or the trading price of our common stock.

Risks Related to Our Industry

Charter hire rates for dry bulk vessels are volatile and have declined significantly the past years since their historic highs and may remain at low levels or further decrease in the future, which may adversely affect our earnings, revenue and profitability and our ability to comply with our loan covenants.

The dry bulk shipping industry is cyclical with high volatility in charter hire rates and profitability. The degree of charter hire rate volatility among different types of dry bulk vessels has varied widely, and in recent years, charter hire rates for dry bulk vessels have declined significantly from historically high levels. In the past, time charter and spot market charter rates for dry bulk carriers have declined below operating costs of vessels (including as recently as 2016). The Baltic Dry Index, or the “BDI”, a daily average of charter rates for key dry bulk routes published by the Baltic Exchange Limited, which has long been viewed as the main benchmark to monitor the movements of the dry bulk vessel charter market and the performance of the entire dry bulk shipping market, declined from a high of 11,793 in May 2008 to a low of 290 in February 2016, which represents a decline of 98%. In 2017, the BDI ranged from a low of 685 in February, 2017, to a high of 1,743 in December 2017. As of February 27, 2018, the BDI was 1,188.

Our ability to be profitable will depend upon a number of factors. Fluctuations in charter rates result from changes in the supply of and demand for vessel capacity and changes in the supply of and demand for the major commodities carried by water internationally. Because the factors affecting the supply of and demand for vessels are outside of our control and are unpredictable, the nature, timing, direction and degree of changes in industry conditions are also unpredictable. Since we charter our vessels principally in the spot market, we are exposed to the cyclical and volatility of the spot market. Spot market charter hire rates may fluctuate significantly based upon available charters and the supply of and demand for seaborne shipping capacity, and we may be unable to keep our vessels fully employed in these short-term markets. Alternatively, charter rates available in the spot market may be insufficient to enable our vessels to operate profitably. A significant decrease in charter rates would also affect asset values and adversely affect our profitability, cash flows and our ability to pay dividends, if any.

Factors that influence the demand for dry bulk vessel capacity include:

- supply of and demand for energy resources, commodities, consumer and industrial products;
- changes in the exploration or production of energy resources, commodities, consumer and industrial products;
- the location of regional and global exploration, production and manufacturing facilities;
- the location of consuming regions for energy resources, commodities, consumer and industrial products;
- the globalization of production and manufacturing;

· global and regional economic and political conditions, including armed conflicts and terrorist activities, embargoes and strikes;

· natural disasters;

· embargoes and strikes;

· disruptions and developments in international trade, including trade disputes or the imposition of tariffs on various commodities or finished goods;

· changes in seaborne and other transportation patterns, including the distance cargo is transported by sea;

· environmental and other regulatory developments;

· currency exchange rates; and

· weather.

Factors that influence the supply of dry bulk vessel capacity include:

· the number of newbuilding orders and deliveries including slippage in deliveries;

· number of shipyards and ability of shipyards to deliver vessels;

· port and canal congestion;

· the scrapping rate of vessels;

· speed of vessel operation;

· vessel casualties;

· the number of vessels that are out of service, namely those that are laid-up, dry docked, awaiting repairs or otherwise not available for hire;

· availability of financing for new vessels;

· national or international regulations that may effectively cause reductions in the carrying capacity of vessels or early obsolescence of tonnage; and

· changes in environmental and other regulations that may limit the useful lives of vessels.

In addition to the prevailing and anticipated freight rates, factors that affect the rate of newbuilding, scrapping and laying-up include newbuilding prices, secondhand vessel values in relation to scrap prices, costs of bunkers and other operating costs, costs associated with classification society surveys, normal maintenance costs, insurance coverage costs, the efficiency and age profile of the existing dry bulk fleet in the market, and government and industry regulation of maritime transportation practices, particularly environmental protection laws and regulations. These factors influencing the supply of and demand for shipping capacity are outside of our control, and we may not be able to correctly assess the nature, timing and degree of changes in industry conditions.

We anticipate that the future demand for our dry bulk vessels will be dependent upon economic growth in the world's economies, including China, Japan and India, seasonal and regional changes in demand, changes in the capacity of the global dry bulk fleet, including vessel scrapping and ordering rates of newbuildings, and the sources and supply of dry bulk cargo to be transported by sea. A decrease in the level of China's imports of raw materials or a decrease in trade globally could have a material adverse impact on our charterers' business and, in turn, could cause a material adverse impact on our results of operations, financial condition and cash flows. Global dry bulk fleet growth is expected to decline over the next two years, as a result of low orders placed over the past three years and thus low expected deliveries. Although global economic conditions have improved, there can be no assurance as to the sustainability of future economic growth. Adverse economic, political, social or other developments could have a material adverse effect on our business, financial condition and operating results.

If we are required to charter our vessels at a time when demand and charter rates are very low, we may not be able to secure employment for our vessels at all, or we may have to accept reduced and potentially unprofitable rates. If we are unable to secure profitable employment for our vessels, we may decide to lay-up some or all unemployed vessels until such time that charter rates become attractive again. During the lay-up period, we will continue to incur some expenditures, such as insurance and maintenance costs, for each such vessel. Additionally, before exiting lay-up, we will have to pay reactivation costs for any such vessel to regain its operational condition. As a result, our business, financial condition, results of operations and cash flows, as well as our ability to pay dividends, if any, in the future, and compliance with covenants in our credit facilities, may be affected.

Global economic conditions may continue to negatively impact the dry bulk shipping industry.

Slow growth rates in the global economy may negatively impact the dry bulk industry. General market volatility has endured over the last several years as a result of uncertainty about the growth rate of the world economy and the Chinese economy in particular, on which the dry bulk industry depends to a significant degree. Freight and charter rates have declined significantly in recent years, but have increased from historic lows due to a recent improvement of demand for dry bulk commodities, as well as due to slowing growth rates in the supply of dry bulk newbuilding vessel deliveries. Although supply and demand fundamentals have improved, in recent years the relatively weak global economic conditions have and may continue to have a number of adverse consequences for dry bulk and other shipping sectors, including, among other things:

- low charter rates, particularly for vessels employed on short-term time charters or in the spot market;
- decreases in the market value of dry bulk vessels and limited secondhand market for the sale of vessels;
- limited financing for vessels;
- widespread loan covenant defaults; and
- declaration of bankruptcy by certain vessel operators, vessel owners, shipyards and charterers.

The occurrence of one or more of these events could have a material adverse effect on our business, results of operations, cash flows and financial condition.

The current state of global financial markets and current economic conditions may adversely impact our results of operations, financial condition, cash flows and ability to obtain financing or refinance our existing and future credit facilities on acceptable terms, which may hinder or prevent us from operating or expanding our business.

Global financial markets and economic conditions have been, and continue to be, volatile. Credit markets and the debt and equity capital markets have been distressed and the uncertainty surrounding the future of the global credit markets has resulted in reduced access to credit worldwide. These issues, along with significant write-offs in the financial services sector, the re-pricing of credit risk and the current weak economic conditions, have made, and will likely continue to make, it difficult to obtain additional financing. The current state of global financial markets and current economic conditions might adversely impact our ability to issue additional equity at prices that will not be dilutive to our existing shareholders or preclude us from issuing equity at all. Economic conditions may also adversely affect the market price of our common shares.

Also, as a result of concerns about the stability of financial markets generally and the solvency of counterparties specifically, the cost of obtaining money from the credit markets has increased as many lenders have increased interest rates, enacted tighter lending standards, refused to refinance existing debt at all or on terms similar to current debt and reduced, and in some cases ceased, to provide funding to borrowers. Due to these factors, we cannot be certain that financing will be available to the extent required, or that we will be able to refinance our existing and future credit facilities, on acceptable terms or at all. If financing or refinancing is not available when needed, or is available only on unfavorable terms, we may be unable to meet our obligations as they come due or we may be unable to enhance our existing business, complete the acquisition of our newbuildings and additional vessel acquisitions or otherwise take advantage of business opportunities as they arise.

The instability of the euro or the inability of countries to refinance their debts could have a material adverse effect on our revenue, profitability and financial position.

As a result of the credit crisis in Europe, in particular in Greece, Italy, Ireland, Portugal and Spain, the European Commission created the European Financial Stability Facility (the “EFSF”), and the European Financial Stability Mechanism (the “EFSM”), to provide funding to Eurozone countries in financial difficulties that seek such support. In March 2011, the European Council agreed on the need for Eurozone countries to establish a permanent stability mechanism, the European Stability Mechanism, which was established on September 27, 2012 to assume the role of the EFSF and the EFSM in providing external financial assistance to Eurozone countries. Despite these measures, concerns persist regarding the debt burden of certain Eurozone countries and their ability to meet future financial obligations and the overall stability of the euro. An extended period of adverse developments in the outlook for European countries could reduce the overall demand for dry bulk cargoes and for our services. These potential developments, or market perceptions concerning these and related issues, could affect our financial position, results of operations and cash flows.

Political uncertainty and the rise of populist or nationalist political parties could have a material adverse effect on our revenue, profitability and financial position.

As a result of the lingering effects of the recent global financial crisis and the limited global recovery, the rise of populist or nationalist political parties and economic nationalist sentiments has led to increasing political uncertainty and unpredictability throughout the world. On June 23, 2016, the United Kingdom held a referendum at which the electorate voted to leave the Council of the European Union (the “E.U.”). On March 29, 2017, the government of the United Kingdom invoked article 50 of the Treaty of Lisbon (the “Treaty”) and formally initiated the withdrawal of the United Kingdom from the E.U. The Treaty provides for a period of up to two years for negotiation of withdrawal arrangements, at the end of which (whether or not agreement has been reached) the treaties cease to apply to the withdrawing Member State unless the European Council, in agreement with the Member State concerned, unanimously decides to extend this period. While the government of the United Kingdom and the E.U. continue the withdrawal negotiations, and possibly after these negotiations have been completed, there is considerable uncertainty as to the position of the United Kingdom and the arrangements which will apply to its relationships with the E.U. and other countries following its withdrawal. This uncertainty may affect other countries in the E.U., or elsewhere, if they are considered to be impacted by these events. Additionally, political parties in several other E.U. member states have proposed that a similar referendum be held on their country’s membership in the E.U. It is unclear whether any other E.U. member states will hold such referendums, but such referendums could result in one or more other countries leaving the E.U. or in major reforms being made to the E.U. or to the Eurozone. These potential developments, market perceptions concerning these and related issues and the attendant regulatory uncertainty regarding, for example, the posture of governments with respect to taxation and international trade and law enforcement, could have a material adverse effect on our revenue, profitability and financial position.

The rise of populist or nationalist political parties may lead to increased trade barriers, trade protectionism and restrictions on trade. Our operations expose us to the risk that increased trade protectionism will adversely affect our business. If the continuing global recovery is undermined by downside risks and the recent economic downturn is

prolonged, governments, especially populist governments, may turn to trade barriers to protect their domestic industries against foreign imports, thereby depressing the demand for shipping. Specifically, increasing trade protectionism in the markets that our charterers serve has caused and may continue to cause an increase in: (1) the cost of goods exported from China, (2) the length of time required to deliver goods from China and (3) the risks associated with exporting goods from China, as well as a decrease in the quantity of goods to be shipped.

Any increased trade barriers or restrictions on trade, especially trade with China, 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. As an example of such restrictions, in March 2018, President Trump signed a proclamation imposing a 25% ad valorem tariff on steel products imported into the United States, with the exception of steel imported from Canada, Mexico and Australia. The US government is considering exemption requests from other exporting countries. In response to these tariffs, the E.U. and other countries are evaluating the use of the retaliatory measures, which would further increase the barriers to trade. Any increased trade barriers or restrictions on trade could have a material adverse effect on our business, results of operations and financial condition.

If economic conditions throughout the world do not improve, it may negatively affect our results of operations, financial condition and cash flows, and may adversely affect the market price of our common shares.

Negative trends in the global economy that emerged in 2008 continue to adversely affect global economic conditions. In addition, the world economy is currently facing a number of new challenges, recent turmoil and hostilities in various regions, including Syria, Iraq, North Korea, North Africa and Ukraine. The weakness in the global economy has caused, and may continue to cause, a decrease in worldwide demand for certain goods and, thus, shipping. Additionally, global financial markets and economic conditions have been, and continue to be volatile. Credit markets and the debt and equity capital markets have been distressed and the uncertainty surrounding the future of the global credit markets has resulted in reduced access to credit worldwide. Continuing instability could have a material adverse effect on our ability to implement our business strategy.

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

Continued economic slowdown in the Asia Pacific region, particularly in China, may exacerbate the effect on us, as we anticipate a significant number of the port calls made by our vessels will continue to involve the loading or discharging of dry bulk commodities in ports in the Asia Pacific region. Before the global economic financial crisis that began in 2008, China had one of the world's fastest growing economies in terms of GDP, which had a significant impact on shipping demand. As published by the Chinese National Bureau of Statistics, based on the country's preliminary accounting results, the growth rate of China's GDP the year ended December 31, 2017 was 6.9%. This growth rate is well below pre-2008 levels, albeit within the government's targets. China has imposed measures to restrain lending from time to time, which may further contribute to a slowdown in its economic growth. China has also announced plans to gradually transition from an investment led growth model to a consumption driven economic growth model, which could lead to smaller demand for iron ore and other commodities, and result in a decrease of demand in China for shipping. This transition may take place over the span of a number of years, and there can be no assurance as to the time frame for such a transformation or that any such transformation will occur at all. Overall, though, it is possible that China and other countries in the Asia Pacific region will continue to experience slowed or even negative economic growth in the future. Moreover, the current economic slowdown in the economies of the United States, the European Union and other Asian countries may further adversely affect economic growth in China and elsewhere. Our business, financial condition and results of operations, ability to pay dividends, if any, as well as our future prospects, will likely be materially and adversely affected by a further economic downturn in any of these countries.

Changes in the economic and political environment in China and policies adopted by the government to regulate its economy may have a material adverse effect on our business, financial condition and results of operations.

The Chinese economy differs from the economies of western countries in such respects as structure, government involvement, level of development, growth rate, capital reinvestment, allocation of resources, bank regulation, currency and monetary policy, rate of inflation and balance of payments position. Prior to 1978, the Chinese economy was a “planned economy.” Since 1978, increasing emphasis has been placed on the utilization of market forces in the development of the Chinese economy. Annual and five-year State Plans are adopted by the Chinese government in connection with the development of the economy. Although state-owned enterprises still account for a substantial portion of the Chinese industrial output, in general, the Chinese government is reducing the level of direct control that it exercises over the economy through State Plans and other measures. There is an increasing level of freedom and autonomy in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a “market economy” and enterprise reform. Limited price reforms were undertaken with the result that prices for certain commodities are principally determined by market forces. In addition, economic reforms may include reforms to the banking and credit sector and may produce a shift away from the export-driven growth model that has characterized the Chinese economy over the past few decades. Many of the reforms are unprecedented or experimental and may be subject to revision, change or abolition based upon the outcome of such experiments. The level of imports to and exports from China could be adversely affected by the failure to continue market reforms or changes to existing pro-export economic policies. The level of imports to and exports from China may also be adversely affected by changes in political, economic and social conditions (including a slowing of economic growth) or other relevant policies of the Chinese government, such as changes in laws, regulations or export and import restrictions, internal political instability, changes in currency policies, changes in trade policies and territorial or trade disputes. For instance, the government of China has implemented economic policies aimed at increasing domestic consumption of Chinese-made goods and restricting currency exchanges within China. This may have the effect of reducing the supply of goods available for export and may, in turn, result in a decrease of demand for shipping. A decrease in the level of imports to and exports from China could adversely affect our business, operating results and financial condition.

Similarly, a negative change in the economic or regulatory conditions in any significant Asian economy, including Japan and India, could reduce dry bulk trade and demand, which could reduce charter rates and have a material adverse effect on our business, financial condition and results of operations.

We conduct a substantial amount of business in China. The legal system in China has inherent uncertainties that could have a material adverse effect on our business, financial condition and results of operations.

The Chinese legal system is based on written statutes and their interpretations by the Standing Committee of the National People’s Congress and the Supreme People’s Court. Prior court decisions may be cited for reference but have limited precedential value. Since 1979, the Chinese government has been developing a comprehensive system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade. However, because these laws and regulations are relatively new, there is a general lack of authoritative interpretive guidance and because of the limited number of published cases and their non-binding nature, interpretation and enforcement of these laws and regulations involve uncertainties. We conduct a substantial portion of our business in China or with Chinese counter parties. For example, we enter into charters with Chinese customers, which charters may be subject to the laws and regulations in China. We may, therefore, be required to incur compliance or other administrative costs, and pay new taxes or other fees to the Chinese government. In addition, a number of our newbuilding vessels are being built at Chinese shipyards. Changes in laws and regulations, including with regards to tax matters, and their implementation by local authorities could affect our vessels that are either chartered to Chinese customers or that call to Chinese ports and our vessels being built at Chinese shipyards, and could have a material adverse effect on our business, results of operations and financial condition and our ability to pay dividends.

The market values of our vessels have declined in recent years and may further decline, which could limit the amount of funds that we can borrow, cause us to breach certain financial covenants in our credit facilities or result in impairment charges, and we may incur a loss if we sell vessels following a decline in their market value.

The fair market values of dry bulk vessels have generally experienced high volatility in recent years. The fair market value of our vessels may continue to fluctuate depending on a number of factors, including:

- prevailing level of charter hire rates;

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- general economic and market conditions affecting the shipping industry;
- types, sizes and ages of vessels;
- supply of and demand for vessels;
- other modes of transportation;
- distressed asset sales, including newbuilding contract sales below acquisition costs due to lack of financing
- cost of newbuildings;
- governmental or other regulations;
- the need to upgrade vessels as a result of charterer requirements, technological advances in vessel design or equipment or otherwise;
- changes in environmental and other regulations that may limit the useful life of vessels;
- technological advances; and
- competition from other shipping companies and other modes of transportation.

If the fair market value of our vessels declines, we might not be in compliance with various covenants in our ship financing facilities, some of which require the maintenance of a certain percentage of fair market value of the vessels securing the facility to the principal outstanding amount of the loans under the facility or a maximum ratio of total liabilities to market value of adjusted total assets.

Under such circumstances, we may have to prepay the amount outstanding under a loan agreement, pay a certain amount to cover the security shortfall or provide additional security to remedy the security shortfall upon request by the relevant lenders. If we fail to take any such requested measures, such circumstances could result in an event of default under our loan agreements. In such circumstances, we may not be able to refinance our debt or obtain additional financing on terms that are acceptable to us or at all. If we are not able to comply with the covenants in our credit facilities and are unable to remedy the relevant breach, our lenders could accelerate our debt and foreclose on our vessels, or the funds required to pay for a vessel may not be available at the time the payments are due to the shipbuilder or seller.

Furthermore, as described under “Item 5. Operating and Financial Review and Prospects - A. Operating Results - Critical Accounting Policies - Impairment of long-lived assets,” due to the decline during the past years in vessel values, we have recorded an impairment charge in prior years in our consolidated financial statements which have adversely affected our financial results. In addition, because we sold vessels at a time when vessel prices had fallen and before we recorded an impairment adjustment to our consolidated financial statements, the sale proceeds were less than the vessels’ carrying value on our consolidated financial statements, resulting in a loss and a reduction in earnings.

The value of our long-lived assets can become further impaired, as indicated by factors such declines in the fair market value of vessels, decreases in market charter rates, vessel sale and purchase considerations, fleet utilization, regulatory changes in the dry bulk shipping industry or changes in business plans or overall market conditions that may adversely affect cash flows. We will continue testing for impairment regularly, whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

Our financial results may be similarly affected in the future if we record an impairment charge or sell vessels before we record an impairment adjustment. Conversely, if vessel values are elevated at a time when we wish to acquire additional vessels, the cost of such acquisitions may increase and this could adversely affect our business, results of operations, cash flow and financial condition.

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

The vast majority of commercial vessels are built to safety and other vessel requirements established by private classification, or class, societies such as the American Bureau of Shipping. The class society certifies that a vessel is safe and seaworthy in accordance with its standards and regulations, which is an element of compliance with the International Convention for the Safety of Life at Sea of 1974 ("SOLAS"), and, where so engaged, the applicable conventions, rules and regulations adopted by the country of registry of the vessel. Every classed vessel is subject to a specific program of periodic class surveys consisting of annual surveys, an intermediate survey and a class renewal or special survey normally every five years. Surveys become more intensive as the vessel ages.

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. Every vessel is also required to be taken out of the water in a dry dock every two and a half to five years for inspection of its underwater parts.

Compliance with class society recommendations and requirements may result in significant expense. If any vessel does not maintain its class or fails any annual, intermediate or special survey, the vessel will be unable to trade between ports and will be unemployable and uninsurable until such failures are remedied, which could negatively impact our results of operations and financial condition.

We are subject to complex laws and regulations, including environmental regulations that can adversely affect the cost, manner or feasibility of doing business.

Our operations are subject to numerous international, national, state and local laws, regulations, treaties and conventions in force in international waters and the jurisdictions in which our vessels operate or are registered, which can significantly affect the ownership and operation of our vessels. These laws and other legal requirements include, but are not limited to, the U.S. Act to Prevent Pollution from Ships, the U.S. Oil Pollution Act of 1990 (the "OPA"), the U.S. Comprehensive Environmental Response, Compensation and Liability Act of 1980, the U.S. Clean Air Act, the U.S. Clean Water Act, the U.S. Ocean Dumping Act, 1972, the U.S. Maritime Transportation Security Act of 2002 and international conventions issued under the auspices of the United Nations International Maritime Organization including the International Convention on the Prevention of Marine Pollution by Dumping of Wastes and Other Matter, 1972 as modified by the 1996 London Protocol, the International Convention for the Prevention of Pollution from Ships, 1973 as modified by the Protocol of 1978, the International Convention for the Safety of Life at Sea, 1974, and the International Convention on Load Lines, 1966. Compliance with such laws and other legal requirements may require vessels to be altered, costly equipment to be installed or operational changes to be implemented and may decrease the resale value or reduce the useful lives of our vessels. Such compliance costs could have a material adverse effect on our business, financial condition and results of operations. A failure to comply with applicable laws and other legal requirements may result in administrative and civil monetary fines and penalties, additional compliance plans or programs or other ongoing increased compliance costs, criminal sanctions or the suspension or termination of our operations. Because such laws and other legal requirements are often revised, we cannot predict the ultimate cost of complying with them or their impact on the resale prices or useful lives of our vessels. Additional conventions, laws and regulations or other legal requirements may be adopted which could limit our ability to do business or increase the cost of our doing business and which may materially adversely affect our business, financial condition and results of 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. Under OPA, for example, owners, operators and bareboat charterers are jointly and severally strictly liable for the discharge of oil within the 200-mile exclusive economic zone around the United States. Furthermore, environmental, safety, manning and other laws and legal requirements have become more stringent and impose greater costs on vessels after significant vessel related accidents like the grounding of the Exxon Valdez in 1989 and the explosion and oil spill in 2010 with respect

to the Deepwater Horizon offshore oil drilling rig. Similar unpredictable events may result in further regulation of the shipping industry as well as modifications to statutory liability schemes, which could have a material adverse effect on our business, financial condition and results of operations. An oil spill caused by one of our vessels or attributed to one of our vessels could result in significant company liability, including fines, penalties and criminal liability and remediation costs for natural resource and other damages under a variety of laws and legal requirements, as well as third-party damages.

We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses, and certificates with respect to our operations and to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. Any such insurance may not be sufficient to cover all such liabilities and it may be difficult to obtain adequate coverage on acceptable terms in certain market conditions. Claims against our vessels whether covered by insurance or not may result in a material adverse effect on our business, results of operations, cash flows and financial condition and our ability to pay dividends, if any, in the future.

In order to comply with emerging ballast water treatment requirements, we may have to purchase ballast water treatment systems for 45 vessels of our fleet and modify our vessels to accommodate such systems.

Many countries already regulate the discharge of ballast water carried by vessels from country to country to prevent the introduction of invasive harmful species via such discharges. The United States, for example, requires vessels entering its waters from another country to conduct mid-ocean ballast exchange, or undertake some alternative measure, and to comply with certain reporting requirements. The International Convention for the Control and Management of Ships' Ballast Water and Sediments (the "BWM Convention"), adopted by the UN International Maritime Organization in February 2004, calls for the phased introduction of mandatory reducing living organism limits in ballast water over time. In general, ships whose keel was laid after September 8, 2017 must comply with these requirements upon their delivery, while existing ships must comply by the first renewal of the International Oil Pollution Prevention certificate (the "IOPP") after September 8, 2019. Although the BWM Convention took effect on September 8, 2017 (or after September 8, 2019 in case no IOPP renewal has been credited between September 8, 2014 and September 8, 2017), it has not been ratified by the United States. The United States Coast Guard (the "USCG"), however, has adopted ballast water treatment regulations that impose ballast water discharge standards similar to those of the BWM Convention. The USCG has created mandatory testing procedures to prove a ballast water management system meets the USCG's discharge standards. The USCG has so far approved six mechanical systems that satisfy the USCG's regulations on ballast water treatment. The USCG previously provided five year waivers to vessels already fitted with the as-yet unapproved system from their scheduled compliance date. The USCG also provides extensions to compliance for vessels not presently fitted with ballast water treatment systems, with such extensions generally bringing USCG compliance dates closer to relevant requirements by BWM Convention. Vessels now requiring such a waiver will need to show why they cannot install the ballast water treatment.

Overall, in order to comply with these living organism limits, vessel owners may have to install expensive ballast water treatment systems or make port facility disposal arrangements and modify existing vessels to accommodate those systems. We cannot predict whether other countries will adopt the BWM Convention or similar requirements unilaterally. Adoption of the BWM Convention standards could have an adverse material impact on our business, financial condition and results of operations depending on the available ballast water treatment systems and the extent to which existing vessels must be modified to accommodate such systems.

Acts of piracy on ocean-going vessels have had and may continue to have an adverse effect on our business.

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea, the Indian Ocean and in the Gulf of Aden off the coast of Somalia. Although the frequency of sea piracy worldwide has decreased to its lowest level since 2009, sea piracy incidents continue to occur, particularly in the Gulf of Aden off the coast of Somalia and increasingly in the Gulf of Guinea and the West Coast of Africa, with dry bulk vessels particularly vulnerable to such attacks. If these piracy attacks result in regions in which our vessels are deployed being characterized as "war risk" zones by insurers, as the Gulf of Aden temporarily was in May 2008, or Joint War Committee "war and strikes" listed areas, premiums payable for such coverage could increase significantly and such insurance coverage may be more difficult to obtain. In addition, crew costs, including those due to employing onboard security guards, could increase in such circumstances. Furthermore, while we believe the charterer remains liable for charter payments when a vessel is seized by pirates, the charterer may dispute this and withhold charter hire until the vessel is released. A charterer may also claim that a vessel seized by pirates was not "on-hire" for a certain

number of days and is therefore entitled to cancel the charter party, a claim that we would dispute. 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 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, cash flows and results of operations.

We could face penalties under European Union, United States or other economic sanctions which could adversely affect our reputation, our financial results and the market for our common shares.

Our business could be adversely impacted if we are found to have violated economic sanctions, prohibitions or other restrictions imposed by the United States or other governments or organizations, including the United Nations, the E.U. and its member countries or another applicable jurisdiction against countries or territories such as Iran, Sudan, Syria North Korea, Cuba and Crimea. U.S. economic sanctions, for example, prohibit a wide scope of conduct, target numerous countries and individuals, are frequently updated or changed and have vague application in many situations.

Many economic sanctions can relate to our business, including prohibitions on doing business with certain countries or governments, as well as prohibitions on dealings of any kind with entities and individuals that appear on sanctioned party lists issued by the United States, the E.U., and other jurisdictions (and, in some cases, entities owned or controlled by such listed entities and individuals). For example, on charterers' instructions, our vessels may from time to time call on ports located in countries subject to sanctions imposed by the United States, the E.U. or other applicable jurisdictions. As another example, certain of our charterers or other parties that we have entered into contracts with regarding our vessels may be affiliated with persons or entities that are the subject of sanctions imposed by the United States, the E.U. or other applicable jurisdictions as a result of the annexation of Crimea by Russia in 2014 or subsequent developments in eastern Ukraine. If we determine that such sanctions require us to terminate existing contracts or if we are found to be in violation of such applicable sanctions, our results of operations may be adversely affected or we may suffer reputational harm.

Additionally, the U.S. Iran Threat Reduction Act (which was signed into law in 2012) amended the Exchange Act to require issuers that file annual or quarterly reports under Section 13(a) of the Exchange Act to include disclosure in their annual and quarterly reports as to whether the issuer or its affiliates have knowingly engaged in dealings with certain types of counterparties in Iran or with certain entities or individuals appearing on U.S. sanctioned party lists. We are not required to make such a disclosure in this report, but have made such a disclosure in the past and may need to do so again in the future.

Although we believe that we are in compliance with applicable sanctions 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 relevant sanctions restrictions are often ambiguous and change regularly. Any such violation could result in fines or other penalties that could severely impact our ability to access U.S. and European capital markets and conduct our business, and could result in some investors deciding, or being required, to divest their interest, or not to invest, in us. Even inadvertent violations of economic sanctions laws and regulations can result in the imposition of material fines and restrictions and could adversely affect our business, financial condition and results of operations, our reputation, and the market price of our common shares. In addition, regardless of any violation of applicable sanctions laws, certain institutional investors may have investment policies or restrictions that prevent them from holding securities of companies that have ties of any kind to countries identified by the United States as state sponsors of terrorism (currently, Iran, North Korea, Sudan and Syria). The determination by these investors not to invest in, or to divest from, our common stock may adversely affect the price at which our common stock trades. Moreover, our charterers may violate applicable sanctions 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.

Our operating results are subject to seasonal fluctuations.

We operate our vessels in markets that have historically exhibited seasonal variations in demand and, as a result, in charter hire rates. This seasonality may result in volatility in our operating results to the extent that we enter into new charter agreements or renew existing agreements during a time when charter rates are weaker or we operate our vessels on the spot market or index based time charters, which may result in quarter-to-quarter volatility in our operating results. The dry bulk sector is typically stronger in the fall and winter months in anticipation of increased consumption of coal and other raw materials in the northern hemisphere. In addition, unpredictable weather patterns in these months tend to disrupt vessel scheduling and supplies of certain commodities. Since we charter our vessels principally in the spot market, our revenues from our dry bulk carriers may be weaker during the fiscal quarters ended June 30 and September 30, and stronger during the fiscal quarters ended December 31 and March 31.

We are subject to international safety regulations, and the failure to comply with these regulations may subject us to increased liability, may adversely affect our insurance coverage and may result in a denial of access to, or detention in, certain ports.

The operation of our vessels is affected by the requirements set forth in the United Nations' International Maritime Organization's International Management Code (the "ISM Code"). The ISM Code requires shipowners, ship managers and bareboat charterers to develop and maintain an extensive "Safety Management System" that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation of vessels and describing procedures for dealing with emergencies. In addition, vessel classification societies impose significant safety and other requirements on our vessels.

The failure of a shipowner or bareboat charterer to comply with the ISM Code may subject it to increased liability, may invalidate existing insurance or decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports. Each of our existing vessels is ISM Code-certified, and each of the vessels that we have agreed to acquire will be ISM Code-certified when delivered to us. However, if we are found not to be in compliance with ISM Code requirements, we may have to incur material direct and indirect costs to resume compliance and our insurance coverage could be adversely impacted as a result of compliance. Our vessels may also be delayed or denied port access if they are found to be in non-compliance, which could result in charter claims and increased inspection and operational costs even after resuming compliance. Any failure to comply with the ISM Code could negatively affect our business, financial condition, cash flows and results of operations.

Increased inspection procedures and tighter import and export controls could increase costs and disrupt our business.

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination and trans-shipment points. Inspection procedures may result in the seizure of contents of our vessels, delays in the loading, offloading, trans-shipment or delivery and the levying of customs duties, fines or other penalties against us.

It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Changes to inspection procedures could also impose additional costs and obligations on our customers and may, in certain cases, render the shipment of certain types of cargo uneconomical or impractical. Any such changes or developments may have a material adverse effect on our business, financial condition, cash flows and results of operations.

The operation of dry bulk carriers entails certain operational risks that could affect our earnings and cash flow.

The international shipping industry is an inherently risky business involving global operations. Our vessels and their cargoes are at risk of being damaged or lost because of events such as marine disasters, bad weather, mechanical failures, human error, environmental accidents, war, terrorism, piracy and other circumstances or events. In addition,

transporting cargoes across a wide variety of international jurisdictions creates a risk of business interruptions due to political circumstances in foreign countries, hostilities, labor strikes and boycotts, the potential for changes in tax rates or policies, and the potential for government expropriation of our vessels. Any of these events may result in loss of revenues, increased costs and decreased cash flows to our customers, which could impair their ability to make payments to us under our charters.

Furthermore, the operation of certain vessel types, such as dry bulk carriers, has certain unique risks. For a dry bulk carrier, the cargo itself and its interaction with the vessel can be an operational risk. By their nature, dry bulk cargoes are often heavy, dense and easily shifted and react badly to water exposure. In addition, dry bulk carriers are often subjected to battering treatment during unloading operations with grabs, jackhammers (to pry encrusted cargoes out of the hold) and small bulldozers. This treatment may cause damage to the vessel. Vessels damaged due to treatment during unloading procedures may be more susceptible to breach at sea. Hull breaches in dry bulk carriers may lead to the flooding of the vessels' holds. If a dry bulk carrier suffers flooding in its forward holds, the bulk cargo may become so dense and waterlogged that its pressure may buckle the vessel's bulkheads, leading to the loss of a vessel. If we are unable to adequately maintain our vessels, we may be unable to prevent these events. The total loss or damage of any of our vessels or cargoes could harm our reputation as a safe and reliable vessel owner and operator. Any of these circumstances or events may have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends, if any. In addition, the loss of any of our vessels could harm our reputation as a safe and reliable vessel owner and operator.

Fuel, or bunker, prices and marine fuel availability may adversely affect our profits.

Since we expect to primarily employ our vessels in the spot market, we expect that vessel fuel, known as bunkers, will be the largest single expense item in our shipping operations for our vessels. Changes in the price of fuel may adversely affect our profitability. The imposition of stringent vessel air emissions requirements, such as the requirement to reduce the amount of sulfur in fuel to 0.10% in certain coastal areas on January 1, 2015 and potentially in all areas of the world in 2020 or 2025, could lead to marine fuel shortages and substantial increases in marine fuel prices which could have a material adverse effect on our business, financial condition and results of operations. The price and supply of fuel are unpredictable and fluctuate based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. Further, fuel may become much more expensive in the future, which may reduce our profitability and competitiveness of our business versus other forms of transportation, such as truck or rail.

Our business has inherent operational risks, which may not be adequately covered by insurance.

Our vessels and their cargoes are at risk of being damaged or lost because of events or risks such as Acts of God, marine disasters, bad weather, mechanical failures, human error, environmental accidents, war, terrorism, piracy, cyber-attack, radioactive contamination and other circumstances or events. In addition, transporting cargoes across a wide variety of international jurisdictions creates a risk of business interruptions due to political circumstances in foreign countries, hostilities, labor strikes and boycotts, the potential for changes in tax rates or policies, and the potential for government expropriation of our vessels. Any of these events may result in personal injury or death, loss, damage or destruction of property or environmental damage, delays in delivery of cargo, governmental fines, penalties or restrictions on conducting business, higher insurance rates, loss of revenues, increased costs and decreased cash flows to our customers, which could impair their ability to make payments to us under our charters. Epidemics and other public health incidents may also lead to crew member illness, which can disrupt the operations of our vessels, or to public health measures, which may prevent our vessels from calling on ports or discharging cargo in the affected areas or in other locations after having visited the affected areas.

In the event of a casualty to a vessel or other catastrophic event, we rely on our insurance to pay the insured value of the vessel or the damages incurred. Through our management agreements with our technical managers, we procure insurance for the vessels in our fleet against those risks that we believe the shipping industry commonly insures against. This insurance includes marine hull and machinery insurance, protection insurance and indemnity insurance, which include pollution risks and crew insurances, and war risk insurance. Currently, the amount of coverage for liability for pollution, spillage and leakage available to us on commercially reasonable terms through protection and indemnity associations and providers of excess coverage is \$1.0 billion per vessel per occurrence.

We maintain and expect to maintain hull and machinery insurance, protection insurance and indemnity insurance for all of our existing and newbuilding vessels, which includes environmental damage and pollution insurance coverage and war risk insurance for our fleet. We do not maintain nor expect to maintain, for our vessels, insurance against loss of hire, which covers business interruptions that result from the loss of use of a vessel. Therefore, if the availability of a vessel for hire is interrupted, the loss of earnings due to such interruption could negatively affect our business. Even if our insurance is adequate to cover our losses, we may not be able to timely obtain a replacement vessel in the event of a loss.

We may not be adequately insured against all risks. We may not be able to obtain adequate insurance coverage for our fleet in the future, and we may not be able to obtain certain insurance coverages. The insurers may not pay particular claims. Our insurance policies may contain deductibles for which we will be responsible and limitations and exclusions which may increase our costs or lower our revenue. Moreover, insurers may default on claims they are required to pay.

We cannot assure you that we will be adequately insured against all risks or that we will be able to obtain adequate insurance coverage at reasonable rates for our vessels in the future. For example, in the past more stringent environmental regulations have led to increased costs for, and in the future may result in the lack of availability of, insurance against risks of environmental damage or pollution. Additionally, our insurers may refuse to pay particular claims. Any significant loss or liability for which we are not insured could have a material adverse effect on our business and financial condition.

We may be subject to calls because we obtain some of our insurance through protection and indemnity associations.

We may be subject to increased premium payments, or calls, in amounts based on our claim records and the claim records of our fleet managers as well as the claim records of other members of the protection and indemnity associations (P&I Associations) through which we receive insurance coverage for tort liability, including pollution-related 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 the event of a claim or decrease any recovery in the event of a loss. In addition, our P&I Associations may not have enough resources to cover claims made against them. Our payment of these calls could result in a significant expense to us, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

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

Our vessels may call in ports 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 restrictions which could have an adverse effect our reputation, business, financial condition, results of operations and cash flows.

Maritime claimants could arrest one or more of our vessels, which could interrupt our cash flow.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a claimant may seek to obtain security for its claim by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our cash flow and require us to pay large sums of money to have the arrest or attachment lifted. In addition, in some jurisdictions, such as South Africa, under the “sister ship” theory of liability, a claimant may arrest both the vessel which 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 attempt to assert “sister ship” liability against one vessel in our fleet for claims relating to another of our vessels.

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

A government could requisition one or more of our vessels for title or for hire. Requisition for title occurs when a government takes control of a vessel and becomes its owner, while requisition for hire occurs when a government takes control of a vessel and effectively becomes its charterer at dictated charter rates. Generally, requisitions occur during periods of war or emergency, although governments may elect to requisition vessels in other circumstances. Although we would be entitled to compensation in the event of a requisition of one or more of our vessels, the amount and timing of payment would be uncertain. Government requisition of one or more of our vessels may negatively impact our revenues.

Failure to comply with the U.S. Foreign Corrupt Practices Act (the "FCPA") could result in fines, criminal penalties, charter 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, including the FCPA. We are subject, however, to the risk that we, our affiliated entities or our or their respective officers, directors, employees and agents may take actions determined to be in violation of such anti-corruption laws. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties and 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.

Because we generate all of our revenues in U.S. dollars but incur a portion of our expenses in other currencies, exchange rate fluctuations could have an adverse impact on our results of operations.

We generate all of our revenue in U.S. dollars, and the majority of our expenses are denominated in U.S. dollars. However, a portion of our ship operating and administrative expenses are denominated in currencies other than U.S. dollars. For the years ended December 31, 2016 and 2017, we incurred approximately 8% and 6%, respectively, of our operating expenses and 62% and 53%, respectively, of our general and administrative expenses in currencies other than U.S. dollars. This difference could lead to fluctuations in net income due to changes in the value of the dollar relative to the other currencies, in particular the Euro. Expenses incurred in foreign currencies against which the dollar falls in value can increase, decreasing our earnings. Declines in the value of the dollar could lead to higher expenses payable by us. While we historically have not mitigated the risk associated with exchange rate fluctuations through the use of financial derivatives, we may employ such instruments from time to time in the future in order to minimize this risk. Any future use of financial derivatives would involve certain risks, including the risk that losses on a hedged position could exceed the notional amount invested in the instrument and the risk that the counterparty to the derivative transaction may be unable or unwilling to satisfy its contractual obligations, which could have an adverse effect on our results.

Risks Related to Our Company

We cannot assure you that we will be successful in finding employment for all of our vessels.

As of February 27, 2018, our existing fleet of 72 vessels had an aggregate capacity of approximately 7.8 million dwt. We have also entered into or acquired construction contracts, either directly with the shipyards or indirectly through the use of bareboat agreements with purchase options, for two newbuilding vessels, with scheduled deliveries to us in April 2018. We intend to employ our vessels primarily in the spot market, under short term time charters or voyage charters. We cannot assure you that we will be successful in finding employment for our vessels in the volatile spot market immediately upon their deliveries to us or whether any such employment will be at profitable rates, nor can we assure you continued timely employment of our existing vessels. If demand for our vessels is not at desirable levels,

we may not be able to generate enough revenues to operate profitably or to generate positive cash flows. In such a case, we may need to undertake further restructuring activities or deleveraging measures in the future, which could have a material adverse effect on our business and results of operations and have a material and adverse effect on holders of our common shares.

We are highly leveraged, which could significantly limit our ability to execute our business strategy and has increased the risk of default under our debt obligations.

As of February 27, 2018, we had \$1,020.0 million of outstanding indebtedness under our outstanding credit facilities and debt securities, including our capital lease obligations and the 2022 Senior Notes.

Our outstanding debt agreements impose operating and financial restrictions on us. These restrictions limit our ability, or the ability of our subsidiaries party thereto, to among other things:

- pay dividends if there is an event of default under our credit facilities or if the Deferred Amounts have not been repaid in full;
- incur additional indebtedness, including the issuance of guarantees, or refinance or prepay any indebtedness, unless certain conditions exist;
- create liens on our assets, unless otherwise permitted under our credit facilities;
- change the flag, class or management of our vessels or terminate or materially amend the management agreement relating to each vessel;
- acquire new or sell vessels, unless certain conditions exist;
- merge or consolidate with, or transfer all or substantially all our assets to, another person; or
- enter into a new line of business.

Therefore, we may need to seek permission from our lenders in order to engage in some corporate actions. Our lenders' interests may be different from our interests and we may not be able to obtain our lenders' permission when needed. This may limit our ability to pay dividends on our common shares if we determine to do so in the future, finance our future operations or capital requirements, make acquisitions or pursue business opportunities.

In addition, our debt agreements require us or our subsidiaries to maintain various financial ratios, including:

- a minimum percentage of aggregate vessel value to secured loans (the "SCR");
- a maximum ratio of total liabilities to market value adjusted total assets;
- a minimum EBITDA to interest coverage ratio;
- a minimum liquidity; and
- a minimum market value adjusted net worth.

Although compliance with our covenants temporarily has been substantially relaxed or waived pursuant to a global restructuring plan between us and our lenders, because some of these ratios are dependent on the market value of our vessels, should our charter rates or vessel values materially decline in the future, we may be required to take action to reduce our debt or to act in a manner contrary to our business objectives to meet any such financial ratios and satisfy any such financial covenants. We cannot assure you that we will meet these ratios or satisfy our financial or other covenants, or that our lenders will waive any failure to do so.

These covenants and restrictions may adversely affect our ability to finance future operations or limit our ability to pursue certain business opportunities or take certain corporate actions, restricting our growth and operations. The covenants may also restrict our flexibility in planning for changes in our business and the industry and make us more vulnerable to economic downturns and adverse developments. A breach of any of the covenants in, or our inability to maintain the required financial ratios under, our debt agreements could result in a default under our debt agreements. If a default occurs under our credit facilities, the lenders could elect to declare the outstanding debt, together with accrued interest and other fees, to be immediately due and payable and foreclose on the collateral securing that debt, which could constitute all or substantially all of our assets. Moreover, in connection with any waivers or amendments to our credit facilities that we may obtain, our lenders may impose additional operating and financial restrictions on us or modify the terms of our existing credit facilities. These restrictions may further restrict our ability to, among other things, pay dividends, repurchase our common shares, make capital expenditures, or incur additional indebtedness.

Our ability to meet our cash requirements, including our debt service obligations, is dependent upon our operating performance, which is subject to general economic and competitive conditions and to financial, business and other factors affecting our operations, many of which are or may be beyond our control. We cannot provide assurance that our business operations will generate sufficient cash flows from operations to fund these cash requirements and debt service obligations. If our operating results, cash flow or capital resources prove inadequate, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt and other obligations. If we are unable to service our debt, we could be forced to reduce or delay planned expansions and capital expenditures, sell assets, further restructure or refinance our debt or seek additional equity capital, and we may be unable to take any of these actions on satisfactory terms or in a timely manner. Further, any of these actions may not be sufficient to allow us to service our debt obligations or may have an adverse impact on our business. Our debt agreements may limit our ability to take certain of these actions. Our failure to generate sufficient operating cash flow to pay our debts or to successfully undertake any of these actions could have a material adverse effect on us.

Our substantial leverage and the restrictions included in our debt agreements following the Restructuring Transactions, could materially and adversely affect our ability to obtain additional financing for working capital, capital expenditures, acquisitions, debt service requirements or other purposes, could make us more vulnerable to general adverse economic, regulatory and industry conditions, and could limit our flexibility in planning for, or reacting to, changes and opportunities in the markets in which we compete.

Furthermore, our debt agreements contain cross-default provisions that may be triggered if we default under the terms of any one of our financing agreements. In the event of default by us under one of our debt agreements, the lenders under our other debt agreements could determine that we are in default under such other financing agreements. Such cross defaults could result in the acceleration of the maturity of such debt under these agreements and the lenders thereunder may foreclose upon any collateral securing that debt, including our vessels, even if we were to subsequently cure such default. In the event of such acceleration or foreclosure, we might not have sufficient funds or other assets to satisfy all of our obligations, which would have a material adverse effect on our business, results of operations and financial condition.

We are subject to certain risks with respect to our counterparties on contracts, and failure of such counterparties to meet their obligations could cause us to suffer losses or otherwise adversely affect our business.

We have entered into, and may enter into in the future, various contracts, including charterparties and contracts of affreightment with our customers, newbuilding contracts with shipyards, credit facilities with our lenders and operating leases as charterers. These agreements subject us to counterparty risks. The ability of each of our counterparties to perform its obligations under a contract 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 maritime industry, the overall financial condition of the counterparty, charter rates received for specific types of vessels, and various expenses. In addition, in the event any shipyards do not perform under their contracts, and we are unable to enforce certain refund guarantees with third-party lenders for any reason, we may lose all or part of our investment, and we may not be able to operate the vessels we ordered in accordance with our business plan. Should our counterparties fail to honor their obligations under agreements with us, we could sustain significant losses, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are currently prohibited from paying dividends under our debt agreements, and we may be unable to pay dividends in the future.

Under the terms of our outstanding financing arrangements, we are subject to various restrictions on our ability to pay dividends. Our financing arrangements prevent us from paying dividends if an event of default exists under our credit facilities or if the Deferred Amounts have not been repaid in full. See “Item 5. Operating and Financial Review and Prospects-B. Liquidity and Capital Resources-Senior Secured Credit Facilities” and Note 8, “Long Term Debt” to our audited consolidated financial statements, for more information regarding these restrictions contained in our financing arrangements. In general, when dividends are paid, they are distributed from our operating surplus, in amounts that allow us to retain a portion of our cash flows to fund vessel or fleet acquisitions and for debt repayment and other corporate purposes, as determined by our management and board of directors.

In addition, the declaration and payment of dividends will be subject at all times to the discretion of our board of directors. The timing and amount of dividends will depend on our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our loan agreements, the provisions of Marshall Islands law affecting the payment of dividends and other factors. The laws of the Republic of Marshall Islands generally prohibit the payment of dividends other than from surplus (retained earnings and the excess of consideration received for the sale of shares above the par value of the shares) or while a company is insolvent or would be rendered insolvent by the payment of such a dividend. We may not have sufficient surplus in the future to pay dividends and our subsidiaries may not have sufficient funds or surplus to make distributions to us. We can give no assurance that dividends will be paid at all.

We may be unable to attract and retain qualified, skilled employees or crew necessary to operate our business.

Our success depends in large part on the ability of us to attract and retain highly skilled and qualified personnel, both shoreside personnel and crew. We require technically skilled employees with specialized training who can perform physically demanding work. Competition to attract and retain qualified crew members and shoreside personnel is intense due to the increase in the size of the global shipping fleet. In addition, if we are not able to obtain higher charter rates to compensate for any crew cost and salary increases, it could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends. If we cannot hire, train and retain a sufficient number of qualified employees, we may be unable to manage, maintain and grow our business, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

As we expand our fleet, we will need to expand our operations and financial systems and hire new shoreside staff and seafarers to staff our vessels; if we cannot expand these systems or recruit suitable employees, our performance may be adversely affected.

Our operating and financial systems may not be adequate as we expand our fleet, and our attempts to implement those systems may be ineffective. In addition, we rely on our wholly-owned subsidiaries, Star Bulk Management Inc., Star Bulk Shipmanagement Company (Cyprus) Limited, and Starbulk S.A., to recruit shoreside administrative and management personnel and for crew management. Shoreside personnel are recruited by Star Bulk Management Inc., Star Bulk Shipmanagement Company (Cyprus) Limited, and Starbulk S.A. through referrals from other shipping companies and traditional methods of securing personnel, such as placing classified advertisements in shipping industry periodicals. Star Bulk Management Inc., Star Bulk Shipmanagement Company (Cyprus) Limited, Starbulk S.A. and its crewing agent may not be able to continue to hire suitable employees as we expand our fleet. If we are unable to operate our financial and operations systems effectively, recruit suitable employees or if our unaffiliated crewing agent encounters business or financial difficulties, our performance may be materially and adversely affected and, among other things, the amount of cash available for distribution as dividends to our shareholders may be reduced.

If we acquire and operate older secondhand vessels, we may be exposed to increased operating and other costs, which could adversely affect our earnings and, as our fleet ages, the risks associated with older vessels could adversely affect our ability to obtain profitable charters.

Our current business strategy includes additional growth which may, in addition to the acquisition of newbuilding vessels, include the acquisition of modern secondhand vessels. While we expect that we would typically inspect secondhand vessels prior to acquisition, this does not provide us with the same knowledge about their condition that we would have had if these vessels had been built for and operated exclusively by us. Generally, we, as a purchaser of secondhand vessels will not receive the benefit of warranties from the builders for the secondhand vessels that we acquire. In addition, unforeseen maintenance, repairs, special surveys or dry docking may be necessary for acquired secondhand vessels, which could also increase our costs and reduce our ability to employ the vessel to generate revenue.

Governmental regulations, safety or other equipment standards related to the age of vessels may require expenditures for alterations or the addition of new equipment, to our vessels and may restrict the type of activities in which the vessels may engage. As our vessels age, market conditions may not justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives.

The aging of our vessels 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 vessels age they will typically become less fuel-efficient and more costly to maintain than more recently constructed vessels due to improvements in engine technology. Cargo insurance rates 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 vessels 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. As our vessels age, market conditions may not justify those expenditures or may not enable us to operate our vessels profitably during the remainder of their useful lives.

Technological innovation could reduce our charter hire income and the value of our vessels.

The charter hire 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, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. The length of a vessel's physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. If new dry bulk carriers are built that are more efficient or more flexible or have longer physical lives than our vessels, competition from these more technologically advanced vessels could adversely affect the amount of charter hire payments we receive for our vessels once their initial charters expire and the resale value of our vessels could significantly decrease. In addition, although we view the fuel efficiency of our Eco-type vessels, which we define as vessels that are designed to be more fuel-efficient than standard vessels of similar size and age, as a competitive advantage, this competitive advantage may eventually erode (along with vessel value) as more Eco-type vessels are put into service by our competitors and older, less fuel-efficient vessels are retired. As a result, our business, results of operations, cash flows and financial condition could be adversely affected by technological innovation.

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, including processing, transmitting and storing electronic and financial information, is dependent on computer hardware and software systems. Information systems are vulnerable to security breaches by computer hackers and cyber terrorists. 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 and results of operations.

In the highly competitive international shipping industry, we may not be able to compete for charters with new entrants or established companies with greater resources, and as a result, we may be unable to employ our vessels profitably.

Our vessels will be employed in a highly competitive market that is capital intensive and highly fragmented. Competition arises primarily from other vessel owners, some of whom have substantially greater resources than we do. Competition for the transportation of dry bulk cargo by sea is intense and depends on price, location, size, age, condition and the acceptability of the vessel and its operators to the charterers. Due in part to the highly fragmented market, competitors with greater resources could enter the dry bulk shipping industry and operate larger fleets through consolidations or acquisitions and may be able to offer lower charter rates and higher quality vessels than we are able to offer. If we are unable to successfully compete with other dry bulk shipping companies, our results of operations would be adversely impacted.

We may be subject to litigation that, if not resolved in our favor and not sufficiently insured against, could have a material adverse effect on us.

We may be, from time to time, involved in various litigation matters. These matters may include, among other things, contract disputes, shareholder litigation, personal injury claims, environmental claims or proceedings, asbestos and other toxic tort claims, property casualty claims, employment matters, governmental claims for taxes or duties, and other litigation that arises in the ordinary course of our business. Although we intend to defend these matters vigorously, we cannot predict with certainty the outcome or effect of any claim or other litigation matter, and the ultimate outcome of any litigation or the potential costs to resolve them may have a material adverse effect on us. Insurance may not be applicable or sufficient in all cases and/or insurers may not remain solvent which may have a material adverse effect on our financial condition.

We may have difficulty managing our planned growth properly.

Historically, we have grown through acquisitions, including the July 2014 Transactions and the Excel Transactions (each as defined below under “Item 4. Information on the Company”), and we have built a number of newbuilding vessels. In addition, one of our strategies is to continue to grow by expanding our operations and adding to our fleet. Our future growth will primarily depend upon a number of factors, some of which may not be within our control. These factors include our ability to:

- identify suitable dry bulk carriers, including newbuilding slots at shipyards and/or shipping companies for acquisitions at attractive prices;
- obtain required financing for our existing and new operations;
- identify businesses engaged in managing, operating or owning dry bulk carriers for acquisitions or joint ventures;
- integrate any acquired dry bulk carriers or businesses successfully with our existing operations, including obtaining any approvals and qualifications necessary to operate vessels that we acquire;
- hire, train and retain qualified personnel and crew to manage and operate our growing business and fleet;
- identify additional new markets;
- enhance our customer base; and

·improve our operating, financial and accounting systems and controls.

Our failure to effectively identify, acquire, develop and integrate any dry bulk carriers or businesses could adversely affect our business, financial condition and results of operations. The number of employees that perform services for us and our current operating and financial systems may not be adequate as we implement our plan to expand the size of our fleet in the dry bulk sector, and we may not be able to effectively hire more employees or adequately improve those systems.

Finally, acquisitions may require additional equity issuances, which may dilute our common shareholders if issued at lower prices than the price they acquired their shares, or debt issuances (with amortization payments), both of which could lower our available cash. If any such events occur, our financial condition may be adversely affected. We cannot give any assurance that we will be successful in executing our growth plans, obtain appropriate financings on a timely basis or on terms we deem reasonable or acceptable or that we will not incur significant expenses and losses in connection with our future growth.

In the July 2014 Transactions, we acquired a 50% interest in Heron, an entity we do not control.

In the July 2014 Transactions, we acquired a convertible loan to Heron, which has been converted into 50% of the equity of Heron. Heron is a 50-50 joint venture between Oceanbulk Shipping and ABY Group Holding Limited, and we share joint control over Heron with ABY Group Holding Limited. Because of this arrangement, neither party entirely controls Heron, and any operational and other decisions with respect to Heron need to be jointly agreed between Oceanbulk Shipping and ABY Group Holding Limited. During 2015, all vessels previously owned by Heron either were sold to third parties or distributed to Heron's equity holders. As part of these distributions, we acquired the two Heron Vessels. While Oceanbulk Shipping and ABY Group Holding Limited intend that Heron eventually will be dissolved shortly after local authorities permit, until that occurs, contingencies to us may arise. However, the pre-transaction investors in Heron will effectively remain as ultimate beneficial owners of Heron, until Heron is dissolved on the basis that, according to the Merger Agreement, any cash received from the final liquidation of Heron will be transferred to the Sellers. Under the Merger Agreement, we only agreed to issue 423,141 of our common shares, adjusted for the June 2016 Reserve Stock Split, and pay an amount of \$25.0 million in cash, for the acquisition of the two Heron Vessels.

We will be exposed to volatility in the LIBOR and intend to selectively enter into derivative contracts, which can result in higher than market interest rates and charges against our income.

The loans under our credit facilities are generally advanced at a floating rate based on LIBOR, which was volatile prior to 2008 and 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. In addition, in recent years, LIBOR has been at relatively low levels, and may rise in the future as the current low interest rate environment comes to an end. Our financial condition could be materially adversely affected at any time that we have not entered into interest rate hedging arrangements to hedge our exposure to the interest rates applicable to our credit facilities and any other financing arrangements we may enter into in the future, including those we enter into to finance a portion of the amounts payable with respect to newbuildings. Moreover, even if we have entered into interest rate swaps or other derivative instruments for purposes of managing our interest rate exposure, our hedging strategies may not be effective and we may incur substantial losses.

We intend to selectively enter into derivative contracts to hedge our overall exposure to interest rate risk exposure. Entering into swaps and derivatives transactions is inherently risky and presents various possibilities for incurring significant expenses. The derivatives strategies that we employ in the future may not be successful or effective, and we could, as a result, incur substantial additional interest costs. See "Item 11. Quantitative and Qualitative Disclosures about Market Risk-Interest Rate" for a description of our interest rate swap arrangements.

We have made and in the future may make acquisitions and significant strategic investments and acquisitions, which may involve a number of risks. If we are unable to address these risks successfully, such acquisitions and investments could have a materially adverse impact on our business, financial condition and results of operations.

We have undertaken a number of acquisitions and investments in the past, including the 2014 Transactions, and may do so from time to time in the future. The risks involved with these acquisitions and investments include:

- the possibility that we may not receive a favorable return on our investment or incur losses from our investment, or the original investment may become impaired;
- failure to satisfy or set effective strategic objectives;
- our assumption of known or unknown liabilities or other unanticipated events or circumstances;
 - the diversion of management's attention from normal daily operations of the business;
- difficulties in integrating the operations, technologies, products and personnel of the acquired company or its assets;
- difficulties in supporting acquired operations;
- difficulties or delays in the transfer of vessels, equipment or personnel;
- failure to retain key personnel;
- unexpected capital equipment outlays and related expenses;
- insufficient revenues to offset increased expenses associated with acquisitions;
- under-performance problems with acquired assets or operations;
- issuance of common shares that could dilute our current shareholders;
- recording of goodwill and non-amortizable intangible assets that will be subject to periodic impairment testing and potential impairment charges against our future earnings;
- the opportunity cost associated with committing capital in such investments;
- undisclosed defects, damage, maintenance requirements or similar matters relating to acquired vessels; and
- becoming subject to litigation.

We may not be able to address these risks successfully without substantial expense, delay or other operational or financial problems. Any delays or other such operations or financial problems could adversely impact our business, financial condition and results of operations.

Our costs of operating as a public company are significant, and our management is required to devote substantial time to complying with public company regulations.

We are a public company, and as such, we have significant legal, accounting and other expenses in addition to our registration and listing expenses. In addition, Sarbanes-Oxley, as well as rules subsequently implemented by the SEC

and Nasdaq, has imposed various requirements on public companies, including changes in corporate governance practices, and these requirements may continue to evolve. We and our management personnel, and other personnel, if any, will need to devote a substantial amount of time to comply with these requirements. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time-consuming and costly.

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Sarbanes-Oxley requires, among other things, that we maintain and periodically evaluate our internal control over financial reporting and disclosure controls and procedures. In particular, we need to perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of Sarbanes-Oxley. Our compliance with Section 404 may require that we incur substantial accounting expenses and expend significant management efforts. If either management or our independent registered public accounting firm is unable to continue to provide reports as to the effectiveness of our internal control over financial reporting if required, our investors could lose confidence in the reliability of our financial statements, which could decrease in value of our common stock. Further, if we have a material weakness in our internal controls over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated.

There is a risk that we could be treated as a U.S. domestic corporation for U.S. federal income tax purposes after the merger of Star Maritime with and into Star Bulk, with Star Bulk as the surviving corporation, or the Redomiciliation Merger, which would adversely affect our earnings.

Section 7874(b) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), provides that, unless certain requirements are satisfied, a corporation organized outside of the United States which acquires substantially all of the assets (through a plan or a series of related transactions) of a corporation organized in the United States will be treated as a U.S. domestic corporation for U.S. federal income tax purposes if shareholders of the U.S. corporation whose assets are being acquired own at least 80% of the non-U.S. acquiring corporation after the acquisition. If Section 7874(b) of the Code were to apply to Star Maritime and the Redomiciliation Merger (as defined below), then, among other consequences, we, as the surviving entity of the Redomiciliation Merger, would be subject to U.S. federal income tax as a U.S. domestic corporation on our worldwide income after the Redomiciliation Merger. Upon completion of the Redomiciliation Merger and the concurrent issuance of stock to TMT Co. Ltd., or “TMT”, a shipping company headquartered in Taiwan, under the acquisition agreements, the shareholders of Star Maritime owned less than 80% of the Company. Therefore, we believe that the Company should not be subject to Section 7874(b) of the Code after the Redomiciliation Merger. Star Maritime obtained an opinion of its counsel, Seward & Kissel LLP, or “Seward & Kissel”, that Section 7874(b) of the Code should not apply to the Redomiciliation Merger. However, there is no authority directly addressing the application of Section 7874(b) of the Code to a transaction such as the Redomiciliation Merger where shares in a foreign corporation such as the Company are issued concurrently with (or shortly after) a merger. In particular, since there is no authority directly applying the “series of related transactions” or “plan” provisions to the post-acquisition stock ownership requirements of Section 7874(b) of the Code, the U.S. Internal Revenue Service, or the “IRS”, may not agree with Seward & Kissel’s opinion on this matter. Moreover, Star Maritime has not sought a ruling from the IRS on this point. Therefore, the IRS may seek to assert that we are subject to U.S. federal income tax on our worldwide income for taxable years after the Redomiciliation Merger, although Seward & Kissel is of the opinion that such an assertion should not be successful.

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

Under the Code, 50% of the gross shipping income of a non-U.S. 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 “United States source gross shipping income,” and such income is subject to a 4% U.S. federal income tax without allowance for any deductions, unless the corporation qualifies for exemption from U.S. federal income taxation under Section 883 of the Code and the Treasury Regulations promulgated thereunder.

We do not believe that we qualify for the exemption from U.S. federal income taxation under Section 883 of the Code for our 2016 and 2017 taxable years. Accordingly, we believe that we will be subject to the 4% U.S. federal income tax on our United States source gross shipping income for our 2016 and 2017 taxable years; however, we may qualify for exemption in future years.

If a significant portion of our income is United States source gross shipping income, the imposition of such tax could have a negative effect on our business and would result in decreased earnings.

A change in tax laws, treaties or regulations, or their interpretation could result in a significant negative impact on our earnings and cash flows from operations.

We are an international company that conducts business throughout the world. Tax laws and regulations are highly complex and subject to interpretation. Consequently, a change in tax laws, treaties or regulations, or in the interpretation thereof, or in the valuation of our deferred tax assets in and between countries in which we operate, could result in a materially high tax expense or higher effective tax rate on our worldwide earnings, and such change could be significant to our financial results.

If any tax authority successfully challenges our operational structure, intercompany pricing policies or the taxable presence of our key subsidiaries in certain countries, or if the terms of certain income tax treaties are interpreted in a manner that is adverse to our structure, or if we lose a material tax dispute in any country, our effective tax rate on our worldwide earnings from our operations could increase substantially and our earnings and cash flows from these operations could be materially adversely affected.

We and our subsidiaries may be subject to taxation in the jurisdictions in which we and our subsidiaries conduct business. Such taxation would result in decreased earnings.

Investors are encouraged to consult their own tax advisors concerning the overall tax consequences of the ownership of our common stock arising in an investor's particular situation under U.S. federal, state, local and foreign law.

The Internal Revenue Service could treat us as a "passive foreign investment company," which could have adverse U.S. federal income tax consequences to U.S. shareholders.

A non-U.S. corporation will be treated as a "passive foreign investment company" (a "PFIC") for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of "passive income" (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business) or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of passive income. For purposes of determining the PFIC status of a non-U.S. corporation, income earned in connection with the performance of services does not constitute passive income, but rental income generally is treated as passive income unless the non-U.S. corporation is treated under specific rules as deriving its rental income in the active conduct of a trade or business. We intend to take the position that income we derive from our voyage and time chartering activities is services income, rather than rental income, and accordingly, that such income is not passive income for purposes of determining our PFIC status. Based on this characterization of income from voyage and time charters and the expected composition of our income and assets, we believe that we currently are not a PFIC, and we do not expect to become a PFIC in the future. Additionally, we believe that our contracts for newbuilding vessels are not assets held for the production of passive income, because we intend to use these vessels for voyage and time chartering activities. However, there is no direct legal authority under the PFIC rules addressing our characterization of income from our voyage and time chartering activities nor our characterization of contracts for newbuilding vessels. Moreover, the determination of PFIC status for any year can only be made on an annual basis after the end of such taxable year and will depend on the composition of our income, assets and operations from time to time. Because of the above described uncertainties, there can be no assurance that the Internal Revenue Service will not challenge the determination made by us concerning our PFIC status or that we will not be a PFIC for any taxable year.

If we were classified as a PFIC for any taxable year during which a U.S. shareholder owns common shares (regardless of whether we continue to be a PFIC), the U.S. shareholder would be subject to special adverse rules, including taxation at maximum ordinary income rates plus an interest charge on both gains on sale and certain dividends, unless the U.S. shareholder makes an election to be taxed under an alternative regime. Certain elections may be available to

U.S. shareholders if we were classified as a PFIC.

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Risks Related to Our Relationships with Mr. Pappas, Oaktree and Other Parties

Affiliates of Oaktree own a majority of our common shares, subject to certain restrictions on voting, acquisitions and dispositions thereof.

As of February 27, 2018, Oaktree and its affiliates beneficially own 32,579,506 common shares, which would represent approximately 50.8% of our outstanding common shares. However, pursuant to the Oaktree Shareholders Agreement, Oaktree and certain affiliates thereof have agreed to voting restrictions, ownership limitations and standstill restrictions. For instance, Oaktree and its affiliates will be entitled to nominate a maximum of four out of nine members of our board of directors, subject to certain additional limitations. In addition, Oaktree and its affiliates will be required to vote their voting securities in excess of 33% of the outstanding voting securities (subject to adjustment as set forth in the Oaktree Shareholders Agreement) proportionately with the votes cast by the other shareholders, subject to certain exceptions, which include (i) voting against a change of control transaction with an unaffiliated buyer and (ii) voting in favor of a change of control transaction with an unaffiliated buyer (but only if such transaction is approved by a majority of disinterested directors). In addition, Oaktree and affiliates thereof will be subject to certain standstill restrictions, and may not receive a control premium for their common shares as part of a change of control transaction. Despite the foregoing limitations, Oaktree and its affiliates are able to exert considerable influence over us. Oaktree and its affiliates may be able to prevent or delay a change of control of us and could preclude any unsolicited acquisition of us. The concentration of ownership and voting power in Oaktree may make some transactions more difficult or impossible without the support of Oaktree, even if such events are in the best interests of our other shareholders. The concentration of voting power in Oaktree may have an adverse effect on the price of our common shares. As a result of such influence, we may take actions that our other shareholders do not view as beneficial, which may adversely affect our results of operations and financial condition and cause the value of your investment to decline.

Additionally, Oaktree is in the business of making investments in companies and currently holds, and may from time to time in the future acquire, interests in the shipping industry that directly or indirectly compete with certain portions of our business. Further, if Oaktree pursues acquisitions or makes further investments in the shipping industry, those acquisitions and investment opportunities may not be available to us, and we have agreed to renounce any interest or expectancy in, or in being offered an opportunity to participate in, any corporate opportunities that may be presented to or become known to Oaktree or any of its affiliates.

In addition, the members of the board of directors nominated by Oaktree will have fiduciary duties to us and in addition may have duties to Oaktree. As a result, such circumstances may entail real or apparent conflicts of interest with respect to matters affecting both us and Oaktree, whose interests, in some circumstances, may be adverse to ours.

Members of management and our directors may have relationships and affiliations with other entities that could create conflicts of interest.

While we do not expect that our Chief Executive Officer, Mr. Petros Pappas, will have any material relationships with any companies in the dry bulk shipping industry other than us, he will continue to be involved in other areas of the shipping industry, including as the founder of Oceanbulk Maritime, a dry cargo shipping company, and as a member of the management of Oceanbulk Container Carriers LLC, and PST Tankers LLC, which are other joint ventures between Oaktree and entities controlled by the family of Mr. Petros Pappas involved in the container shipping and product tanker businesses, respectively. Both children of our Chief Executive Officer are equity holders of Oceanbulk Maritime and/or Interchart, and in various other entities, some of which are involved in the dry bulk shipping industry. These other affiliations and ventures could cause distraction to Mr. Pappas as our Chief Executive Officer if he focuses a substantial portion of his time on them, and the involvement of Ms. Pappas with other ventures could cause conflicts of interest with us.

Certain members of our senior management (Messrs. Norton, Begleris, Spyrou and Rescos) are also members of the management of Oceanbulk Maritime, Oceanbulk Container Carriers LLC or PST Tankers LLC. These other affiliations and ventures could cause distraction to such members of senior management if they focus a substantial portion of their time on such affiliations and ventures.

Any of these affiliations and relationships of Mr. Pappas, certain members of his family and certain members of our senior management may create conflicts of interest not in the best interest of us or our shareholders from time to time. This could result in an adverse effect on our business, financial condition, results of operations and cash flows. We use our best efforts to cause such individuals to comply with all applicable laws and regulations in addressing such conflicts of interest.

Three of our directors are affiliated with Oaktree. Our directors who are affiliates of Oaktree have fiduciary duties to us and in addition have duties to Oaktree. In addition, under the Oaktree Shareholders Agreements, none of our officers or directors who is also an officer, director, employee or other affiliate of Oaktree or an officer, director or employee of an affiliate of Oaktree will be liable to us or our shareholders for breach of any fiduciary duty by reason of the fact that any such individual directs a corporate opportunity to Oaktree or its affiliates instead of us, or does not communicate information regarding a corporate opportunity to us that such person or affiliate has directed to Oaktree or its affiliates. As a result, such circumstances may entail real or apparent conflicts of interest with respect to matters affecting both us and Oaktree, whose interests, in some circumstances, may be adverse to ours. In addition, as a result of Oaktree's ownership interest, conflicts of interest could arise with respect to transactions involving business dealings between us and Oaktree or their affiliates, including potential business transactions, potential acquisitions of businesses or properties, the issuance of additional securities, the payment of dividends by us and other matters.

Our reliance upon "foreign private issuer" exemptions may afford less protection to holders of our common shares.

The corporate governance rules of the Nasdaq require, subject to exceptions, listed companies to have, among other things, a majority of their board members be independent and independent director oversight of executive compensation, nomination of directors and corporate governance matters. Nevertheless, a "foreign private issuer" (as defined in Rule 3b-4 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) is permitted to follow its home country practice in lieu of the above requirements.

We are a foreign private issuer, and, as such, we may follow the laws of the Republic of the Marshall Islands, our home country, with respect to the foregoing requirements. For example, our board of directors is not required by the laws of the Republic of the Marshall Islands to have a majority of independent directors, so, while our board of directors includes seven members that would likely be deemed independent for purposes of the Nasdaq rules, we are not required to comply with the Nasdaq rule that requires us to have a majority of independent directors, and we may in the future have less than a majority of directors who would be deemed independent for purposes of the Nasdaq rules. Consequently, for so long as we remain a foreign private issuer, the approach of our board of directors may be different from that of a board of directors required to have a majority of independent directors, and as a result, our management oversight may be more limited than if we were required to comply with the Nasdaq rules applicable to U.S. domestic listed companies.

As a "foreign private issuer," we are not required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act applicable to U.S. domestic companies whose securities are registered under the Exchange Act.

The determination of foreign private issuer status is made annually on the last business day of an issuer's most recently completed second fiscal quarter, and accordingly the next determination will be made with respect to us on June 30, 2018. We will lose our foreign private issuer status if more than 50% of our outstanding voting securities are directly or indirectly held of record by residents of the U.S., and:

- more than a majority of our executive officers and directors are U.S. citizens or residents;
- more than 50% of our assets are located in the U.S.; or
- our business is administered principally in the U.S.

We may therefore lose our foreign private issuer status in the future.

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If we were to lose our foreign private issuer status, we would be required to comply with the rules of the Nasdaq applicable to U.S. domestic listed companies within six months, including filing with the SEC periodic reports and registration statements on U.S. domestic issuer forms, which are more detailed and extensive than the forms available to a foreign private issuer. We would also have to comply with U.S. federal proxy requirements, and our officers, directors and 10% shareholders would become subject to the short-swing profit disclosure and recovery provisions of Section 16 of the Exchange Act. In addition, we would lose our ability to rely upon exemptions from certain Nasdaq corporate governance requirements. As a result, the regulatory and compliance costs to us under U.S. securities laws as a U.S. domestic issuer could be significantly higher.

Our executive officers will not devote all of their time to our business, which may hinder our ability to operate successfully.

Our executive officers participate in business activities not associated with us, including serving as members of the management teams of Oceanbulk Maritime (which is affiliated with the Pappas family), Oceanbulk Container Carriers LLC and PST Tankers LLC (which are both affiliated with Oaktree and entities controlled by the family of Mr. Petros Pappas), and are not required to work full-time on our affairs. Initially, we expect that each of our executive officers will devote a substantial portion of his/her business time to the completion of our newbuilding program and management of our Company. Our executive officers may devote less time to us than if they were not engaged in other business activities and may owe fiduciary duties to the shareholders of other companies with which they may be affiliated, including those companies listed above. In particular, we expect that the amount of time Mr. Pappas allocates to managing us will vary from time to time depending on the needs of the business and the level of strategic activity at the time. This structure may create conflicts of interest in matters involving or affecting us and our customers and it is not certain that any of these conflicts of interest will be resolved in our favor. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are dependent on our managers and their ability to hire and retain key personnel.

Our success depends to a significant extent upon the abilities and efforts of our management team. For example, Mr. Pappas is integral to our business, and our success depends significantly on his abilities, industry knowledge, relationships and reputation. We do not maintain “key man” life insurance on any of our officers, and the loss of any of these individuals could adversely affect our business prospects and financial condition.

Our continued success will depend upon our and our managers’ ability to hire and retain key members of our management team. Difficulty in hiring and retaining personnel could adversely affect our results of operations. In crewing our vessels, we require technically skilled employees with specialized training who can perform physically demanding work. Competition to attract and retain qualified crew members is intense due to the increase in the size of the global shipping fleet. If we are not able to obtain higher charter rates to compensate for any crew cost increases, it could have a material adverse effect on our business, results of operations, cash flows and financial condition. If we cannot hire, train and retain a sufficient number of qualified employees, we may be unable to manage, maintain and grow our business, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. As we expand our fleet, we will also need to expand our operational and financial systems and hire new shoreside staff and seafarers to crew our vessels; if we cannot expand these systems or recruit suitable employees, its performance may be adversely affected.

Risks Related to Our Corporate Structure and Our Common Shares

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 dividend payments.

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. As a result, our ability to satisfy our

financial obligations and to make dividend payments in the future depends on our subsidiaries and their ability to distribute funds to us. If we are unable to obtain funds from our subsidiaries, our board of directors may exercise its discretion not to declare or pay dividends. We do not intend to obtain funds from other sources to pay dividends. Furthermore, certain of our outstanding financing arrangements restrict the ability of some of our subsidiaries to pay us dividends under certain circumstances, such as if an event of default exists. To the extent we do not receive dividends from our subsidiaries, our ability to pay dividends will be restricted.

Because we are organized under the laws of the Marshall Islands and because substantially all of our assets are located outside of the United States, it may be difficult to serve us with legal process or enforce judgments against us, our directors or our management.

We are organized under the laws of the Marshall Islands and substantially all of our assets are located outside of the United States. In addition, the majority of our directors and officers are or will be non-residents of the United States and all or a substantial portion of the assets of these non-residents are located outside the United States. As a result, it may be difficult or impossible for you to bring an action against us or against our directors and officers in the United States if you believe that your rights have been infringed under securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Marshall Islands and of other jurisdictions may prevent or restrict you from enforcing a judgment against our assets or the assets of our directors or officers.

We are incorporated in the Marshall Islands, which does not have a well-developed body of corporate law.

Our corporate affairs are governed by our Fourth Amended and Restated Articles of Incorporation (the “Articles of Incorporation”) and our Third Amended and Restated Bylaws (the “Bylaws”) and by the Marshall Islands Business Corporations Act (the “MIBCA”). The provisions of the MIBCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Marshall Islands interpreting the MIBCA. The rights and fiduciary responsibilities of directors under the laws 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 the United States. The rights of shareholders of companies incorporated in the Marshall Islands may differ from the rights of shareholders of companies incorporated in the United States. While the MIBCA provides that it is to be interpreted according to the laws of the State of Delaware and other states with substantially similar legislative provisions, there have been few, if any, court cases interpreting the MIBCA in the Marshall Islands and we cannot predict whether Marshall Islands courts would reach the same conclusions as United States courts. Thus, you may have more difficulty in protecting your interests in the face of actions by the management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction that has developed a relatively more substantial body of case law. Additionally, the Republic of the Marshall Islands does not have a legal provision for bankruptcy or a general statutory mechanism for insolvency proceedings. As such, in the event of a future insolvency or bankruptcy, our shareholders and creditors may experience delays in their ability to recover their claims after any such insolvency or bankruptcy.

The international nature of our operations may make the outcome of any bankruptcy proceedings difficult to predict.

We are incorporated under the laws of the Republic of the Marshall Islands and certain of our subsidiaries are also incorporated under the laws of the Republic of the Marshall Islands, Liberia, Cyprus, Malta and Switzerland, and we conduct operations in countries around the world. Consequently, in the event of any bankruptcy, insolvency or similar proceedings involving us or one of our subsidiaries, bankruptcy laws other than those of the United States could apply. We have limited operations in the United States. If we become a debtor under the United States bankruptcy laws, bankruptcy courts in the United States may seek to assert jurisdiction over all of our assets, wherever located, including property situated in other countries. There can be no assurance, however, that we would become a debtor in the United States or that a United States bankruptcy court would be entitled to, or accept, jurisdiction over such bankruptcy case or that courts in other countries that have jurisdiction over us and our operations would recognize a United States bankruptcy court’s jurisdiction if any other bankruptcy court would determine it had jurisdiction.

The price of our common shares may be highly volatile.

The price of our common shares may fluctuate due to factors such as:

- actual or anticipated fluctuations in our quarterly and annual results and those of other public companies in our industry;
- mergers and strategic alliances in the dry bulk shipping industry;
- market conditions in the dry bulk shipping industry;
- changes in market valuations of companies in our industry;
- changes in government regulation;
- the failure of securities analysts to publish research about us, or shortfalls in our operating results from levels forecast by securities analysts;
- announcements concerning us or our competitors; and
- the general state of the securities markets.

The seaborne transportation industry has been highly unpredictable and volatile. The market for our common shares in this industry may be equally volatile. Further, there may be no continuing active or liquid public market for our common shares. Consequently, you may not be able to sell the common shares at prices equal to or greater than those paid by you, or you may not be able to sell them at all.

Future sales of our common shares could cause the market price of our common shares to decline.

Our Articles of Incorporation authorize us to issue common shares, of which 64,160,004 shares had been issued and were outstanding as of February 27, 2018. Sales of a substantial number of shares of our common shares in the public market, or the perception that these sales could occur, may depress the market price for our common shares. These sales could also impair our ability to raise additional capital through the sale of our equity securities in the future. We intend to issue additional shares of our common shares in the future. Our shareholders may incur dilution from any future equity offering and upon the issuance of additional shares of our common shares upon the exercise of options we have granted to certain of our executive officers or upon the issuance of additional common shares pursuant to our equity incentive plans.

We may fail to meet the continued listing requirements of the Nasdaq, which could cause our common shares to be delisted.

Pursuant to the listing requirements of the Nasdaq Global Select Market, if a company's share price is below \$1.00 per share for 30 consecutive trading days, Nasdaq will notify the company that it is no longer in compliance with the Nasdaq listing qualifications, which are set forth in Nasdaq Listing Rule 5450(a). If a company is not in compliance with the minimum bid price rule, the company will have 180 calendar days to regain compliance. The company may regain compliance if the bid price of its common shares closes at \$1.00 per share or more for a minimum of ten consecutive business days at any time during the 180-day cure period.

On January 6, 2016, we received notice from Nasdaq that the minimum bid price for our common shares was below \$1.00 per share for a period of 30 consecutive business days, and that we therefore did not meet the minimum bid price requirement for the Nasdaq Global Select Market. Following the June 2016 Reverse Stock Split, effective June

20, 2016, on July 6, 2016 we received notice from Nasdaq that we had regained compliance with the minimum bid price requirement for the Nasdaq Global Select Market.

There can be no assurance that we will remain in compliance with the other Nasdaq listing qualification rules, or that our common shares will not be delisted. A delisting of our common shares could have an adverse effect on the market price, and the efficiency of the trading market for, our common shares and could cause an event of default under certain of our Senior Secured Credit Facilities.

Certain shareholders hold registration rights, which may have an adverse effect on the market price of our common shares.

On July 20, 2017, we filed a registration statement on Form F-3 (File No. 333-219381), which became effective on September 6, 2017. This registration statement covers the resale of up to 39,060,215 of our common shares by Oaktree and affiliates of Mr. Petros Pappas, Senator Investment Group LP (“Senator”) and Mr. Capralos. Additionally, we are a party to the Registration Rights Agreement with Oaktree and affiliates, of Mr. Petros Pappas, see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions.” The Registration Rights Agreement provides certain demand registration rights and shelf registration rights to Oaktree and affiliates of Mr. Petros Pappas in respect of common shares held by them, subject to certain conditions. In the event that we register additional common shares for sale to the public, we will be required to give notice to Oaktree and affiliates of Mr. Petros Pappas of our intention to effect such registration and, subject to certain limitations, we will be required to include common shares held by those holders in such registration. The resale of these common shares in addition to the offer and sale of the other securities included in such registration statements may have an adverse effect on the market price of our common shares. If Oaktree and affiliates of Mr. Petros Pappas were to sell large blocks of our common shares or the perception that such sales could occur, the market price of our common shares could drop significantly, it could become difficult for us to raise funds through future offerings of our common shares or acquire other businesses using our common shares as consideration.

Anti-takeover provisions in our organizational documents could have the effect of discouraging, delaying or preventing a merger or acquisition, or could make it difficult for our shareholders to replace or remove our current board of directors, which could adversely affect the market price of our common shares.

Several provisions of our Articles of Incorporation and our Bylaws could make it difficult for our shareholders to change the composition of our board of directors in any one year, preventing them from changing the composition of management. In addition, the same provisions may discourage, delay or prevent a merger or acquisition that shareholders may consider favorable. These provisions include:

- authorizing our board of directors to issue “blank check” preferred stock without shareholder approval;
- providing for a classified board of directors with staggered, three-year terms;
- establishing certain advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted on by shareholders at shareholder meetings;
- prohibiting cumulative voting in the election of directors;
- limiting the persons who may call special meetings of shareholders;
- authorizing the removal of directors only for cause and only upon the affirmative vote of the holders of a majority of the outstanding shares of our common shares entitled to vote for the directors; and
- establishing supermajority voting provisions with respect to amendments to certain provisions of our Articles of Incorporation and our Bylaws.

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

Item 4. Information on the Company

A. History and Development of the Company

We, Star Bulk Carriers Corp., were incorporated in the Marshall Islands on December 13, 2006. Our executive offices are located at c/o Star Bulk Management Inc., 40 Agiou Konstantinou Str., Maroussi 15124, Athens, Greece and its telephone number is 011-30-210-617-8400. Our registered office is located at Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands, MH 96960.

Star Maritime Acquisition Corp. (“Star Maritime”), was organized under the laws of the State of Delaware on May 13, 2005 as a blank check company formed to acquire, through a merger, capital stock exchange, asset acquisition or similar business combination, one or more assets or target businesses in the shipping industry. On December 21, 2005, Star Maritime consummated its initial public offering. Star Maritime’s common stock and warrants started trading on the American Stock Exchange under the symbols, SEA and SEA.WS, respectively on December 21, 2005.

On January 12, 2007, Star Maritime and Star Bulk entered into definitive agreements to acquire a fleet of eight dry bulk carriers, referred to as the initial fleet.

On November 2, 2007, the Commission declared effective our joint proxy/registration statement filed on Forms F-1/F-4 and on November 27, 2007, we obtained shareholders’ approval for the acquisition of the initial fleet and for effecting a merger (the “Redomiciliation Merger”) as a result of which Star Maritime merged into Star Bulk with Star Maritime merging out of existence and Star Bulk being the surviving entity. The Redomiciliation Merger became effective on November 30, 2007, and the common shares and warrants of Star Maritime ceased trading on the American Stock Exchange under the symbols SEA and SEA.WS, respectively. Our common shares and warrants started trading on the Nasdaq Global Select Market on December 3, 2007, under the ticker symbols SBLK and SBLKW, respectively. All of our warrants expired worthless and ceased trading on the Nasdaq Global Select Market on March 15, 2010. We began our operations on December 3, 2007, with the delivery of our first vessel Star Epsilon.

On February 25, 2014, we acquired 33% of the total outstanding common stock of Interchart, a Liberian company affiliated with family members of our Chief Executive Officer, which acts as chartering broker to our fleet, for a total consideration of \$0.2 million in cash and 4,520 restricted common shares issued on April 1, 2014. The ownership interest was purchased from an entity affiliated with family members of our Chief Executive Officer, including our former director Ms. Milena-Maria Pappas. We and Interchart are parties to a services agreement for chartering, brokering and commercial services for our vessels for a monthly fee of \$0.3 million. The agreement is currently effective until December 31, 2018.

On July 11, 2014, we completed a merger, pursuant to which we acquired Oceanbulk Shipping LLC (“Oceanbulk Shipping”) and Oceanbulk Carriers LLC (“Oceanbulk Carriers” and, together with Oceanbulk Shipping, “Oceanbulk”) from entities affiliated with family members of Mr. Petros Pappas, our Chief Executive Officer, and Oaktree Capital Management. Oceanbulk owned and operated a fleet of 12 dry bulk carrier vessels and owned contracts for the construction of 25 newbuilding dry bulk fuel-efficient Eco-type vessels at shipyards in Japan and China. The consideration paid by us in the merger to the sellers of Oceanbulk was 9,679,153 common shares. Concurrently with the Oceanbulk merger, we acquired two Kamsarmax vessels (the “Heron Vessels”) from Heron Ventures Ltd. (“Heron”). On November 11, 2014, we entered into two separate agreements with Heron to acquire the two Heron Vessels, namely Star Gwyneth and Star Angelina (ex-ABYO Angelina), which were delivered to us on December 5, 2014. The cost for the acquisition of these vessels was determined based on the fair value of the 423,141 common shares, issued on July 11, 2014, in connection with the Heron Transaction, of \$25.1 million and \$25.0 million in cash payment which was financed by the Heron Vessels Facility as further described elsewhere herein. In addition, as part of the merger we acquired the issued and outstanding shares of Dioriga Shipping Co. and Positive Shipping Company (collectively, the “Pappas Companies”), which were entities owned and controlled by affiliates of the family of Mr. Petros Pappas, our Chief Executive Officer. The Pappas Companies owned and operated a dry bulk carrier vessel,

Tsu Ebisu and had a contract for the construction of a newbuilding dry bulk carrier vessel, Indomitable (ex-HN 5016), which was delivered to us in January 2015. The consideration paid for the Pappas Companies was 718,546 common shares. We refer to the above transactions as the “July 2014 Transactions.”

In connection with the July 2014 Transactions, Mr. Petros Pappas became our Chief Executive Officer, Mr. Hamish Norton became our President, Mr. Christos Begleris became our Co-Chief Financial Officer and Mr. Nicos Rescos became our Chief Operating Officer. Mr. Spyros Capralos resigned as our Chief Executive Officer but remained with us as our Chairman, and Mr. Zenon Kleopas (our former Chief Operating Officer) continues as our Executive Vice President—Technical Operations. Executive management for the year ended December 31, 2017 consists of our CEO, President, Co-CFOs and COO. For more information, see “Item 6. Directors, Senior Management and Employees.”

In connection with the July 2014 Transactions, we entered into a shareholders agreement with Oaktree and a shareholders agreement with Mr. Petros Pappas and his children, Ms. Milena-Maria Pappas (our former director) and Mr. Alexandros Pappas, and entities affiliated to them (“Pappas Shareholders”) (see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions.”). We also entered into an Amended and Restated Registration Rights Agreement among us, Oaktree affiliates of Mr. Petros Pappas and Monarch Alternative Capital LP (“Monarch”) (the “Registration Rights Agreement”). For more information regarding the terms of the Registration Rights Agreement, see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions.”

On August 19, 2014, we entered into definitive agreements with Excel Maritime Carriers Ltd. (“Excel”) pursuant to which we acquired 34 operating dry bulk vessels, consisting of six Capesize vessels, 14 Kamsarmax vessels, 12 Panamax vessels and two Handymax vessels (the “Excel Vessels”). The transfers of the Excel Vessels were completed on a vessel-by-vessel basis, in general upon reaching port after their voyages and cargoes were discharged. We refer to the foregoing transactions, together, as the “Excel Transactions.” The total consideration for the Excel Transactions was 5,983,462 common shares and \$288.4 million in cash. We refer to the July 2014 Transactions and the Excel Transactions collectively, as the “2014 Transactions.”

As a result of the 2014 Transactions, we acquired 49 additional vessels and 26 additional newbuilding contracts.

Since the completion of the 2014 Transactions, in response to changing market conditions, we have disposed certain of our vessels (the majority of which were older vessels) and have sold, cancelled or transferred some of our newbuilding vessels. As a result, our fleet currently includes 72 operating vessels, with an additional two newbuilding vessels under construction in China with expected delivery in April 2018, and is well-positioned to take advantage of the ongoing recovery in the dry bulk market.

B. Business overview

General

We are an international shipping company with extensive operational experience that owns and operates a fleet of dry bulk carrier vessels. On a fully delivered basis, we will have a fleet of 74 vessels consisting primarily of Newcastlemax, Capesize, Post Panamax, Kamsarmax, Panamax, Ultramax and Supramax vessels with a carrying capacity between 52,055 dwt and 209,537 dwt. Our vessels transport a broad range of major and minor bulk commodities, including ores, coal, grains and fertilizers, along worldwide shipping routes. Our highly experienced executive management team, with an extensive shipping industry experience, is led by Mr. Petros Pappas, who has more than 40 years of shipping industry experience and has managed more than 330 vessel acquisitions and dispositions.

As of February 27, 2018, our operating fleet of 72 vessels had an aggregate capacity of approximately 7.8 million dwt. We have also entered into or acquired contracts for the construction of two of the latest generation “Eco-type” vessels at a shipyard in China, which we define as vessels that are designed to be more fuel-efficient than standard vessels of similar size and age. As of February 27, 2018, the total payments for our two newbuilding vessels were expected to be \$99.0 million, of which we had already paid \$24.7 million. As of February 27, 2018, we had \$251.8 million of cash on hand and we had obtained commitments for \$40.0 million of secured debt for one newbuilding vessel in the form of capital lease and we also expect to obtain a commitment for up to \$30.0 million of secured

financing for the remaining one newbuilding vessel, based on current market valuations. By April 2018, we expect our fleet to consist of 74 wholly owned vessels, with an average age of 8.1 years and an aggregate capacity of 8.2 million dwt. On a fully delivered basis and based on publicly available information, we believe our fleet will make us one of the largest U.S. publicly traded dry bulk shipping companies by deadweight tonnage.

Our Fleet

We have built a fleet through timely and selective acquisitions of secondhand and newbuilding vessels. Our fleet is well-positioned to take advantage of economies of scale in commercial, technical and procurement management. Because of the industry reputation and relationships of Mr. Pappas and our senior management, we have contracted with leading Japanese and Chinese shipyards for our newbuilding vessels. We have a large, modern, fuel-efficient and high-quality fleet, which emphasizes the largest Eco-type Capesize and Newcastlemax vessels, built at leading shipyards and featuring the latest technology. As a result, we believe we will have an opportunity to capitalize on rising market demand during a period of reduced fleet growth, customer preferences for our ships and economies of scale, while enabling us to capture the benefits of fuel cost savings through spot time charters or voyage charters.

Each of our newly delivered and newbuilding vessels is equipped with a vessel remote monitoring system that provides data to monitor fuel and lubricant consumption and efficiency on a real-time basis. While these monitoring systems are generally available in the shipping industry, we believe that they can be cost-effectively employed only by large-scale shipping operators, such as us.

Our fleet, which emphasizes large Capesize vessels, primarily transports minerals from the Americas and Australia to East Asia, particularly China, but also Japan, South Korea, Taiwan, Indonesia and Malaysia. Our Supramax vessels carry minerals, grain products and steel between the Americas, Europe, Africa, Australia and Indonesia and from these areas to China, Japan, South Korea, Taiwan, the Philippines and Malaysia.

Our newbuilding vessels are being built at a Chinese shipyard. The following tables summarize key information about our operating and newbuilding fleet, as of February 27, 2018:

Operating Fleet

| | Vessel Name | Vessel Type | Capacity (dwt.) | Year Built | Date Delivered to Star Bulk |
|----|------------------|--------------|--------------------|------------|--------------------------------|
| 1 | Goliath | Newcastlemax | 209,537 | 2015 | July-15 |
| 2 | Gargantua | Newcastlemax | 209,529 | 2015 | April-15 |
| 3 | Star Poseidon | Newcastlemax | 209,475 | 2016 | February-16 |
| 4 | Maharaj | Newcastlemax | 209,472 | 2015 | July-15 |
| 5 | Star Ariadne (1) | Newcastlemax | 207,812 | 2017 | March-17 |
| 6 | Star Eleni (1) | Newcastlemax | 207,810 | 2018 | January-18 |
| 7 | Star Virgo (1) | Newcastlemax | 207,810 | 2017 | March-17 |
| 8 | Star Libra (1) | Newcastlemax | 207,765 | 2016 | June-16 |
| 9 | Star Marisa (1) | Newcastlemax | 207,709 | 2016 | March-16 |
| 10 | Leviathan | Capesize | 182,511 | 2014 | September-14 |
| 11 | Peloreus | Capesize | 182,496 | 2014 | July-14 |
| 12 | Star Martha | Capesize | 180,274 | 2010 | October-14 |
| 13 | Star Pauline | Capesize | 180,274 | 2008 | December-14 |
| 14 | Pantagruel | Capesize | 180,181 | 2004 | July-14 |
| 15 | Star Borealis | Capesize | 179,678 | 2011 | September-11 |
| 16 | Star Polaris | Capesize | 179,600 | 2011 | November-11 |
| 17 | Star Angie | Capesize | 177,931 | 2007 | October-14 |
| 18 | Big Fish | Capesize | 177,662 | 2004 | July-14 |

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| | | | | | |
|----|-------------------|--------------|---------|------|--------------|
| 19 | Kymopolia | Capesize | 176,990 | 2006 | July-14 |
| 20 | Star Triumph | Capesize | 176,343 | 2004 | December-17 |
| 21 | Big Bang | Capesize | 174,109 | 2007 | July-14 |
| 22 | Star Aurora | Capesize | 171,199 | 2000 | September-10 |
| 23 | Amami | Post Panamax | 98,681 | 2011 | July-14 |
| 24 | Madredeus | Post Panamax | 98,681 | 2011 | July-14 |
| 25 | Star Sirius | Post Panamax | 98,681 | 2011 | March-14 |
| 26 | Star Vega | Post Panamax | 98,681 | 2011 | February-14 |
| 27 | Star Angelina | Kamsarmax | 82,981 | 2006 | December-14 |
| 28 | Star Gwyneth | Kamsarmax | 82,790 | 2006 | December-14 |
| 29 | Star Kamila | Kamsarmax | 82,769 | 2005 | September-14 |
| 30 | Pendulum | Kamsarmax | 82,619 | 2006 | July-14 |
| 31 | Star Maria | Kamsarmax | 82,598 | 2007 | November-14 |
| 32 | Star Markella | Kamsarmax | 82,594 | 2007 | September-14 |
| 33 | Star Danai | Kamsarmax | 82,574 | 2006 | October-14 |
| 34 | Star Georgia | Kamsarmax | 82,298 | 2006 | October-14 |
| 35 | Star Sophia | Kamsarmax | 82,269 | 2007 | October-14 |
| 36 | Star Mariella | Kamsarmax | 82,266 | 2006 | September-14 |
| 37 | Star Moira | Kamsarmax | 82,257 | 2006 | November-14 |
| 38 | Star Nina | Kamsarmax | 82,224 | 2006 | January-15 |
| 39 | Star Renee | Kamsarmax | 82,221 | 2006 | December-14 |
| 40 | Star Nasia | Kamsarmax | 82,220 | 2006 | August-14 |
| 41 | Star Laura | Kamsarmax | 82,209 | 2006 | December-14 |
| 42 | Star Jennifer | Kamsarmax | 82,209 | 2006 | April-15 |
| 43 | Star Helena | Kamsarmax | 82,187 | 2006 | December-14 |
| 44 | Star Charis | Kamsarmax | 81,711 | 2013 | March-17 |
| 45 | Star Suzanna | Kamsarmax | 81,711 | 2013 | May-17 |
| 46 | Mercurial Virgo | Kamsarmax | 81,545 | 2013 | July-14 |
| 47 | Star Iris | Panamax | 76,466 | 2004 | September-14 |
| 48 | Star Emily | Panamax | 76,417 | 2004 | September-14 |
| 49 | Idee Fixe (1) | Ultramax | 63,458 | 2015 | March-15 |
| 50 | Roberta (1) | Ultramax | 63,426 | 2015 | March-15 |
| 51 | Laura (1) | Ultramax | 63,399 | 2015 | April-15 |
| 52 | Kaley (1) | Ultramax | 63,283 | 2015 | June-15 |
| 53 | Kennadi | Ultramax | 63,262 | 2016 | January-16 |
| 54 | Mackenzie | Ultramax | 63,226 | 2016 | March-16 |
| 55 | Star Challenger | Ultramax | 61,462 | 2012 | December-13 |
| 56 | Star Fighter | Ultramax | 61,455 | 2013 | December-13 |
| 57 | Star Lutas | Ultramax | 61,347 | 2016 | January-16 |
| 58 | Honey Badger | Ultramax | 61,320 | 2015 | February-15 |
| 59 | Wolverine | Ultramax | 61,292 | 2015 | February-15 |
| 60 | Star Antares | Ultramax | 61,258 | 2015 | October-15 |
| 61 | Star Acquarius | Ultramax | 60,916 | 2015 | July-15 |
| 62 | Star Pisces | Ultramax | 60,916 | 2015 | August-15 |
| 63 | Diva | Supramax | 56,582 | 2011 | July-17 |
| 64 | Strange Attractor | Supramax | 55,742 | 2006 | July-14 |
| 65 | Star Omicron | Supramax | 53,489 | 2005 | April-08 |
| 66 | Star Gamma | Supramax | 53,098 | 2002 | January-08 |
| 67 | Star Zeta | Supramax | 52,994 | 2003 | January-08 |
| 68 | Star Delta | Supramax | 52,434 | 2000 | January-08 |

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| | | | | | |
|----|--------------|----------|------------|------|-------------|
| 69 | Star Theta | Supramax | 52,425 | 2003 | December-07 |
| 70 | Star Epsilon | Supramax | 52,402 | 2001 | December-07 |
| 71 | Star Cosmo | Supramax | 52,247 | 2005 | July-08 |
| 72 | Star Kappa | Supramax | 52,055 | 2001 | December-07 |
| | | | Total dwt: | | 7,793,514 |

(1) Subject to a bareboat charter that is accounted for as a capital lease.

Newbuilding Vessels

| Vessel Name | Vessel Type | Capacity (dwt.) | Shipyard | Expected Delivery Date |
|------------------------------------|--------------|-----------------|------------|------------------------|
| 1HN 1361 (tbn Star Magnanimus) (1) | Newcastlemax | 208,000 | SWS, China | Apr-18 |
| 2HN 1343 (tbn Star Leo) | Newcastlemax | 208,000 | SWS, China | Apr-18 |

(1) Subject to a bareboat charter that will be accounted for as a capital lease.

Our Competitive Strengths

We believe that we possess a number of competitive strengths in our industry, including:

We manage a high quality modern fleet

We own a modern, diverse, high quality fleet] of dry bulk carrier vessels. Our fleet consists of 72 vessels currently in the water, while we have two high-specification, fuel-efficient, Eco-type vessels, on order at a quality shipyard in China. We believe that owning a modern, high quality fleet reduces operating costs, improves safety and provides us with a competitive advantage in securing favorable time charters. We maintain the quality of our vessels by carrying out regular inspections, both while in port and at sea, and adopting a comprehensive maintenance program for each vessel. Furthermore we take a proactive approach to safety and environmental protection through comprehensively planned maintenance systems, preventive maintenance programs and by retaining and training qualified crews. When our current newbuilding program is completed (which we expect in April, 2018), on a fully delivered basis, our fleet is expected to consist of 74 wholly owned vessels, with an average age of 8.1 years and an aggregate capacity of 8.2 million dwt, with many of our vessels being recently built at leading Japanese, Chinese and Korean shipyards.

In-house commercial and technical management of our fleet enable us to have very competitive operating expenses and high vessel maintenance standards

We conduct a significant portion of the commercial and technical management of our vessels in-house through our wholly owned subsidiaries, Star Bulk Management Inc., Star Bulk Shipmanagement Company (Cyprus) Limited and Starbulk S.A. We believe having control over the commercial and technical management provides us with a competitive advantage over many of our competitors by allowing us to more closely monitor our operations and to offer higher quality performance, reliability and efficiency in arranging charters and the maintenance of our vessels. We also believe that these management capabilities contribute significantly in maintaining a lower level of vessel operating and maintenance costs, without sacrificing the quality of our operations. Reflecting the continued quality of our vessels, as of December 2017, we are considered as a top quality service provider and we are among the top five operators among 70 shipowners by Rightship, a ratings agency that evaluates the condition of dry bulk vessels.

Focus on fuel efficiency and new technology to improve vessel operations

Twenty-five of our vessels, including the two vessels currently under construction, are Eco-type vessels, which enable us to take advantage of available fuel cost savings and operational efficiencies and give us the opportunity to generate advantageous daily time charter equivalent (“TCE”) rates. In addition to our Eco-type vessels, 30 of our operating vessels are being equipped with sliding engine valves and alpha lubricators, which provide increased fuel efficiency and decreased lubricant consumption. Over 40% of our operating fleet has been equipped with a sophisticated vessel remote monitoring system that allows us to collect real-time information on the performance of critical on-board equipment, with a particular focus on fuel consumption and engine performance. Using this information, we are able to be proactive in identifying potential problems and to evaluate optimum operating parameters during various sea passage conditions. We also are able to compare actual vessel performance to reported vessel performance and provide feedback to crews in real time, thereby reducing the likelihood of errors or omissions by our crews. The vessel remote monitoring system is designed to enhance our ability to manage the operations of our vessels, thereby increasing operational efficiency and reducing maintenance costs and off-hire time. Finally, because of the similarities between certain of our vessels, we can take advantage of efficiencies in crewing, training and spare parts inventory management and can apply technical and operational knowledge of one ship to its sisterships.

Experienced management team with a strong track record in the shipping industry

Our company’s leadership has considerable shipping industry expertise. Our founder and Chief Executive Officer, Mr. Pappas, has an established track record in the dry bulk industry, with more than 40 years of experience and more than 330 vessel acquisitions and dispositions. Mr. Pappas has extensive experience in operating and investing in shipping, including through his family’s principal shipping operations and investment vehicle, Oceanbulk Maritime. Mr. Pappas also has extensive relationships in the shipping industry, and he has leveraged his deep relationships with shipbuilders to formulate our newbuilding program.

Mr. Hamish Norton, our President, was previously the Head of Corporate Development and Chief Financial Officer of Oceanbulk Maritime with an extensive experience in the shipping industry. Prior to joining Oceanbulk Maritime, from 2007 through 2012, Mr. Norton was a Managing Director and the Global Head of the Maritime Group at Jefferies LLC, and from 2000 to 2007, he was head of the shipping practice at Bear Stearns. Mr. Norton has advised in numerous capital markets and mergers and acquisitions transactions by shipping companies.

Mr. Christos Begleris, our Co-Chief Financial Officer, has served as Deputy Chief Financial Officer of Oceanbulk Maritime since 2013 and was the Chief Financial Officer of Oceanbulk from January 2014. He has been involved in the shipping industry since 2008 and has considerable banking and capital markets experience.

Mr. Simos Spyrou, our Co-Chief Financial Officer, has served as Chief Financial Officer of Star Bulk since September 2011. Mr. Spyrou has also approximately 14 years of experience in the Greek equity and derivative markets at the Hellenic Exchanges Group.

Mr. Nicos Rescos, our Chief Operating Officer, has served as the Chief Operating Officer of Oceanbulk Maritime since April 2010 and the Commercial Director of Goldenport Holdings Inc. since 2000. He has been involved in the shipping industry in key commercial positions since 1993 and has strong expertise in the dry bulk, container and product tanker markets.

For more information on our management team, see “Item 6. Directors, Senior Management and Employees - Directors, Senior Management and Employees.”

Extensive relationships with customers, lenders, shipyards and other shipping industry participants

Through Mr. Pappas and our senior management team, we have strong global relationships with shipping companies, charterers, shipyards, brokers and commercial shipping lenders. Our senior management team has a long track record in the voyage chartering of dry bulk ships, which we expect will have great benefit to us in increasing the profitability of our fleet. The chartering team has long experience in the business of arranging voyage and short-term time charters and can leverage its extensive industry relationships to arrange for favorable and profitable charters. We believe that these relationships with these counterparties and our strong sale and purchase track record and reputation as a creditworthy counterparty should provide us with access to attractive asset acquisitions, chartering and ship financing opportunities. Mr. Pappas has also leveraged his deep relationships with various shipyards to enable us to implement our newbuilding program with vessels of high specification.

Our Business Strategies

Our primary objectives are to grow our business profitably and to continue to grow as a successful owner and operator of dry bulk vessels. The key elements of our strategy are:

Capitalize on potential increases in charter hire rates for dry bulk shipping

The dry bulk shipping industry is cyclical in nature. The supply of dry bulk carriers is dependent on the delivery of new vessels and the removal of vessels from the global fleet, either through scrapping or loss, and the demand for dry bulk shipping is often dependent on economic conditions, and international trade. The recent historically low dry bulk charter hire rates seen in 2016 acted as a catalyst for ship owners, who scrapped a significant number of vessels, until equilibrium between demand and supply of vessels was achieved. Based on our analysis of industry dynamics, we believe that dry bulk charter hire rates will rise in the medium term due to the drastic supply cuts that owners implemented in 2016. As of the beginning of March, 2018, the global dry bulk carrier order book amounted to approximately 10.0% of the existing fleet at that time. During 2017, a total of 14.6 million dwt was scrapped, representing significant scrapping activity but lower than the third-highest figure on record during 2016 (29.3 million dwt), as the dry bulk market improved. Since then, as of March 2018, we have observed a further slowing in the annualized demolition rate, with 1.4 million dwt being scrapped since the beginning of 2018. Historically, from 2006 to 2015, vessel annual demolition rate averaged 15.2 million dwt per year, with a high of 33.41 million dwt scrapped in 2012. Given the reduced vessel supply, and the continued strength in demand for dry bulk commodities globally, we believe there will be an increasingly positive effect on freight rates in the future. While the charter market remains at current levels, we intend to operate our vessels in the spot market under short-term time charter market or voyage charters in order to benefit from any future increases in charter rates.

Charter our vessels in an active and sophisticated manner

Our business strategy is centered on arranging voyage and short-term time charters for our vessels given the current market levels. This approach is also tailored specifically to the fuel efficiency of our newbuilding and newly delivered vessels. While this process is more difficult and labor intensive than placing our vessels on longer-term time charters, it can lead to greater profitability, particularly for vessels that have lower fuel consumption than typical vessels. When operating a vessel on a voyage charter, we (as owner of the vessel) will incur fuel costs, and therefore, we are in a position to benefit from fuel savings (particularly for our Eco-type vessels). If charter market levels rise, we may employ part of our fleet in the long-term time charter market, while we may be able to more advantageously employ our newbuilding and newly delivered vessels in the voyage charter market in order to capture the benefit of available fuel cost savings. Our large, diverse and high quality fleet provides scale to major charterers, such as iron ore miners, utility companies and commodity trading houses. On December 17, 2014, we announced the formation of a long-term strategic partnership with a significant iron ore mining company for the chartering of three Newcastlemax vessels, under an index-linked voyage charter for a five-year period. This arrangement will allow us to take the full benefit of the vessels' increased cargo carrying capacity as well as potential savings arising from their fuel efficiency, as we will be compensated on a \$/ton basis, while being responsible for the voyage expenses of the vessels. We seek similar arrangements with other charterers, providing the scale required for the transportation of large commodity volumes over a multitude of trading routes around the world.

On January 25, 2016, we entered into a Capesize vessel pooling agreement (“CCL”) with Bocimar International NV, Golden Ocean Group Limited and C Transport Holding Ltd. During 2017, we operated seven of our Capesize dry bulk vessels as part of one combined CCL fleet. The CCL fleet (which now includes an additional vessel from Songa Bulk AS) consists of approximately 70 modern Capesize vessels and is being managed out of Singapore and Antwerp. Each vessel owner will continue to be responsible for the operating, accounting and technical management of its respective vessels. We expect to achieve improved scheduling ability through the joint marketing opportunity that CCL represents for our Capesize vessels, with the overall aim of enhancing economic efficiencies.

On October 3, 2017, we formed Star Logistics as a new subsidiary, which focuses on servicing the end user by connecting origination and destination of dry bulk commodities. Star Logistics charters-in our and third party vessels to service specific charter hire agreements. The creation of Star Logistics is expected to further expand our commercial capability through additional commercial expertise and advanced tools on the Kamsarmax and geared bulk carriers (i.e. Ultramax and Supramax vessels). Moreover, it will provide us with access to considerable cargo flow and market information as it is staffed by an experienced team of shipping logistics professionals and is based in Geneva, Switzerland, giving us a significant presence in a main center of the dry bulk commodities market.

Expand and renew our fleet through opportunistic acquisitions of high-quality vessels at attractive prices

As of February 27, 2018, we had contracts for two additional newbuilding vessels with an aggregate capacity of approximately 416,000 dwt. As market conditions improve, we may opportunistically acquire high-quality vessels at attractive prices that are accretive to our cash flow. We also look to opportunistically renew our fleet by replacing older vessels that have higher maintenance and survey costs and lower operating efficiency with newer vessels that have lower operating costs, fewer maintenance and survey requirements, lower fuel consumption and overall enhanced commercial attractiveness to our charterers. When evaluating acquisitions, we will consider and analyze, among other things, our expectations of fundamental developments in the dry bulk shipping industry sector, the level of liquidity in the resale and charter market, the cash flow earned by the vessel in relation to its value, its condition and technical specifications with particular regard to fuel consumption, expected remaining useful life, the credit quality of the charterer and duration and terms of charter contracts for vessels acquired with charters attached, as well as the overall diversification of our fleet and customers. We believe that these circumstances combined with our management's knowledge of the shipping industry may present an opportunity for us to grow our fleet at favorable prices.

Maintain a strong balance sheet through moderate use of leverage

We plan to finance our fleet, including future vessel acquisitions, with a mix of debt (subject to certain restrictions in our debt agreements) and equity, and we intend to maintain moderate levels of leverage over time, even though we may have the capacity to obtain additional financing. As of December 31, 2017, our debt to total capitalization ratio was approximately 49%. Charterers have increasingly favored financially solid vessel owners, and we believe that our balance sheet strength will enable us to access more favorable chartering opportunities, as well as give us a competitive advantage in pursuing vessel acquisitions from commercial banks and shipyards, which in our experience have recently displayed a preference for contracting with well-capitalized counterparties.

Competition

Demand for dry bulk carriers fluctuates in line with the main patterns of trade of the major dry bulk cargoes and varies according to their supply and demand. We compete with other owners of dry bulk carriers in the Newcastlemax, Capesize, Post Panamax, Panamax (including the Kamsarmax subcategory), Ultramax and Supramax size sectors. Ownership of dry bulk carriers is highly fragmented. We compete for charters on the basis of price, vessel location, size, age and condition of the vessel, as well as on our reputation as an owner and operator.

Customers

We have well-established relationships with major dry bulk charterers, which we serve by carrying a variety of cargoes over a multitude of routes around the globe. We charter out our vessels to major iron ore miners, utilities companies, commodity trading houses and diversified shipping companies. The following is an indicative list of such companies with which we chartered our vessels in the year ended December 31, 2017: BHP Billiton, Cargill, Louis Dreyfus, Noble, Norden, Vale, Oldendorff, Raffles, Rio Tinto, Topsheen, Kline and Klaveness.

For the year ended December 31, 2017, we derived 14% of our voyage revenues from one of our customers.

Seasonality

Demand for vessel capacity has historically exhibited seasonal variations and, as a result, fluctuations in charter rates. This seasonality may result in quarter-to-quarter volatility in our operating results for vessels trading in the spot market. The dry bulk sector is typically stronger in the fall and winter months in anticipation of increased consumption of coal and other raw materials in the northern hemisphere. Seasonality in the sector in which we operate could materially affect our operating results and cash available for dividends.

Operations

Management of the Fleet

Star Bulk Management, Star Bulk Shipmanagement Company (Cyprus) Limited and Starbulk S.A., three of our wholly-owned subsidiaries, perform the operational and technical management services for the vessels in our fleet, including chartering, marketing, capital expenditures, personnel, accounting, paying vessel taxes and maintaining insurance.

As of December 31, 2017, we had 149 employees engaged in the day to day management of our fleet, including our executive officers, through Star Bulk Management, Star Bulk Shipmanagement Company (Cyprus) Limited and Starbulk S.A. Star Bulk Management, Star Bulk Shipmanagement Company (Cyprus) Limited and Starbulk S.A. employ a number of additional shore-based executives and employees designed to ensure the efficient performance of our activities. We reimburse and/or advance funds as necessary to Star Bulk Management, Star Bulk Shipmanagement Company (Cyprus) Limited and Starbulk S.A. in order for them to conduct their activities and discharge their obligations, at cost.

Star Bulk Management is responsible for the management of the vessels. Star Bulk Management's responsibilities include, inter alia, locating, purchasing, financing and selling vessels, deciding on capital expenditures for the vessels, paying vessels' taxes, negotiating charters for the vessels, managing the mix of various types of charters, developing and managing the relationships with charterers and the operational and technical managers of the vessels. Star Bulk Management subcontracts certain vessel management services to Starbulk S.A.

Starbulk S.A. provides the technical and crew management of the majority of our vessels. Technical management includes maintenance, dry docking, repairs, insurance, regulatory and classification society compliance, arranging for and managing crews, appointing technical consultants and providing technical support.

Star Bulk Shipmanagement Company (Cyprus) Limited provides technical and operation management services in respect of 17 of our vessels. The management services include arrangement and supervision of dry docking, repairs, insurance, regulatory and classification society compliance, provision of crew, appointment of surveyors and technical consultants.

Crewing

Starbulk S.A. and Star Bulk Shipmanagement Company (Cyprus) Limited are responsible for recruiting, either directly or through a technical manager or a crew manager, the senior officers and all other crew members for the vessels in our fleet. Both companies have the responsibility to ensure that all seamen have the qualifications and licenses required to comply with international regulations and shipping conventions, and that the vessels are manned by experienced and competent and trained personnel. Starbulk S.A. and Star Bulk Shipmanagement Company (Cyprus) Limited are also responsible for insuring that seafarers' wages and terms of employment conform to international standards or to general collective bargaining agreements to allow unrestricted worldwide trading of the vessels and provides the crewing management for all the vessels in our fleet.

Procurement

As of January 1, 2015, we engaged Ship Procurement Services S.A. (“SPS”), a third-party company, to provide to our fleet certain procurement services at a daily fee of \$295 per vessel.

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Basis for Statements

The International Dry Bulk Shipping Industry

Dry bulk cargo is cargo that is shipped in large quantities and can be easily stowed in a single hold with little risk of cargo damage. In 2017, based on preliminary figures, it is estimated that approximately 5.1 billion tons of dry bulk cargo was transported by sea.

The demand for dry bulk carrier capacity is derived from the underlying demand for commodities transported in dry bulk carriers, which is influenced by various factors such as broader macroeconomic dynamics, globalization trends, industry specific factors, geological structure of ores, political factors, and weather. The demand for dry bulk carriers is determined by the volume and geographical distribution of seaborne dry bulk trade, which in turn is influenced by general trends in the global economy and factors affecting demand for commodities. During the 1980s and 1990s seaborne dry bulk trade increased by 1-2% per annum. However, over the last decade, between 2007 and 2017, seaborne dry bulk trade increased at a compound annual growth rate of 3.9%, substantially influenced by the entrance of China in the World Trade Organization. The global dry bulk carrier fleet may be divided into seven categories based on a vessel's carrying capacity. These main categories consist of:

Newcastlemax vessels, which are vessels with carrying capacities of between 200,000 and 210,000 dwt. These vessels carry both iron ore and coal and they represent the largest vessels able to enter the port of Newcastle in Australia. There are relatively few ports around the world with the infrastructure to accommodate vessels of this size.

Capesize vessels, which are vessels with carrying capacities of between 100,000 and 200,000 dwt. These vessels generally operate along long-haul iron ore and coal trade routes. There are relatively few ports around the world with the infrastructure to accommodate vessels of this size.

Post-Panamax vessels, which are vessels with carrying capacities of between 90,000 and 100,000 dwt. These vessels tend to have a shallower draft and larger beam than a standard Panamax vessel, and a higher cargo capacity. These vessels have been designed specifically for loading high cubic cargoes from draft restricted ports, although they cannot transit the Panama Canal at its current dimensions. They are able to transit the Panama Canal following the completion of its expansion.

Panamax vessels, which are vessels with carrying capacities of between 65,000 and 90,000 dwt. These vessels carry coal, grains, and, to a lesser extent, minor bulks, including steel products, forest products and fertilizers. Panamax vessels can pass through the Panama Canal.

Ultramax vessels, which are vessels with carrying capacities of between 60,000 and 65,000 dwt. These vessels carry grains and minor bulks and operate along many global trade routes. They represent the largest and most modern version of Supramax bulk carrier vessels (see below).

Handymax vessels, which are vessels with carrying capacities of between 35,000 and 60,000 dwt. The subcategory of vessels that have a carrying capacity of between 45,000 and 60,000 dwt are called Supramax. Handymax vessels operate along a large number of geographically dispersed global trade routes mainly carrying grains and minor bulks. Vessels below 60,000 dwt are sometimes built with on-board cranes enabling them to load and discharge cargo in countries and ports with limited infrastructure.

Handysize vessels, which are vessels with carrying capacities of up to 35,000 dwt. These vessels carry exclusively minor bulk cargo. Increasingly, these vessels have been operating along regional trading routes. Handysize vessels are well suited for small ports with length and draft restrictions that lack the infrastructure for cargo loading and unloading.

The supply of dry bulk carriers is dependent on the delivery of new vessels and the removal of vessels from the global fleet, either through scrapping or loss. As of the beginning of March, 2018, the global dry bulk carrier order book amounted to approximately 10.0% of the existing fleet at that time. During 2017, a total of 14.6 million dwt was scrapped, representing significant scrapping activity but lower than the third-highest figure on record during 2016 (29.3 million dwt), as the dry bulk market improved. Since then, as of March 2018, we have observed a further slowing in the annualized demolition rate, with 1.4 million dwt being scrapped since the beginning of 2018. Historically, from 2006 to 2015, vessel annual demolition rate averaged 15.2 million dwt per year, with a high of 33.41 million dwt scrapped in 2012. Given the reduced vessel supply, and the continued strength in demand for dry bulk commodities globally, we believe there will be an increasingly positive effect on freight rates in the future.

Charter hire Rates

Charter hire rates paid for dry bulk carriers are primarily a function of the underlying balance between vessel supply and demand, although at times other factors may play a role. Furthermore, the pattern seen in charter rates is broadly similar across the different charter types and between the different dry bulk carrier categories. However, because demand for larger dry bulk carriers is affected by the volume and pattern of trade in a relatively small number of commodities, charter hire rates (and vessel values) of larger ships tend to be more volatile than those for smaller vessels.

In the time charter market, rates vary depending on the length of the charter period and vessel specific factors such as age, speed and fuel consumption. In the voyage charter market, rates are also influenced by cargo size, commodity, port dues and canal transit fees, as well as delivery and redelivery regions. In general, a larger cargo size is quoted at a lower rate per ton than a smaller cargo size. Routes with costly ports or canals generally command higher rates than routes with low port dues and no canals to transit.

Voyages with a load port within a region that includes ports where vessels usually discharge cargo or a discharge port within a region with ports where vessels load cargo are generally quoted at lower rates, because such voyages generally increase vessel utilization by reducing the unloaded portion (or ballast leg) that is included in the calculation of the return charter to a loading area.

Within the dry bulk shipping industry, the charter hire rate references most likely to be monitored are the freight rate indices issued by the Baltic Exchange, such as the Baltic Dry Index (“BDI”). These references are based on actual charter hire rates under charter entered into by market participants, as well as daily assessments provided to the Baltic Exchange by a panel of major shipbrokers.

The BDI declined from a high of 11,793 in May 2008 to a low of 290 in February 2016, which represents a decline of 98%. In 2017, the BDI ranged from a low of 685 in February, 2017, to a high of 1,743 in December 2017. As of February 27, 2018, the BDI was 1,188. Even though charter hire levels have increased since then, there can be no assurance that they will increase further, and the market could decline again.

Vessel Prices

As of the end of 2017, dry bulk vessel values increased as compared to 2016. Consistent with these trends, the market value of our dry bulk carriers had also increased. As charter rates and vessel values remain at relatively low levels compared to long term historical averages, there can be no assurance as to how long charter rates and vessel values will remain at their current levels or whether they will decrease or improve to any significant degree in the near future.

Environmental and Other Regulations in the Dry bulk Shipping Industry

Government regulation and laws significantly affect the ownership and operation of our fleet. We are subject to international conventions and treaties, national, state and local laws and regulations in force in the countries in which

our vessels may operate or are registered relating to safety and health and environmental protection including the storage, handling, emission, transportation and discharge of hazardous and non-hazardous materials, and the remediation of contamination and liability for damage to natural resources. Compliance with such laws, regulations and other requirements may entail significant expenses, including vessel modifications and implementation of certain operating procedures.

A variety of government and private entities subject our vessels to both scheduled and unscheduled inspections. These entities include the local port authorities (applicable national authorities such as the USCG, harbor master or equivalent), classification societies, flag state administrations (countries of registry) and charterers, particularly terminal operators. Certain of these entities require us to obtain permits, licenses, certificates and other authorizations for the operation of our vessels. Failure to maintain necessary permits or approvals could require us to incur substantial costs or temporarily suspend the 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 the 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 United States and international regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations and that our vessels have all material permits licenses, certificates or other authorizations necessary for the conduct of our operations. However, because such laws and regulations change frequently and may impose increasingly stricter requirements, we cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our vessels. In addition, a future serious marine incident that causes significant adverse environmental impact, such as the grounding of the Exxon Valdez in 1989, the explosion and oil spill in 2010 with respect to the Deepwater Horizon offshore oil rig in the Gulf of Mexico, or the collision, fire and sinking of the Sanchi, could result in additional legislation or regulations that could negatively affect our profitability.

International Maritime Organization

The International Maritime Organization (the “IMO”) is the United Nations agency for maritime safety and the prevention of pollution by ships.

Pollution

The IMO adopted, in 1973, the International Convention for the Prevention of Marine Pollution from Ships, which has been modified by the related Protocol of 1978 and various amendments (collectively, “MARPOL”). MARPOL took effect on October 2, 1983. It has been signed and ratified by over 150 nations, including many of the jurisdictions in which our vessels operate.

MARPOL is separated into six Annexes, each of which regulates a different source of pollution. Annex I relates to oil leakage or spilling; Annexes II and III relate to harmful substances carried, in bulk, liquid or packaged form; Annexes IV and V relate to sewage and garbage management, respectively; and Annex VI, relates to air emissions. Annex VI was separately adopted by the IMO in September of 1997.

In 2012, the IMO’s Marine Environmental Protection Committee, or “MEPC,” adopted a resolution amending the International Code for the Construction and Equipment of Ships Carrying Dangerous Chemicals in Bulk, or the IBC Code. The provisions of the IBC Code are mandatory under MARPOL and “SOLAS.” These amendments, which took effect in June 2014, pertain to revised international certificates of fitness for the carriage of dangerous chemicals in bulk and identifying new products that fall under the IBC Code. We may need to make certain financial expenditures to comply with these amendments.

In 2013, the MEPC adopted a resolution amending MARPOL Annex I Condition Assessment Scheme, or CAS. These amendments became effective on October 1, 2014, and require compliance with the 2011 International Code on the Enhanced Programme of Inspections during Surveys of Bulk Carriers and Oil Tankers, or ESP Code, which provides for enhanced inspection programs.

We believe that all our vessels are currently compliant in all material respects with these regulations.

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Air Emissions

In September of 1997, the IMO adopted Annex VI to MARPOL to address air pollution. Effective May 2005, Annex VI sets limits on nitrogen oxide emissions from ships whose diesel engines were constructed (or underwent major conversions) on or after January 1, 2000. It also prohibits “deliberate emissions” of “ozone depleting substances,” defined to include certain halons and chlorofluorocarbons. “Deliberate emissions” are not limited to times when the ship is at sea; they can for example include discharges occurring in the course of the ship’s repair and maintenance. Emissions of “volatile organic compounds” from certain tankers and the shipboard incineration (from incinerators installed after January 1, 2000) of certain substances (such as polychlorinated biphenyls) are also prohibited. Annex VI also includes a global cap on the sulfur content of fuel oil and allows for special areas to be established with more stringent controls of sulfur emissions known as Emission Control Areas (“ECAs”) (see below).

MEPC further amended Annex VI, with these amendments entering into force on July 1, 2010 (the “Amended Annex VI”). The Amended Annex VI establishes new tiers of stringent nitrogen oxide emissions standards for new marine engines, depending on their date of installation. The U.S. Environmental Protection Agency (the “EPA”) promulgated equivalent (and in some senses stricter) emissions standards in late 2009.

The Amended Annex VI also seeks to further reduce air pollution by, among other things, implementing a progressive reduction of the amount of sulfur contained in any fuel oil used on board ships. As of January 1, 2012, the Amended Annex VI requires that fuel oil contain no more than 3.50% sulfur. On October 27, 2016, at its 70th session, MEPC 70, MEPC announced its decision concerning the implementation of regulations mandating a reduction in sulfur emissions from the current 3.5% to 0.5% as of the beginning of 2020 rather than pushing the deadline back to 2025. By 2020, ships will have to either remove sulfur from emissions through the use of emission scrubbers or buy fuel with low sulfur content.

Sulfur content standards are even stricter within certain ECAs. By January 1, 2015, ships operating within an ECA were not permitted to use fuel with sulfur content in excess of 0.1%. The Amended Annex VI establishes procedures for designating new ECAs. Currently, the Baltic Sea, the North Sea, and certain coastal areas of North America have been designated ECAs. Furthermore, as of January 1, 2014 the United States Caribbean Sea was designated an ECA. Ocean-going vessels in these areas will be subject to stringent emission controls and may cause us to incur additional costs. If other ECAs are approved by the IMO or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the EPA or the countries where we operate, compliance with these regulations could entail significant capital expenditures, operational changes, or otherwise increase the costs of our operations.

Amended Annex VI also establishes new tiers of stringent nitrogen oxide emissions standards for new tier III marine engines, depending on their date of installation. At MEPC 70, MEPC approved the North Sea and Baltic Sea as ECAs for nitrogen oxides, effective January 1, 2021. It is expected that these areas will be formally designated after draft amendments are presented at MEPC’s next session. The EPA promulgated equivalent (and in some senses stricter) emissions standards in late 2009.

We believe that all our vessels are currently compliant in all material respects with these regulations. Additional or new conventions, laws and regulations may be adopted that could require the installation of expensive emission control systems and could adversely affect our business, results of operations, cash flows and financial condition.

Pollution Control and Liability Requirements

The IMO has negotiated international conventions that impose liability for oil pollution in international waters and the territorial waters of the signatories to such conventions. For example, in February 2004, the IMO adopted an International Convention for the Control and Management of Ships’ Ballast Water and Sediments (the “BWM Convention”). The BWM Convention’s implementing regulations call for a phased introduction of mandatory ballast

water exchange requirements, to be replaced in time with mandatory concentration limits. All ships will also have to carry a ballast water record book and an International Ballast Water Management Certificate. In general, ships whose keel was laid after September 8, 2017 must comply on delivery, while existing ships in general must comply by the first IOPP renewal after September 8, 2019. Although the BWM Convention took effect on September 8, 2017 (or after September 8, 2019 in case no IOPP renewal has been credited between September 8, 2014 and September 8, 2017), it has not been ratified by the United States. The USCG, however, has adopted ballast water treatment regulations that impose ballast water discharge standards similar to those of the BWM Convention. This, in effect, makes all vessels constructed before the entry into force date “existing” vessels, and allows for the installation of a BWM system on such vessels at the first renewal survey following entry into force of the Convention. At MEPC 70, MEPC updated “guidelines for approval of ballast water management systems (G8).” G8 updates previous guidelines concerning the procedures to approve BWM systems. Once mid-ocean ballast exchange or ballast water treatment requirements become mandatory, the cost of compliance could increase for ocean carriers, and the cost of ballast water treatments may be material. However, many countries already regulate the discharge of ballast water carried by vessels from country to country to prevent the introduction of invasive and harmful species via such discharges. The United States, for example, requires vessels entering its waters from another country to conduct mid-ocean ballast exchange, or undertake some alternate measure, and to comply with certain reporting requirements. Although we do not believe that the costs of such compliance would be material, it is difficult to predict the overall impact of such a requirement on our operations.

Many countries have ratified and follow the liability plan adopted by the IMO and set out in the International Convention on Civil Liability for Oil Pollution Damage of 1969, as amended by different Protocols in 1976, 1984, and 1992, and amended in 2000 (the “CLC”). Under the CLC and depending on whether the country in which the damage results is a party to the 1992 Protocol to the CLC, a vessel’s registered owner is strictly liable for pollution damage caused in the territorial waters of that country by discharge of persistent oil, subject to certain exceptions. Under the CLC, the right to limit liability is forfeited where the spill is caused by the ship owner’s personal fault. Under the 1992 Protocol, the right to limit liability is forfeited where the spill is caused by the ship owner’s personal act or omission and by the ship owner’s intentional or reckless act or omission where the ship owner knew pollution damage would probably result from such act or omission. The CLC requires ships covered by it to maintain insurance covering the liability of the owner in a sum equivalent to an owner’s liability for a single incident. We believe that our protection and indemnity insurance covers such liability.

The IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage (the “Bunker Convention”) to impose strict liability on ship owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention requires registered owners of ships over 1,000 gross tons 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 “LLMC”). With respect to non-ratifying states, liability for spills or releases of bunker fuel is determined by the national or other domestic laws in the jurisdiction where the events or the damages occur.

IMO regulations also require owners and operators of vessels to adopt shipboard oil pollution emergency plans and/or shipboard marine pollution emergency plans for noxious liquid substances in accordance with the guidelines developed by the IMO.

Safety Management System Requirements

The IMO has also adopted SOLAS and the International Convention on Load Lines (the “LL Convention”), which impose a variety of standards that regulate the design and operational features of ships. The IMO has also adopted the LLMC, which specifies the limits of liability for claims relating to loss of life or personal injury and property claims (such as damage to other ships, property or harbor works). The IMO periodically revises the SOLAS, the LL Convention and the LLMC standards. The amendments made to the SOLAS in May 2012 entered in force on January 1, 2014. The LLMC was also recently amended, and the amendments went into effect on June 8, 2015. The amendments alter the limits of liability for loss of life or personal injury claims and property claims against ship owners. We believe that all our vessels are in substantial compliance with SOLAS and LL Convention standards, and that our insurance policies are in compliance with the LLMC standards.

Pursuant to Chapter IX of SOLAS, the International Safety Management Code for the Safe Operation of Ships and Pollution Prevention (the “ISM Code”), our operations are also subject to environmental standards and requirements. The ISM Code requires the owner of a vessel, or any person responsible for the operation of a vessel, to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for safely operating the vessel and describing procedures for responding to emergencies. The failure of a ship owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, may decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports. We rely upon the safety management system that we and our technical manager have developed for compliance with the ISM Code.

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 the ISM Code requirements for a safety management system. No vessel can obtain a safety management certificate unless its manager has been awarded a document of compliance, issued by classification societies under the authority of each flag state, under the ISM Code. We have confirmed that Starbulk S.A. has obtained documents of compliance for its offices and safety management certificates for all of our vessels for which the certificates are required by the IMO. The document of compliance (the "DOC") and the safety management certificate (the "SMC") are renewed every five years, but the DOC is subject to audit verification annually and the SMC at least every 2.5 years. As of the date of this filing, each of our vessels is ISM code-certified.

Several SOLAS regulations came into effect in 2016. Regulation II-1/3-10 of SOLAS regulates that ships over 150 meters in length must have adequate strength, integrity and stability to minimize risk of loss or pollution. Goal-based standards amendments in SOLAS regulation II-1/3-10 were adopted in 2010 and took effect in 2012, with a date of July 1, 2016 set for application to new oil tankers and bulk carriers. SOLAS regulation II-1/3-10 on goal-based ship construction standards for bulk carriers and oil tankers, which took effect on January 1, 2012, requires that all oil tankers and bulk carriers of 150 meters in length and above, for which the building contract is placed on or after July 1, 2016, satisfy applicable structural requirements conforming to the functional requirements of the International Goal-based Ship Construction Standards for Bulk Carriers and Oil Tankers. Finally, SOLAS Regulation VI/2 was amended to require mandatory verification of gross mass of packed containers, effective July 1, 2016.

Furthermore, the amendments to SOLAS chapter II-1 Construction - Structure, subdivision and stability, machinery and electrical installations, include amendments to Part F Alternative design and arrangements, to provide a methodology for alternative design and arrangements for machinery, electrical installations and low-flashpoint fuel storage and distribution systems; and a new Part G Ships using low-flashpoint fuels, to add new regulations to require ships constructed after 1 January 2017 to comply with the requirements of the IGF Code, together with related amendments to chapter II-2 and Appendix Certificates.

Compliance Enforcement

The flag state, as defined by the United Nations Convention on Law of the Sea, has overall responsibility for implementing and enforcing a broad range of international maritime regulations with respect to all ships granted the right to fly its flag. The "Shipping Industry Flag State Performance Table" published annually by the International Chamber of Shipping evaluates and reports on flag states based on factors such as ratification, implementation, and enforcement of principal international maritime treaties and regulations, supervision of statutory ship surveys and participation at IMO and International Labour Organization (the "ILO") meetings. The majority of our vessels are flagged in the Marshall Islands. Marshall Islands flagged vessels have historically received a good assessment in the shipping industry. We recognize the importance of a credible flag state and do not intend to use flags of convenience or flag states with poor performance indicators.

Additionally, noncompliance with the ISM Code or other IMO regulations may subject the ship owner or bareboat charterer to increased liability, may lead to decreases in available insurance coverage for affected vessels and may result in the denial of access to, or detention in, some ports. The USCG and the E.U. authorities have indicated that vessels not in compliance with the ISM Code by the applicable deadlines will be prohibited from trading in U.S. and E.U. ports, respectively. As of the date of this report, each of our vessels is ISM Code certified. However, there can be no assurance that such certificate will be maintained.

The IMO continues to review and introduce new regulations. It is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulations might have on our operations.

Greenhouse Gas Regulation

Currently, the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which took effect in 2005 and pursuant to which adopting countries have been required to implement national programs to reduce greenhouse gas emissions. The 2015 United Nations Convention on Climate Change Conference in Paris resulted in the Paris Agreement, which took effect on November 4, 2016. The Paris Agreement does not directly limit greenhouse gas emissions from shipping. As of January 1, 2013, however, all new ships must comply with two new sets of mandatory requirements, which were adopted by MEPC in July 2011 to address greenhouse gas emission from ships. Under these measures, by 2025, all new ships built will be 30% more energy efficient than those built in 2014. Currently, operating ships are required to develop and follow Ship Energy Efficiency Management Plans, while minimum energy efficiency levels per capacity mile apply to new ships, as defined by the Energy Efficiency Design Index. These requirements could cause us to incur additional compliance costs. The IMO is planning to implement market-based mechanisms to reduce greenhouse gas emissions from ships at an upcoming MEPC session. The European Parliament and Council of Ministers are expected to endorse regulations that would require monitoring and reporting of greenhouse gas emissions from marine vessels in the near future. In the United States, the EPA has issued a finding that greenhouse gases endanger the public health and safety and has adopted regulations to limit greenhouse gas emissions from certain mobile sources and large stationary sources. The EPA enforces both the CAA and the international standards found in Annex VI of MARPOL concerning marine diesel emissions, and the sulfur content found in marine fuel. The EPA may decide in the future to regulate greenhouse gas emissions from ships and has already been petitioned by the California Attorney General to regulate greenhouse gas emissions from ocean-going vessels. Other federal and state regulations relating to the control of greenhouse gas emissions may follow, including climate change initiatives that have recently been considered in the U.S. Congress. Furthermore, in the United States, individual states can also enact environmental regulations. For example, California has introduced caps for greenhouse gas emission and, in the end of 2016, signaled it might take additional actions regarding climate change. Any passage of climate control legislation or other regulatory initiatives by the IMO, EU, the U.S. or other countries where we operate, or any treaty adopted at the international level to succeed the Kyoto Protocol or Paris Agreement that restrict emissions of greenhouse gases could require us to make significant financial expenditures, including capital expenditures to upgrade our vessels, which we cannot predict with certainty at this time.

The U.S. Oil Pollution Act of 1990 and the Comprehensive Environmental Response, Compensation and Liability Act

The U.S. Oil Pollution Act of 1990 (the “OPA”), established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA affects all “owners and operators” whose vessels trade in the United States, its territories and possessions or whose vessels operate in United States waters, which includes the United States’ territorial sea and its 200 nautical mile exclusive economic zone around the United States. The United States has also enacted the Comprehensive Environmental Response, Compensation and Liability Act (the “CERCLA”), which applies to the discharge of hazardous substances other than oil, except in limited circumstances, whether on land or at sea. In the case of a vessel, OPA and CERCLA both define “owner and operator” as “any person owning, operating or chartering by demise the vessel.” Although OPA is primarily directed at oil tankers (which we do not operate), it also applies to non-tanker ships with respect to the fuel oil (i.e. bunkers) used to power such ships. CERCLA also applies to our operations.

Under OPA, vessel owners and operators are “responsible parties” and are jointly, severally and strictly liable (unless the spill 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:

·injury to, destruction or loss of, or loss of use of, natural resources and the costs of assessment thereof;

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·injury to, or economic losses resulting from, the destruction of real and personal property;

·net loss of taxes, royalties, rents, fees or net profit revenues resulting from injury, destruction or loss of real or personal property, or natural resources;

·loss of subsistence use of natural resources that are injured, destroyed or lost;

·lost profits or impairment of earning capacity due to injury, destruction or loss of real or personal property or natural resources; and

·net cost of increased or additional public services necessitated by removal activities following a discharge of oil, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

OPA contains statutory caps on liability and damages, but such caps do not apply to direct cleanup costs. Effective December 21, 2015, the USCG adjusted the limits of OPA liability for non-tank vessels, edible oil tank vessels and any other spill response vessels to the greater of \$1,100 per gross ton or \$939,800 (subject to periodic adjustment for inflation). These limits of liability do not apply if an incident was proximately caused by the violation of an applicable U.S. federal safety, construction or operating regulation by a responsible party (or its agent, employee or a person acting pursuant to a contractual relationship), or a responsible party's gross negligence or willful misconduct. These limits similarly do not apply if the responsible party fails or refuses to (i) report the incident where the responsible party knows or has reason to know of the incident; (ii) reasonably cooperate and assist as requested in connection with oil removal activities; or (iii) without sufficient cause, comply with an order issued under the Federal Water Pollution Act (Section 311 (c), (e)) or the Intervention on the High Seas Act.

The explosion and oil spill in 2010 with respect to the Deepwater Horizon offshore oil rig in the Gulf of Mexico may also result in additional regulatory initiatives or statutes, including the raising of liability caps under OPA. For example, on August 15, 2012, the U.S. Bureau of Safety and Economic Enforcement issued a final drilling safety rule for offshore oil and gas operations that strengthens the requirements for safety equipment, well control systems, and blowout prevention practices (the "Final Rule"). The Final Rule took effect on October 22, 2012. In late 2016, the government of Canada imposed a ban on new drilling in Canadian Arctic waters. A similar U.S. ban was put into effect on December 20, 2016 with respect to offshore areas under U.S. jurisdiction, but in January 2018, the current U.S. government announced its intention to lift the ban.

CERCLA contains a similar liability regime whereby owners and operators of vessels are liable for cleanup, removal and remedial costs, as well as damage for injury to, or destruction or loss of, natural resources, including the reasonable costs associated with assessing the damage, health assessments and health effects studies. There is no liability if the discharge of a hazardous substance results solely from the act or omission of a third party, an act of God or an act of war. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$5 million for vessels carrying a hazardous substance as cargo and the greater of \$300 per gross ton or \$500,000 for any other vessel. These limits do not apply (rendering the responsible person liable for the total cost of response and damages) if the release or threat of release of a hazardous substance resulted from willful misconduct or negligence, or the primary cause of the release was a violation of applicable safety, construction or operating standards or regulations. The limitation on liability also does not apply if the responsible person fails or refused to provide all reasonable cooperation and assistance as requested in connection with response activities where the vessel is subject to OPA.

OPA and CERCLA both require owners and operators of vessels to establish and maintain with the USCG evidence of financial responsibility sufficient to meet the maximum amount of liability to which the particular responsible person may be subject. Vessel owners and operators may satisfy their financial responsibility obligations by providing a proof of insurance, a surety bond, qualification as a self-insurer or a guarantee. We comply with the USCG's financial responsibility regulations by providing a certificate of responsibility evidencing sufficient self-insurance.

We currently maintain pollution liability coverage insurance in the amount of \$1.0 billion per incident for each of our vessels. If the damages from a catastrophic spill were to exceed our insurance coverage it could have an adverse effect on our business and results of operation.

OPA specifically permits individual U.S. states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, provided they accept, at a minimum, the levels of liability established under OPA. Some states have enacted legislation providing for unlimited liability for oil spills. In some cases, states that 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 believe that we are in substantial compliance with all applicable existing state requirements. In addition, we intend to comply with all future applicable state regulations in the ports where our vessels call.

Other Environmental Initiatives

The U.S. Clean Water Act (the "CWA") prohibits the discharge of oil or hazardous substances in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA. In addition, many U.S. states that border a navigable waterway have enacted environmental pollution laws that impose strict liability on a person for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance. These laws may be more stringent than U.S. federal law.

The EPA and USCG, have enacted rules relating to ballast water discharge, compliance with which requires the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

The EPA has enacted rules requiring a permit regulating ballast water discharges and other discharges incidental to the normal operation of certain vessels within United States waters under the Vessel General Permit for Discharges Incidental to the Normal Operation of Vessels ("the VGP"). For a new vessel delivered to an owner or operator after September 19, 2009 to be covered by the VGP, the owner must submit a Notice of Intent ("NOI") at least 30 days before the vessel operates in United States waters. On March 28, 2013, EPA re-issued the VGP for another five years; this 2013 VGP took effect December 19, 2013. The 2013 VGP contains numeric ballast water discharge limits for most vessels to reduce the risk of invasive species in US waters, more stringent requirements for exhaust gas scrubbers and the use of environmentally acceptable lubricants. We have submitted NOIs for our vessels where required and do not believe that the costs associated with obtaining and complying with the VGP will have a material impact on our operations.

In October 2015, the Second Circuit Court of Appeals issued a ruling that directed the EPA to redraft the sections of the 2013 VGP that address ballast water. However, the Second Circuit stated that 2013 VGP will remain in effect until the EPA issues a new VGP.

The USCG regulations adopted under the U.S. National Invasive Species Act also impose mandatory ballast water management practices for all vessels equipped with ballast water tanks entering or operating in U.S. waters which require the installation of equipment to treat ballast water before it is discharged in U.S. waters or, in the alternative, the implementation of other port facility disposal arrangements or procedures. Vessels not complying with these regulations are restricted from entering U.S. waters. The USCG must approve any technology before it is placed on a vessel.

Notwithstanding the foregoing, as of January 1, 2014, vessels are technically subject to the phasing-in of these standards. As a result, the USCG has provided waivers to vessels which cannot install the as-yet unapproved

technology. The EPA, on the other hand, has taken a different approach to enforcing ballast discharge standards under the VGP. On December 27, 2013, the EPA issued an enforcement response policy in connection with the new VGP in which the EPA indicated that it would take into account the reasons why vessels do not have the requisite technology installed, but will not grant any waivers.

The U.S. Clean Air Act of 1970, as amended by the Clean Air Act Amendments of 1977 and 1990 (the “CAA”), requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to vapor control and recovery requirements for certain cargoes when loading, unloading, ballasting, cleaning and conducting other operations in regulated port areas. Our vessels that operate in such port areas with restricted cargoes are equipped with vapor recovery systems that satisfy these requirements. The CAA also requires states to draft State Implementation Plans (the “SIPs”), designed to attain national health-based air quality standards in primarily major metropolitan and/or industrial areas. Several SIPs regulate emissions resulting from vessel loading and unloading operations by requiring the installation of vapor control equipment. As indicated above, our vessels operating in covered port areas are already equipped with vapor recovery systems that satisfy these existing requirements.

However, compliance with future EPA and USCG regulations could require the installation of certain engineering equipment and water treatment systems to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, or may otherwise restrict our vessels from entering U.S. waters.

European Union Regulations

In October 2009, the E.U. amended a directive to impose criminal sanctions for illicit ship-source discharges of polluting substances, including minor discharges, if committed with intent, recklessly or with serious negligence and the discharges individually or in the aggregate result in deterioration of the quality of water. Aiding and abetting the discharge of a polluting substance may also lead to criminal penalties. Member States were required to enact laws or regulations to comply with the directive by the end of 2010. Criminal liability for pollution may result in substantial penalties or fines and increased civil liability claims. The directive applies to all types of vessels, irrespective of their flag, but certain exceptions apply to warships or where human safety or that of the ship is in danger.

International Labour Organization

The ILO is a specialized agency of the UN with headquarters in Geneva, Switzerland. The ILO has adopted the Maritime Labor Convention 2006 (the “MLC 2006”). A Maritime Labor Certificate and a Declaration of Maritime Labor Compliance will be required to ensure compliance with the MLC 2006 for all ships above 500 gross tons in international trade. The MLC 2006 took effect on August 20, 2013. Amendments to the MLC 2006 were adopted in 2014 and 2016. We have developed new procedures to ensure full compliance with the requirements of the MLC 2006.

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 (the “MTSA”) came into effect. To implement certain portions of the MTSA, in July 2003, the USCG issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. The regulations also impose requirements on certain ports and facilities, some of which are regulated by the EPA.

Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new Chapter XI-2 became effective in July 2004 and imposes various detailed security obligations on vessels and port authorities, and mandates compliance with the International Ship and Port Facility Security Code (the “ISPS Code”). The ISPS Code is designed to enhance the security of ports and ships against terrorism. After July 1, 2004, to trade internationally, a vessel must attain an International Ship Security Certificate (the “ISSC”) from a recognized security organization approved by the vessel’s flag state. The following are among the various requirements, some of which are found in SOLAS:

on-board installation of automatic identification systems to provide a means for the automatic transmission of safety-related information from among similarly equipped ships and shore stations, including information on a ship's identity, position, course, speed and navigational status;

on-board installation of ship security alert systems, which do not sound on the vessel but only alert the authorities on shore;

the development of a ship security plan;

ship identification number to be permanently marked on a vessel's hull;

a continuous synopsis record kept onboard showing a vessel's history including the name of the ship, the state whose flag the ship is entitled to fly, the date on which the ship was registered with that state, the ship's identification number, the port at which the ship is registered and the name of the registered owner(s) and their registered address; and

compliance with flag state security certification requirements.

A vessel operating without a valid certificate may be detained at port until it obtains an ISSC, or it may be expelled from port, or refused entry at port.

The USCG regulations, intended to align its requirements with international maritime security standards, exempts from MTSA vessel security measures non-U.S. vessels provided such vessels have on board a valid ISSC that attests to the vessel's compliance with SOLAS security requirements and the ISPS Code. Our managers intend to implement the various security measures addressed by MTSA, SOLAS and the ISPS Code, and we intend that our fleet complies with applicable security requirements. We have implemented the various security measures addressed by the MTSA, SOLAS and the ISPS Code.

Recent action by the IMO's Maritime Safety Committee and U.S. agencies indicates that cybersecurity regulations for the maritime industry are likely to be further developed in the near future in an attempt to combat cybersecurity threats. This might cause companies to cultivate additional procedures for monitoring cybersecurity, which could require additional expenses and/or capital expenditures. The impact of such regulations is hard to predict at this time.

Inspection by Classification Societies

Oceangoing vessels 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 certification, regular and extraordinary surveys of hull, 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 for special equipment classed, within three months before or after each

anniversary date of the date of commencement of the class period indicated in the certificate.

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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 for the ship's hull, machinery, including the electrical plant, and for any special equipment classed, at the intervals indicated by the character of classification for the hull. At 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 a one-year grace period for completion of the special survey. If the vessel experiences excessive wear and tear, substantial amounts of money may be spent for steel renewals to pass a special survey. In lieu of the special survey every four or five years, depending on whether a grace period was granted, a ship owner 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. Upon a ship owner's request, 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.

All areas subject to survey as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are prescribed elsewhere. The period between two subsequent surveys of each area must not exceed five years.

Most vessels are also dry docked every 30 to 36 months for inspection of the underwater parts and for repairs related to inspections. In case that vessel is less than 15 years old, the inspection of underwater parts may be inspected in lieu of drydocking carrying out an in water survey. Actual dry dock during vessel's special survey cannot be avoided. If any defects are found, the classification surveyor will issue a "recommendation" which must be rectified by the ship owner within prescribed time limits subject to physical inspection of class surveyor.

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 (the "IACS"). All our vessels are certified as being "in class" by RINA, ABS and BV, major classification societies which are member of IACS. All new and secondhand vessels that we purchase must be certified prior to their delivery under our standard purchase contracts and memorandum of agreements. If the vessel is not certified on the date of closing, we have no obligation to take delivery of the vessel.

Risk of Loss and Liability Insurance

The operation of any dry bulk vessel includes risks such as mechanical and structural failure, hull damage, collision, property loss, cargo, loss or damage and business interruption due to political circumstances in foreign countries, piracy, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental incidents, and the liabilities arising from owning and operating vessels in international trade. 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 therein, has made liability insurance more expensive for ship owners and operators trading in the United States market.

We maintain hull and machinery, war risks, protection and indemnity, and freight, demurrage and defense insurance covers for our fleet in amounts that we believe to be prudent to cover normal risks in our operations. Furthermore, while we believe that the insurance coverage that we will obtain 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.

Hull & Machinery, Increased Value, Protection and Indemnity and War Risks Insurances

We maintain hull and machinery and war risks insurance, which include the risk of actual or constructive total loss, for all of our vessels. Our vessels are each covered for hull and machinery risks up to at least their fair market value with deductibles of \$100,000-\$150,000 per vessel per incident. We also maintain increased value insurance for most of our vessels. Under this increased value insurance, in the event of total loss of a vessel, we will be able to recover the sum insured under the increased value policy in addition to the sum insured under the hull and machinery policy. Increased value insurance also covers excess liabilities which are not recoverable under our hull and machinery policy.

Protection and indemnity insurance is provided by mutual protection and indemnity associations (“P&I Associations”), which insure owners’ liabilities to third parties in connection with our shipping activities. This includes third-party liability and other related expenses, including but not limited to, those resulting from the illness, injury or death of a crew member and other third parties, stowaways expenses, the loss or damage to cargo, claims arising from collisions, damage to third-party property, pollution arising from oil or other substances and salvage, towage and other related costs, including wreck removal. Our P&I coverage is subject to and in accordance with the rules of the P&I Association in which the vessel is entered. The cover afforded for oil pollution is limited to \$1 billion per vessel per incident and for seamen and crew risks is limited to \$ 3 billion.

The thirteen P&I Associations that comprise the International Group insure approximately 90% of the world’s commercial tonnage and have entered into a pooling agreement to reinsure each association’s liabilities. As a member of a P&I Association which is a member of the International Group, we are subject to calls payable to the associations based on the group’s claim records as well as the claim records of all other members of the individual associations and members of the pool of P&I Associations comprising the International Group.

Permits and Authorizations

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

C. Organizational structure

As of December 31, 2017, we are the sole owner of all of the outstanding shares of the subsidiaries listed in Note 1 of our consolidated financial statements under Item 18. “Financial Statements.”

D. Property, plant and equipment

We do not own any real property. Our interests in the vessels in our fleet are our only material properties. See Item 4. “Business overview-Our Fleet.”

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

Overview

The following management’s discussion and analysis of financial condition and results of operations should be read in conjunction with “Item 3. Key Information - Selected Financial Data”, “Item 4. Business Overview” and our historical consolidated financial statements and accompanying notes included elsewhere in this report. This discussion contains forward-looking statements that reflect our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as those set forth in “Item 3. Key Information - D. Risk Factors” and elsewhere in this report.

We are an international shipping company with extensive operational experience that owns and operates a fleet of dry bulk carrier vessels. Our vessels transport a broad range of major and minor bulk commodities, including ores, coal, grains and fertilizers, along worldwide shipping routes.

A. Operating Results

We deploy our vessels on a mix of medium to long-term time charters and spot market under short-term time charters or voyage charters contracts of affreightment, or in dry bulk carrier pools, according to our assessment of market conditions. We adjust the mix of these charters to take advantage of the relatively stable cash flow and high utilization rates associated with medium to long-term time charters, or to profit from attractive spot charter rates during periods of strong charter market conditions, or to maintain employment flexibility that the spot market offers during periods of weak charter market conditions. As of February 27, 2018, we employ 15 of our vessels on medium to long-term time charters (with an average remaining term of approximately 0.85 years) scheduled to expire from September 2018 until May 2019, and 57 of our vessels in the spot market. Key Performance Indicators

Our business consists primarily of:

- employment and operation of dry bulk vessels constituted our operating fleet; and
- management of the financial, general and administrative elements involved in the conduct of our business and ownership of dry bulk vessels constituted our operating fleet.

The employment and operation of our vessels require the following main components:

- vessel maintenance and repair;
- crew selection and training;
- vessel spares and stores supply;
- contingency response planning;
- onboard safety procedures auditing;
- accounting;
- vessel insurance arrangement;
- vessel chartering;
- vessel security training and security response plans pursuant to the requirements of the ISPS Code;
- obtaining ISM Code certification and audits for each vessel within the six months of taking over a vessel;
- vessel hire management;
- vessel surveying; and
- vessel performance monitoring.

The management of financial, general and administrative elements involved in the conduct of our business and ownership of our vessels requires the following main components:

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- management of our financial resources, including banking relationships (i.e., administration of bank loans and bank accounts);
- management of our accounting system and records and financial reporting;
- administration of the legal and regulatory requirements affecting our business and assets; and
- management of the relationships with our service providers and customers.

The principal factors that affect our profitability, cash flows and shareholders' return on investment include:

- charter rates and duration of our charters;
- age, condition and specifications of our vessels
- levels of vessel operating expenses;
- depreciation and amortization expenses;
- financing costs; and
- fluctuations in foreign exchange rates.

We believe that the important measures for analyzing trends in the results of operations consist of the following:

Average number of vessels is the number of vessels that constituted our operating fleet for the relevant period, as measured by the sum of the number of days each operating vessel was part of our operating fleet during the period divided by the number of calendar days in that period.

Ownership days are the total number of calendar days each vessel in the fleet was owned by us for the relevant period.

Available days for the fleet are the ownership after subtracting off-hire days for major repairs, dry docking or special or intermediate surveys and lay-up days, if any.

· Charter-in days are the total days that we charter-in third-party vessels

Fleet utilization calculated by dividing (x) available days plus charter-in days by (y) ownership days plus charter-in days for the relevant period.

Time charter equivalent rate. Represents the weighted average daily TCE rate of our entire fleet (please refer below for its detailed calculation).

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The following table reflects our, ownership days, fleet utilization and TCE rates for the periods indicated:

(TCE rates expressed in U.S. Dollars)

| | Year ended December 31, 2015 | Year ended December 31, 2016 | Year ended December 31, 2017 |
|--|---------------------------------------|---------------------------------------|------------------------------------|
| Average number of vessels | 69.06 | 69.77 | 69.55 |
| Number of vessels in operation (as of the last day of the periods reported) | 70 | 67 | 71 |
| Average age of operational fleet (in years) | 7.4 | 7.7 | 8.2 |
| Ownership days | 25,206 | 25,534 | 25,387 |
| Available days | 24,096 | 24,623 | 25,272 |
| Charter-in days | 108 | 366 | 428 |
| Fleet utilization | 96 | % 96 | % 100 |
| Time charter equivalent rate (TCE) | \$ 7,042 | \$ 6,208 | \$ 10,393 |
| Voyage revenues | \$ 234,035 | \$ 221,987 | \$ 327,892 |

Time Charter Equivalent Rate (TCE)

TCE rate is a measure of the average daily revenue performance of a vessel on a per voyage basis. Our method of calculating TCE rate is determined by dividing voyage revenues (net of voyage expenses, charter-in hire expenses and amortization of fair value of above/below market acquired time charter agreements) by available days for the relevant time period. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by the charterer under a time charter contract, as well as commissions. Charter-in hire expenses related to hire paid to charter-in third party vessels either under time charters or voyage charters. TCE rate is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance despite changes in the mix of charter types (i.e., voyage charters, time charters and bareboat charters) under its vessels may be employed between the periods. We included TCE revenues, a non-GAAP measure, as it provides additional meaningful information in conjunction with voyage revenues, the most directly comparable GAAP measure, and it assists our management in making decisions regarding the deployment and use of our operating vessels and in evaluating our financial performance. The TCE rate for the year ended December 31, 2017 was calculated excluding Star Logistics that was recently formed as further discussed elsewhere herein. Our calculation of TCE rate may not be comparable to that reported by other companies.

The following table reflects the calculation of our TCE rates and the reconciliation of TCE revenues to voyage revenues as reflected in the consolidated statement of operations (for the year ended December 31, 2017, the TCE rate was calculated excluding Star Logistics):

(In thousands of U.S. Dollars, except as otherwise stated)

| | Year ended December 31, 2015 | Year ended December 31, 2016 | Year ended December 31, 2017 |
|---|------------------------------------|------------------------------------|------------------------------------|
| Voyage revenues | \$ 234,035 | \$ 221,987 | \$ 327,892 |
| Less: | | | |
| Voyage expenses | (72,877) | (65,821) | (63,034) |
| Charter-in hire expenses | (1,025) | (3,550) | (2,197) |
| Amortization of fair value of below/above market acquired time charter agreements | 9,540 | 254 | - |
| Time charter equivalent revenues | \$ 169,673 | \$ 152,870 | \$ 262,661 |

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| | | | |
|------------------------------------|----------|----------|-----------|
| Available days for fleet | 24,096 | 24,623 | 25,272 |
| Time charter equivalent rate (TCE) | \$ 7,042 | \$ 6,208 | \$ 10,393 |

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Voyage Revenues

Voyage revenues are driven primarily by the number of vessels in our fleet, the number of days during which our vessels operate, the number of charter in days, the amount of daily charter hire or freight rates that our vessels earn under time and voyage charters, respectively, which, in turn, are affected by a number of factors, including our decisions relating to vessel acquisitions and disposals, the amount of time that we spend positioning our vessels, the amount of time that our vessels spend in dry dock undergoing repairs, maintenance and upgrade work, the age, condition and specifications of our vessels, levels of supply and demand in the seaborne transportation market.

Vessels operating on time charters for a certain period of time provide more predictable cash flows over that period of time, but can yield lower profit margins than vessels operating in the spot charter market during periods characterized by favorable market conditions. Vessels operating in the spot charter market generate revenues that are less predictable, but may enable us to capture increased profit margins during periods of improvements in charter rates, although we would be exposed to the risk of declining vessel rates, which may have a materially adverse impact on our financial performance. If we employ vessels on period time charters, future spot market rates may be higher or lower than the rates at which we have employed our vessels on period time charters.

Vessel Voyage Expenses

Voyage expenses include port and canal charges, agency fees, fuel (bunker) expenses and brokerage commissions payable to related and third parties. Bunker expenses, port and canal charges primarily increase in periods during which vessel are employed on voyage charters because these expenses are paid by the owners. Our voyage expenses primarily consist of bunkers cost and commissions paid in connection with the chartering of our vessels.

Charter-in hire expenses

Charter-in hire expenses represent hire expenses for chartering-in third party vessels, either under time charters or voyage charters. Charter-in hire expenses are expected to increase as the activity of Star Logistics expands.

Vessel Operating Expenses

Vessel operating expenses include crew wages and related costs, the cost of insurance and vessel registry, expenses relating to repairs and maintenance, the cost of spares and consumable stores, tonnage taxes, regulatory fees, technical management fees, lubricants and other miscellaneous expenses. Other factors beyond our control, some of which may affect the shipping industry in general, including for instance developments relating to market prices for crew wages, lubricants and insurance, may also cause these expenses to increase.

Dry Docking expenses

Dry docking expenses relate to regularly scheduled intermediate survey or special survey dry docking necessary to preserve the quality of our vessels as well as to comply with international shipping standards and environmental laws and regulations. Dry docking expenses can vary according to the age of the vessel, the location where the dry docking takes place, shipyard availability and the number of days the vessel is under dry dock. We utilize the direct expense method, under which we expense all dry docking costs as incurred.

Depreciation

We depreciate our vessels on a straight-line basis over their estimated useful lives, determined to be 25 years from the date of their initial delivery from the shipyard. Depreciation is calculated based on a vessel's cost less the estimated residual value.

General and Administrative Expenses

We incur general and administrative expenses, including our onshore personnel related expenses, directors and executives' compensation, legal, consulting, audit and accounting expenses.

Management Fees

Management fees include fees paid to a third party providing certain procurement services to our fleet.

Interest and Finance Costs

We incur interest expense and financing costs in connection with our outstanding indebtedness under our existing loan facilities (including capital leases) and the 2019 Notes (while they were outstanding) and the 2022 Notes. We also incurred financing costs in connection with establishing those facilities, which are presented as a direct deduction from the carrying amount of that debt liability and amortize them to interest and financing costs over the term of the underlying obligation using the effective interest method.

Gain / (Loss) on Derivative Financial Instruments

We may enter into interest rate swap transactions to manage interest costs and risk associated with changing interest rates with respect to our variable interest loans and credit facilities. Interest rate swaps are recorded in the balance sheet as either assets or liabilities, measured at their fair value, with changes in such fair value recognized in earnings under (gain)/loss on derivative financial instruments, unless specific hedge accounting criteria are met.

Gain / (Loss) on Forward Freight Agreements and Bunker Swaps

From time to time, we may take positions in freight derivatives, including freight forward agreements (the "FFAs") and freight options with an objective to utilize those instruments as economic hedges that are highly effective in reducing the risk on specific vessels trading in the spot market and to take advantage of short term fluctuations in the market prices. Upon the settlement, if the contracted charter rate is less than the average of the rates, as reported by an identified index, for the specified route and time period, the seller of the FFA is required to pay the buyer the settlement sum, being an amount equal to the difference between the contracted rate and the settlement rate, multiplied by the number of days in the specified period. Conversely, if the contracted rate is greater than the settlement rate, the buyer is required to pay the seller the settlement sum. All of our FFAs are settled on a daily basis through reputable exchanges such as London Clearing House (LCH) or Singapore Exchange (SGX). Customary requirements for trading in FFAs include the maintenance of initial and variation margins based on expected volatility, open position and mark to market of the contracts. Freight options are treated as assets/liabilities until they are settled. Any such settlements by us or settlements to us under FFAs are recorded under (gain)/loss on forward freight agreements.

Also, from time to time, we may enter into bunker swap contracts to manage our exposure to fluctuations of bunker prices associated with the consumption of bunkers by our vessels. Bunker swaps are agreements between two parties to exchange cash flows at a fixed price on bunkers, where volume, time period and price are agreed in advance. Our bunker swaps are settled through reputable clearing houses, including the London Clearing House. The fair value of bunker swaps is the estimated amount that we would receive or pay to terminate the swaps at the reporting date (Level 2). Bunker price differentials paid or received under the swap agreements are recognized under (gain)/loss on forward freight agreements.

Interest income

We earn interest income on our cash deposits with our lenders.

Inflation

Inflation does not have a material effect on our expenses given current economic conditions. In the event that significant global inflationary pressures appear, these pressures would increase our operating, voyage, administrative and financing costs.

Foreign Exchange Fluctuations

Please see Item 11. “Quantitative and Qualitative Disclosures about Market Risk.”

Critical Accounting Policies

We make certain estimates and judgments in connection with the preparation of our consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”), that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of our consolidated financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are those that reflect significant judgments or uncertainties, and potentially result in materially different results under different assumptions and conditions. We have described below what we believe are the most critical accounting policies that involve a high degree of judgment and the methods of their application. For a description of all of our significant accounting policies, see Note 2 (Significant Accounting Policies) to our consolidated financial statements included herein for more information.

Impairment of long-lived assets: We follow guidance related to the impairment or disposal of long-lived assets, which addresses financial accounting and reporting for such impairment or disposal. The standard requires that long-lived assets and certain identifiable intangibles held and used 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. The guidance calls for an impairment loss when the estimate of undiscounted cash flows, excluding interest charges, expected to be generated by the use and eventual disposition of the asset is less than its carrying amount to the extent that their carrying amount is higher than their fair market value. The impairment loss is determined by the difference between the carrying amount of the asset and the fair value of the asset. The Company determines the fair value of its assets based on management estimates and assumptions and by making use of available market data and taking into consideration agreed sale prices and third-party valuations. In this respect, management regularly reviews the carrying amount of each vessel, including newbuilding contracts, when events and circumstances indicate that the carrying amount of a vessel or a new building contract might not be recoverable (such as vessel sales and purchases, business plans, obsolescence or damage to the asset and overall market conditions).

When impairment indicators are present, we determine if the carrying value of each asset is recoverable by comparing (A) the undiscounted cash flows for each asset, using the Value-In-Use method, to (B) the carrying values for such asset. Our management’s subjective judgment is required in making assumptions and estimates used in forecasting future operating results for this calculation. Such judgment is based on current market conditions, historical industry’s and Company’s specific trends, as well as expectations regarding future charter rates, vessel operating expenses, vessels’ residual value and fleet utilization over the remaining useful life of the vessel, which is assumed to be 25 years from its delivery from the shipyard. These estimates are also consistent with the plans and forecasts used by the management to conduct our business.

The undiscounted projected net operating cash flows are determined by considering the charter revenues from existing time charters for the fixed vessel days and an estimated daily time charter equivalent rate for the unfixed days over the estimated remaining economic life of each vessel, net of brokerage and address commissions. Estimates of the daily time charter equivalent for the unfixed days are based on the current Forward Freight Agreement (“FFA”) rates, for the

first three-year period, and historical average rate levels of similar size vessels for the period thereafter. The expected cash inflows from charter revenues are based on an assumed fleet utilization rate of approximately 98% for the unfixed days, also taking into account expected technical off-hire days. In assessing expected future cash outflows, management forecasts vessel operating expenses, which are based on our internal budget for the first annual period, and thereafter assume an annual inflation rate of up to 3% (escalating to such level during the first three-year period and capped at the tenth year), as well as vessel expected maintenance costs (for dry docking and special surveys). The estimated salvage value of each vessel is \$300 per light weight ton, in accordance with our vessel depreciation policy. We use a probability weighted approach for developing estimates of future cash flows used to test our vessels for recoverability when alternative courses of action are under consideration (i.e. sale or continuing operation of a vessel). If our estimate of undiscounted future cash flows for any vessel is lower than the vessel's carrying value, the carrying value is written down to the vessel's fair market value with a charge recorded in earnings.

Using the framework for estimating projected undiscounted net operating cash flows described above, we completed our impairment analysis for the years ended December 31, 2015, 2016 and 2017, for those operating vessels and newbuildings whose carrying values were above their respective market values. For the year ended December 31, 2017, no asset impairment was necessary. An impairment loss of \$321,978 and \$29,221 was recognized for the years ended December 31, 2015 and 2016, respectively, which resulted primarily from our actual and intended vessel sales are further described elsewhere herein.

Although we believe that the assumptions used to evaluate potential asset impairment are based on historical trends and are reasonable and appropriate, such assumptions are highly subjective. To minimize such subjectivity, our analysis for the year ended December 31, 2017, also involved sensitivity analysis to the model inputs we believe are more important and likely to change. In particular, we modified the utilization ratio of each vessel, in order to account for the effect of increased idle time of vessels under a weak market environment. In addition, in terms of our estimates for the charter rates for the unfixed period, we consider that the FFA as of December 31, 2017, which is applied in our model for the first three years period, approximates the levels of charters rates at which the Company could fix all of its unfixed vessels currently should management opted for a fully hedged chartering strategy over the next three years. We, however, sensitized our model with regards to freight rate assumptions for the unfixed period beyond the first three years. Our sensitivity analysis revealed that, to the extent the historical rates would not decline by more than a range of 20% to 56%, depending on the vessel, or the utilization rate would not be reduced by more than a range of 16% to 62%, we would not require to recognize additional impairment.

Vessel Acquisitions and Depreciation: We record the value of our vessels at their cost (which includes acquisition costs directly attributable to the vessel and delivery expenditures, including pre-delivery expenses and expenditures made to prepare the vessel for its initial voyage) less accumulated depreciation. We depreciate our vessels on a straight-line basis over their estimated useful lives, after considering the estimated salvage value. We estimate the useful life of our vessels to be 25 years from the date of initial delivery from the shipyard, with secondhand vessels depreciated from the date of their acquisition through their remaining estimated useful life. Effective January 1, 2015, and following management's reassessment of the residual value of our vessels, the estimated scrap value per light weight tonnage was increased from \$200 to \$300. The current value of \$300 is based on the historical average demolition prices prevailing in the market. The effect of this change in accounting estimate, which pursuant to Accounting Standards Codification ("ASC") 250, "Accounting Changes and Error Corrections" was applied in our financial statements prospectively and did not require retrospective application, was to decrease the depreciation expense and the net loss for the year ended December 31, 2015, by \$6.3 million, or \$0.16 loss per basic and diluted share.

An increase in the useful life of a vessel or in its residual value would have the effect of decreasing the annual depreciation and extending it into later periods. A decrease in the useful life of a vessel or in its residual value would have the effect of increasing the annual depreciation and accelerating it into earlier periods.

A decrease in the useful life of the vessel may occur as a result of poor vessel maintenance, harsh ocean going and weather conditions, or poor quality of shipbuilding. When regulations place limitations over the ability of a vessel to trade on a worldwide basis, its remaining useful life is adjusted to end at the date such regulations preclude such vessel's further commercial use. Weak freight market rates result in owners scrapping more vessels, and scrapping them earlier in their lives due to the unattractive returns.

An increase in the useful life of the vessel may occur as a result of superior vessel maintenance performed, favorable ocean going and weather conditions, superior quality of shipbuilding, or high freight market rates, which result in owners scrapping the vessels later in their lives due to the attractive cash flows.

Fair value of above/below market acquired time charter: If time charters are assumed when vessels are acquired, we value any asset or liability arising from the market value of the time charters. The value of above- or below-market acquired time charters is determined by comparing existing charter rates in the acquired time charter agreements with the market rates for equivalent time charter agreements prevailing at the time the foregoing vessels are delivered. Such intangible assets or liabilities are recognized ratably as adjustments to revenues over the remaining term of the assumed time charter.

Trade accounts receivable, net: The amount shown as trade accounts receivable, at each balance sheet date, includes estimated receivables from customers net of any provision for doubtful debts. At each balance sheet date, we provide for doubtful accounts on the basis of identified doubtful receivables.

Derivatives: We designate our derivatives based upon guidance on accounting for derivative instruments and hedging activities, which establishes accounting and reporting standards for derivative instruments. The guidance on accounting for certain derivative instruments and certain hedging activities requires all derivative instruments to be recorded on the balance sheet as either an asset or liability measured at its fair value, with changes in fair value recognized in earnings, unless specific hedge accounting criteria are met.

Hedge Accounting: If the instruments are eligible for hedge accounting, at the inception of a hedge relationship, we formally designate and document the hedge relationship to which we wish to apply hedge accounting and the risk management objective and strategy undertaken for the hedge. The documentation includes identification of the hedging instrument, hedged item or transaction, the nature of the risk being hedged and how we will assess the hedging instrument's effectiveness in offsetting exposure to changes in the hedged item's cash flows attributable to the hedged risk. Hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine whether they actually have been highly effective throughout the financial reporting periods for which they were designated. Contracts that meet the strict criteria for hedge accounting are accounted for as cash flow hedges. A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognized asset or liability, or a highly probable forecasted transaction that could affect profit or loss. For derivatives designated as cash flow hedges, the effective portion of the changes in their fair value is recorded in Accumulated other comprehensive income/(loss) in equity and is subsequently recognized in earnings, under "Interest and finance costs" when the hedged items impact earnings, while any ineffective portion, if any, is recognized immediately in current period earnings under "Gain / (Loss) on derivative financial instruments, net." The changes in the fair value of derivatives not qualifying for hedge accounting are recognized in earnings. We discontinue cash flow hedge accounting if the hedging instrument expires, is sold, terminated or exercised and/or it no longer meets all the criteria for hedge accounting, or if we will discontinue cash flow hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognized in equity remains in equity until the forecasted transaction occurs or until it becomes probable of not occurring. When the forecasted transaction occurs, any cumulative gain or loss on the hedging instrument is recognized in earnings. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in equity is reclassified to earnings.

Only four out of our nine interest rate swaps were designated as accounting hedges during the years ended December 31, 2016 and 2017 and for the period from April 1, 2015 through December 31, 2015. Our FFAs and bunker swaps do not qualify for hedge accounting.

Year ended December 31, 2017 compared to the year ended December 31, 2016 .

Voyage revenues net of Voyage expenses: For the year ended December 31, 2017, total voyage revenues net of voyage expenses were \$267.3 million, compared to \$156.2 million for the year ended December 31, 2016. This increase was primarily attributable to the significant rise in charter hire rates, which led to a TCE rate of \$10,393 (excluding Star Logistics) for the year ended December 31, 2017, compared to \$6,208 for the year ended December 31, 2016 as well as the increase in available days due to reactivation in 2017 of all vessels that were laid-up during the year ended December 31, 2016.

Charter-in hire expenses: For the year ended December 31, 2017 and 2016, charter hire expense was \$5.3 million and \$3.6 million, respectively. During the year ended December 31, 2017, charter hire expense included the expense for leasing back the vessel Astakos (which we sold in September 2015) until August 2017 and the expense for chartered-in third party vessels by Star Logistics. The corresponding expense for the year ended December 31, 2016 included only the expense for leasing back the vessel Astakos throughout the year.

Vessel operating expenses: For the year ended December 31, 2017 and 2016, vessel operating expenses were \$101.4 million and \$98.8 million, respectively. Vessel operating expenses for such periods include one-time expenses, consisting mainly of pre-delivery and pre-joining expenses, of \$2.3 million and \$1.8 million, respectively. Excluding these amounts, our average daily operating expenses per vessel for the years ended December 31, 2017 and 2016 were slightly increased mainly due to the reactivation in 2017 of all vessels that were laid-up during the year ended December 31, 2016.

Dry docking expenses: For the year ended December 31, 2017 and 2016, dry docking expenses were \$4.3 million and \$6.0 million, respectively. During the year ended December 31, 2017, four vessels underwent and completed their periodic dry docking surveys. During the same period in 2016, nine vessels underwent their periodic dry docking surveys, two of which were ongoing from December 2015.

General and administrative expenses: For the years ended December 31, 2017 and 2016, general and administrative expenses were \$31.0 million and \$24.6 million, respectively. These expenses for the year ended December 31, 2017 include stock-based compensation expense of \$9.3 million and legal fees of \$1.0 million incurred in connection with the restructuring of our indebtedness. During the year ended December 31, 2016, general and administrative expenses included stock-based compensation expense of \$4.2 million and professional advisory services of \$0.3 million that were not part of our ordinary course of business. Excluding the above mentioned stock-based compensation expense and one-time expenses, our general and administrative expenses were slightly increased mainly due to the higher EUR/USD exchange rate during the year ended December 31, 2017 compared to the year ended December 31, 2016 which resulted in higher wage expenses.

Other operational gain: For the year ended December 31, 2017, we recognized other operational gain of \$2.9 million, consisting of an amount of \$2.1 million, resulting from a cash settlement of a commercial dispute and gain from hull and machinery insurance claims. During the year ended December 31, 2016, we recognized other operational gain of \$1.6 million, mainly consisting of gain from insurance claims.

(Gain)/Loss on sale of vessel: During the year ended December 31, 2017 we recognized an aggregate net gain on sale of vessels of \$2.6 million in connection with the sale of the Star Eleonora and the Star Vanessa. During the year ended December 31, 2016, we recognized an aggregate net loss on sale of vessels of \$15.2 million in connection with the sale of 15 vessels. Total proceeds from these sales were \$380.2 million and \$15.2 million for the years ended December 31, 2016 and 2017, respectively.

Interest and finance costs net of interest and other income/(loss): For the years ended December 31, 2017 and 2016, interest and finance costs net of interest and other income/(loss) were \$47.5 million and \$40.3 million, respectively. The respective increase is attributable to: (i) the increase in LIBOR between the periods, (ii) the increase in the weighted average balance of our outstanding indebtedness to \$1,027.1 million during the year ended December 31, 2017 compared to \$978.8 million for the same period in 2016 and (iii) the decrease in interest capitalized from general debt in connection with the payments made for our newbuilding vessels to \$2.4 million from \$3.9 million, respectively, which is recognized as credit in the interest and finance costs. The increase was partially offset by higher interest income earned due to higher outstanding cash balances held in time deposits during the respective periods.

Gain/(Loss) on derivative financial instrument, net: During the year ended December 31, 2017, we recorded a gain on derivative financial instruments of \$0.2 million, while during the year ended December 31, 2016 we recorded a loss on derivative financial instruments of \$2.1 million in connection with our interest rate swaps that do not qualify for

hedge accounting. The reversal of the aforementioned loss into gain is attributable to the increase in LIBOR during the respective periods.

Loss on debt extinguishment: During the year ended December 31, 2017 we recorded \$1.3 million of loss on debt extinguishment in connection with the non-cash write-off of unamortized deferred finance charges resulting from the cancellation of a previous loan commitment and the refinancing in full of our 2019 Notes in December 2017. During the year ended December 31, 2016, we recorded \$2.4 million of loss on debt extinguishment in connection with the non-cash write-off of unamortized deferred finance charges resulting from the mandatory prepayment in full of outstanding loan balances following the sale of certain vessels, as well as from the cancellation of certain committed loan amounts resulting from (i) the sale of certain newbuilding vessels upon their delivery from the shipyards and (ii) the termination of two newbuilding contracts agreed in February 2016.

Year ended December 31, 2016 compared to the year ended December 31, 2015.

Voyage revenues net of Voyage expenses: For the year ended December 31, 2016, total voyage revenues net of voyage expenses were \$156.2 million, compared to \$161.2 million for the year ended December 31, 2015. This decrease was primarily driven by the lower charter hire rates prevailing in the dry bulk market during the year ended December 31, 2016, compared to the corresponding period in 2015. The TCE rates for the year ended December 31, 2016 and 2015 were \$6,208 and \$7,042, respectively.

Charter-in hire expenses: For the year ended December 31, 2016, charter hire expense was \$3.6 million, representing the expense for leasing back the vessel Astakos (ex-Maiden Voyage), which we sold in September 2015. The corresponding expense for the year ended December 31, 2015 was \$1.0 million.

Vessel operating expenses: For the year ended December 31, 2016 and 2015, vessel operating expenses were \$98.8 million and \$112.8 million, respectively. Our average daily operating expenses per vessel for the year ended December 31, 2016 were \$3,871, compared to \$4,475 during the same period in 2015, representing a 13.5% reduction. The decrease in vessel operating expenses was a result of our management's continued focus on cost efficiencies, the addition to our fleet of newly built vessels with lower maintenance requirements and further realization of synergies and economies of scale from operating a large fleet. In addition, vessel operating expenses for the year ended December 31, 2016 and 2015 included \$1.8 million and \$6.1 million of pre-delivery expenses, respectively, which related to the initial crew manning and the initial supply of stores for our vessels upon delivery.

Dry docking expenses: Dry docking expenses for the year ended December 31, 2016 and 2015 were \$6.0 million and \$15.0 million, respectively. During the year ended December 31, 2016, nine of our vessels underwent their periodic dry docking surveys, compared to 23 vessels in the same period in 2015.

Management fees: Management fees for year ended December 31, 2016 and 2015 were \$7.6 million and \$8.4 million, respectively, representing a daily fee of \$295 per vessel to SPS, a third party, paid for providing us with certain procurement and remote vessel performance monitoring services. In addition, management fees for the year ended December 31, 2015, included a monthly fee of \$17,500 we paid to Maryville Maritime Inc. ("Maryville") for the management of the vessels Star Martha, Star Pauline and Star Despoina from their delivery to us until the expiration of their existing time charter agreements (the last expired in November 2015).

General and administrative expenses: During the year ended December 31, 2016, we had \$24.6 million of general and administrative expenses, compared to \$23.6 million during the year ended December 31, 2015. Excluding the stock-based compensation of \$4.2 million and \$2.7 million for the years ended December 31, 2016, and 2015, respectively, general and administrative expenses slightly decreased.

Impairment loss: During the year ended December 31, 2016, we recorded an impairment loss of \$29.2 million in connection with the sale of two operating vessels, the termination of two newbuilding contracts and the results of our impairment analysis performed for the year ended December 31, 2016. During the year ended December 31, 2015, we recorded an impairment loss of an aggregate of \$322.0 million relating to: (i) the agreements signed to sell certain operating vessels and newbuilding vessels upon their delivery from the shipyards, (ii) two agreements to reassign the

corresponding leases for two newbuilding vessels back to the vessels' owners for a one-time refund to us of \$5.8 million each, and (iii) our impairment analysis performed for the year ended December 31, 2015. The impairment loss for the year ended December 31, 2015 includes an amount of \$126.8 million representing write-off of the fair value adjustment recognized upon our merger with Oceanbulk in July 2014.

Loss on time charter agreement termination: During the year ended December 31, 2015, we recognized a \$2.1 million write-off of the unamortized fair value of the above market acquired time charter of the vessel Star Big due to its redelivery prior to the end of its time charter in connection with its sale and delivery to its new owners in June 2015.

Other operational gain: For the year ended December 31, 2016, we recognized other operational gain of \$1.6 million, mainly from gains on insurance claims. For the year ended December 31, 2015, other operational gain of \$0.6 million, mainly consisting of cash received from the sale of KLC shares acquired in past years in connection with the rehabilitation plan.

(Gain)/Loss on sale of vessel: During the year ended December 31, 2016, we recognized an aggregate loss on sale of vessels of \$15.2 million in connection with the sale of 15 vessels. Total proceeds from these sales were \$380.2 million. During the year ended December 31, 2015 we recognized an aggregate loss on sale of vessels of \$20.6 million relating to the sale of 12 vessels. Total proceeds from these sales were \$71.4 million, of which \$1.1 million was received in 2014 as an advance for the sale of the Star Kim.

Interest and finance costs: Interest and finance costs for the years ended December 31, 2016 and 2015 were \$41.2 million and \$29.7 million, respectively. The increase is attributable to: (i) the higher average balance of our outstanding indebtedness of \$978.8 million for the year ended December 31, 2016, compared to \$957.1 million for the year ended December 31, 2015, and (ii) the increase in LIBOR for the corresponding periods, (iii) offset partially by the lower amount of interest capitalized from general debt of \$3.9 million and \$12.1 million, respectively, which is recognized in connection with the payments made for our newbuilding vessels. In addition, for the years ended December 31, 2016 and 2015, interest and finance costs included realized loss on hedging interest rate swaps of \$1.3 million and \$2.4 million respectively, this decrease is mainly due to the increase in LIBOR as mentioned above.

Loss on debt extinguishment: During the year ended December 31, 2016, we recorded \$2.4 million of loss on debt extinguishment in connection with the non-cash write-off of unamortized deferred finance charges resulting from the mandatory prepayment in full of outstanding loan balances following the sale of certain vessels, as well as from the cancellation of certain committed loan amounts resulting from (i) the sale of certain newbuilding vessels upon their delivery from the shipyards and (ii) the termination of two newbuilding contracts agreed in February 2016. During the year ended December 31, 2015, we recorded \$1.0 million of loss on debt extinguishment, in connection with the non-cash write-off of unamortized deferred finance charges due to mandatory prepayments in full of certain of our loan facilities.

Gain/(Loss) on derivative financial instrument, net: During the years ended December 31, 2016 and 2015, we recorded a loss on derivative financial instruments of \$2.1 million and \$3.3 million, respectively. As of January 1, 2015, all of our interest rate swaps had been designated as cash flow hedges. Our hedge effectiveness test for the second quarter of 2015 indicated that the hedging relationship of certain of our interest rate swaps no longer qualified for special hedge accounting. We therefore de-designated these swaps as accounting cash flow hedges as of April 1, 2015 and, accordingly, realized and unrealized gain/(loss) from these swaps from April 1, 2015 onwards has been recorded in our statement of operations under Gain/(Loss) on derivative financial instruments. During the period that these swaps qualified for hedge accounting, their realized and unrealized gain/(loss) was recorded under interest and finance cost and equity, to the extent effective, respectively.

Recent Accounting Pronouncements

See Note 2 to our consolidated financial statements.

B. Liquidity and Capital Resources

Our principal sources of funds have been equity provided by our shareholders through equity offerings, additional debt under secured credit facilities, debt securities or capital lease financings, cash flows from operations and vessel

sales. Our principal uses of funds have been capital expenditures to grow our fleet, maintain the quality of our dry bulk carriers and comply with international shipping standards, environmental laws and regulations, to fund working capital requirements, interest and principal payments on outstanding indebtedness and to make dividend payments to the extent permitted by our loan agreements.

Our short-term liquidity requirements include paying operating costs, funding working capital requirements, interest and principal payments on outstanding indebtedness and maintaining cash reserves against fluctuations in operating cash flows. Our primary source of short-term liquidity is cash generated from operating activities and our cash balances.

Our medium- and long-term liquidity requirements are funding the equity portion of the newbuilding vessel installments, funding required payments under our vessel financings and other financing agreements and paying cash dividends when we are able to do so. Sources of funding for our medium- and long-term liquidity requirements include cash flows from operations, new debt or capital lease financing, equity issuances and vessel sales.

Recent Equity Offerings and Senior Notes

On January 14, 2015, we issued and sold 9,800,084 common shares (in an underwritten public offering, at a price of \$25.00 per share. The aggregate proceeds net of underwriting commissions were \$242.2 million, which we used for the financing of our newbuilding program and general corporate purposes.

On May 18, 2015, we issued and sold 11,250,000 common shares in an underwritten public offering, at a price of \$16.00 per share. The aggregate proceeds net of underwriting commissions were \$175.6 million, which we used for the financing of our newbuilding program and general corporate purposes.

On September 20, 2016, we issued and sold 11,976,745 common shares in an underwritten public offering, at a price of \$4.30 per share. The aggregate proceeds net of underwriting commissions were \$50.3 million, raised for general corporate purposes.

On January 26, 2017 and February 2, 2017, we issued and sold an aggregate 6,310,272 common shares pursuant to a private placement, at a price of \$8.15 per share. The aggregate proceeds to us, net of private placement agent's fees and expenses were approximately \$50.4 million, raised for general corporate purposes.

On November 9, 2017, we issued \$50.0 million aggregate principal amount of 8.30% Senior Notes due 2022 (the "2022 Notes"). The 2022 Notes mature in November 2022 and are senior, unsecured obligations of Star Bulk Carriers Corp. The 2022 Notes are not guaranteed by any of our subsidiaries. We used the proceeds of the 2022 Notes to redeem in full our issued and outstanding \$50.0 million aggregate principal amount of 8.00% Senior Notes due 2019 (the "2019 Notes").

Significant Changes in our Fleet

Please see "Item 4. Information on the Company" for a description our vessel acquisitions and dispositions.

As of February 27, 2018, the total aggregate payments related to the construction of our remaining two newbuilding vessels were expected to be \$74.3 million, payable upon their delivery. Delivery is expected to be in April 2018 for both newbuilding vessels HN 1361 (tbn Star Magnanimus) and HN 1343 (tbn Star Leo). As of February 27, 2018, we had \$251.8 million of cash on hand and we had obtained commitments for \$40.0 million of secured debt for HN 1361 in the form of capital lease and we also expect to obtain a commitment for up to \$30.0 million of secured financing for HN 1343, based on current market valuations.

As of December 31, 2016, we had outstanding borrowings (including capital lease commitments and the 2019 Notes) of \$951.3 million, of which \$6.2 million was scheduled to be repaid in the next twelve months, representing only lease commitments after the Restructuring Transactions (See "–Restructuring Transactions", below). As of December 31, 2017, we had outstanding borrowings (including capital lease commitments and the 2022 Notes) of \$1,027.2 million, of which \$189.3 million is scheduled to be repaid in the next twelve months. The repayments during fiscal 2018 include: (i) regular repayments for the twelve month period ended December 31, 2018 according to the outstanding debt and

lease agreements (as amended pursuant to the Supplemental Agreements as defined below), (ii) the amount of \$35.6 million paid in February 2018 towards the parties under the Restructuring Transactions pursuant to the excess cash mechanism as of December 31, 2017, (iii) the debt principal repayments that we announced that we intend to make, in total at least equivalent to the amortization payments scheduled, prior to commencement of debt amortization holidays, for the first and second quarters of 2018 under the “cash sweep” mechanism incorporated in our Supplemental Agreements (these payments will be made following our decision to end the deferral of amortization payments pursuant to the Supplemental Agreements, six months ahead of schedule as described below) and (iv) scheduled payments pursuant to the refinancing of Commerzbank \$120.0 million Facility and the ABN AMRO \$87.5 million Facility as described below.

As of February 27, 2018 we had \$251.8 million in cash and outstanding borrowings (including capital lease commitments and 2022 Notes) of \$1,020 million.

We believe that our current cash balance and our operating cash flows will be sufficient to meet our 2018 liquidity needs and at least through the end of the first quarter of 2019, including funding the operations of our fleet, capital expenditure requirements and any other present financial requirements. However, we may seek additional indebtedness to refinance our existing debt or to finance future vessels acquisitions or replacements (to extent permitted by our Supplemental Agreements) in order to maintain our strong cash position. Even though the dry bulk market has improved during 2017, persistent, historically low rates prior to 2017 resulted in decrease in our prior period revenues and our operating cash flows were adversely affected. To address our liquidity and covenant compliance issues, we completed the Restructuring Transactions described below, and we believe that these measures enabled us to achieve our current strong cash position. Our ability to obtain bank financing or to access the capital markets for future offerings may be limited by our financial condition at the time of any such financing or offering, including the market value of our fleet, as well as by adverse market conditions resulting from, among other things, general economic conditions, weakness in the financial and equity markets, that are beyond our control.

We may fund possible growth through our cash balances, operating cash flows, additional long-term borrowing, capital leases and the issuance of new equity. Our practice has been to acquire dry bulk carriers using a combination of funds from operations and bank debt secured by mortgages on our dry bulk carriers. Our business is capital-intensive and its future success will depend on our ability to maintain a high-quality fleet through the acquisition of newer dry bulk carriers and the selective sale of older dry bulk carriers. These acquisitions will be principally subject to management's expectation of future market conditions as well as our ability to acquire dry bulk carriers on favorable terms. However our ability to obtain bank financing or to access the capital markets for future offerings may be limited by our financial condition at the time of any such financing or offering, including the market value of our fleet, as well as by adverse market conditions resulting from, among other things, general economic conditions, weakness in the financial and equity markets, that are beyond our control.

Cash Flows

Cash and cash equivalents as of December 31, 2017 amounted to \$257.9 million, compared to \$181.8 million as of December 31, 2016. We define working capital as current assets minus current liabilities, including the current portion of long-term debt. Our working capital surplus was \$93.4 million as of December 31, 2017, compared to \$200.3 million as of December 31, 2016. The respective decrease was, mainly due to the fact that as of December 31, 2016, we were not required to make any regular payments under our Senior Secured Credit Facilities for the next twelve months, after the Restructuring Transactions, as described below.

As of December 31, 2016 and 2017, we were required to maintain minimum liquidity, not legally restricted, of \$47.6 million and \$51.4 million, respectively, which is included within "Cash and cash equivalents" in 2016 and 2017 balance sheets, respectively. In addition, as of December 31, 2016 and 2017, we were required to maintain minimum liquidity, legally restricted, of \$14.0 million and of \$15.6 million, respectively, which is included within "Restricted cash" in the 2016 and 2017 balance sheets, respectively.

We believe that our current cash balance and our operating cash flow will be sufficient to meet our liquidity needs over the next twelve months.

Year ended December 31, 2017 compared to the year ended December 31, 2016

Net Cash Provided By / (Used In) Operating Activities

Net cash provided by operating activities for the year ended December 31, 2017 was \$81.0 million, whereas net cash used in operating activities for the year ended December 31, 2016 was \$33.4 million. The increase is due to: (i) the significant recovery of the dry bulk market during the year ended December 31, 2017, which resulted in a significantly higher TCE rate of \$10,393 (excluding Star Logistics) compared to \$6,208 for the year ended December 31, 2016, which is also reflected in the increase of our operating income (excluding non-cash items) and (ii) a slight net working capital outflow during the year ended December 31, 2017 compared to a \$9.7 million working capital outflow for the year ended December 31, 2016. These positive factors were partially offset by higher net interest expense for the year ended December 31, 2017 compared to the corresponding period in 2016.

Net Cash Provided By / (Used In) Investing Activities

Net cash used in investing activities for the year, ended December 31, 2017 and 2016 was \$126.9 million and \$13.2 million, respectively. For the year ended December 31, 2017, net cash used in investing activities consisted of: (i) \$143.7 million paid for advances and other capitalized expenses for our newbuilding and newly delivered vessels; offset partially by (ii) \$15.2 million of proceeds from the sales of the Star Eleonora and the Star Vanessa; (iii) \$1.4 million of hull and machinery insurance proceeds; and (iv) a net decrease of \$0.2 million in restricted cash, as required under our loan agreements

For the year ended December 31, 2016, net cash used in investing activities consisted of: (i) \$396.2 million paid for advances and other capitalized expenses for our newbuilding and newly delivered vessels; offset partially by (ii) \$380.2 million of proceeds from the sales of operating vessels and certain newbuilding vessels, which were sold upon their delivery from the shipyard; (iii) \$2.5 million of hull and machinery insurance proceeds; and (iv) a net decrease of \$0.2 million in restricted cash, as required under our loan agreements.

Net Cash Provided By / (Used In) Financing Activities

Net cash provided by financing activities for the year ended December 31, 2017 and 2016 was \$122.0 million and \$20.4 million, respectively. For the year ended December 31, 2017, net cash provided by financing activities consisted of: (i) \$79.9 million in increased capital lease obligations, relating to two delivered newbuilding vessels, under bareboat charters; (ii) \$30.8 million of proceeds drawn under a loan facility used for the financing of the Star Charis and the Star Suzanna and the refinancing of the Heron Vessels Facility; (iii) \$50.0 million proceeds from the issuance of our 2022 Notes, used to redeem in full our 2019 Notes, in December 2017 and (iv) \$51.5 million of proceeds, net of aggregate private placement agent's fees and other offering expenses of \$1.0 million, from a private placement of our common shares completed in February 2017; offset partially by (v) \$21.4 million paid in aggregate in connection with: (a) the regular amortization of outstanding vessel financings, (b) capital lease installments, (c) the partial prepayment of a loan facility due to the sale of the Star Eleonora (d) the prepayment to the banks of an amount equal to 20% of the equity issuance proceeds used for the acquisition of four vessels during the period and (e) the excess cash for the quarter ended September 30, 2017, paid pursuant to the cash sweep mechanism in our Supplemental Agreements; (vi) \$14.8 million used for the prepayment in full of the Heron Vessels Facility; (vii) \$50.0 used to redeem in full the 2019 Notes; and (viii) \$0.9 million of financing fees, paid in connection with the restructuring of our indebtedness and the new facility used for the financing of the Star Charis and the Star Suzanna and the refinancing of the Heron Vessels Facility and a further \$2.1 million of financing fees, paid in connection with the issuance of our 2022 Notes.

For the year ended December 31, 2016, net cash provided by financing activities consisted of: (i) \$86.4 million in increased capital lease obligations, relating to two delivered newbuilding vessels, under bareboat charters; (ii) \$ an aggregate of \$65.4 million of proceeds from loan facilities used for the financing of delivery installments for four of

our newbuilding vessels delivered during this period; (iii) \$50.6 million of proceeds, net of underwriting discounts and commissions and other offering expenses of \$0.3 million, from a public offering of our common shares completed in September 2016; offset partially by (iv) \$181.2 million paid in aggregate in connection with: (a) the regular amortization of outstanding vessel financings, (b) capital lease installments and (c) mandatory prepayment of several loan facilities due to the sale of the corresponding mortgaged vessels; and (v) \$0.5 million of financing fees, paid in connection with the restructuring of our indebtedness.

Year ended December 31, 2016 compared to the year ended December 31, 2015

Net Cash Provided By / (Used In) Operating Activities

Net cash used in operating activities for the year ended December 31, 2016 and 2015, was \$33.4 million and \$14.6 million, respectively. The increase is due to: (i) a working capital outflow of \$10.0 million mainly attributable to payments to our suppliers, for the year ended December 31, 2016, compared to a working capital inflow of \$1.2 million for the corresponding period of 2015 and (ii) higher net interest expense and (iii) the increase of our operating income (excluding non-cash items).

Net Cash Provided By / (Used In) Investing Activities

Net cash used in investing activities for the years ended December 31, 2016 and 2015, was \$13.2 million and \$397.5 million, respectively. For the year ended December 31, 2016, net cash used in investing activities consisted of: (i) \$396.2 million paid for advances and other capitalized expenses for our newbuilding and newly delivered vessels; offset by (ii) \$159.9 million of proceeds from the sale of operating vessels; (iii) \$220.3 million of proceeds from the sale of certain newbuilding vessels, which were sold upon their delivery from the shipyard; (iv) \$2.5 million of hull and machinery insurance proceeds; and (v) a net increase of \$0.2 million in restricted cash required under our loan facilities.

For the year ended December 31, 2015, net cash used in investing activities consisted of: (i) \$434.3 million paid for advances and other capitalized expenses for our newbuilding vessels; (ii) \$39.5 million paid for the acquisition of secondhand vessels; (iii) \$0.1 million for the acquisition of other fixed assets; offset partially by (iv) \$70.3 million of proceeds from the sale of vessels; (v) a one-time refund of \$5.8 million received in connection with our agreement to reassign a lease for a newbuilding vessel back to the vessel's owner; and (vi) \$0.3 million of hull and machinery insurance proceeds.

Net Cash Provided By/ (Used In) Financing Activities

Net cash provided by financing activities for the years ended December 31, 2016 and 2015 was \$20.4 million and \$534.2 million, respectively. For the year ended December 31, 2016, net cash provided by financing activities consisted of: (i) \$65.4 million of proceeds from bank loans for the financing of delivery installments for four delivered newbuilding vessels; (ii) an increase in capital lease obligations of \$86.4 million, relating to two delivered newbuilding vessels, under bareboat charters; (iii) \$50.3 million of proceeds from the September 2016 Equity Offering, net of underwriting discounts and commissions of \$0.9 million and offering expenses of \$0.3 million; offset partially by (iv) an aggregate of \$181.2 million paid in connection with the regular amortization of outstanding vessel financings, capital lease installments and the mandatory prepayment of several loan facilities due to the sale of corresponding mortgaged vessels mentioned above; and (v) financing fees of \$0.5 million paid in connection with the Restructuring Transactions (as described below).

For the year ended December 31, 2015, net cash provided by financing activities consisted of: (i) proceeds from loan facilities of \$291.3 million for: (a) the financing of delivery installments for nine of our newbuilding vessels that were delivered during the period; (b) cash consideration for the acquisition of the last six Excel Vessels; and (c) the repayment in full of the Excel Vessel Bridge Facility; (ii) an increase in capital lease obligations of \$82.7 million, relating to four newbuilding vessels delivered during the period under bareboat charters; and (iii) \$417.8 million of proceeds from the January 2015 Equity Offering and the May 2015 Equity Offering, which is net of underwriting discounts and commissions of \$6.2 million and offering expenses of \$1.0 million; offset by (iv) financing fees paid of \$13.1 million; and (v) an aggregate of \$244.5 million paid in connection with the regular amortization of outstanding vessel financings, capital lease installments and prepayments of certain of our loan facilities.

The Restructuring Transactions

The prolonged market downturn in the dry bulk market, depressed freight rates and low prevailing vessel market values in the past years led to net losses over an extended period of time. As a result of these operating conditions, we took significant steps in fiscal years 2015 and 2016 to improve our liquidity through a reduction in the operating costs of our vessels, opportunistic vessel sales, cancellation of newbuilding contracts and the negotiated deferral of delivery or reduction of the purchase price of all of our newbuilding vessels.

In addition to a number of measures (described above) implemented to address the adverse market conditions and in order to avoid any possibility that we might have been unable to comply with certain financial and other covenants in our credit agreements described below (the “Senior Secured Credit Facilities”) with our banks and export credit agencies (the “Lenders”), we and all of our Lenders completed in August 2016, a global restructuring of our Senior Secured Credit Facilities, which we refer to as the “Restructuring Transactions.” Under the Restructuring Transactions, we and the Lenders agreed to defer \$224.0 million, equal to 100%, of our principal payments (including all scheduled amortization and balloon payments at stated maturity) due between June 1, 2016 and June 30, 2018, and waived in full or substantially relaxed the financial and other covenants in our Senior Secured Credit Facilities until December 31, 2019. As of August 31, 2016, we entered into separate standstill agreements (“Standstill Agreements”) and restructuring letter agreements (“RLAs”) with each of the Lenders. Each Standstill Agreement was designed to provide for a waiver and/or relaxation of covenants and suspension of principal payments until the execution of the relevant supplemental agreement (each, a “Supplemental Agreement”) for the permanent restructuring of each Senior Secured Credit Facility, which finalized in July 2017.

The Supplemental Agreement to each Senior Secured Credit Facility, among other things (i) defers principal payments owed from June 1, 2016 through June 30, 2018 to the due date of the balloon installments of each facility (the “Deferred Amounts”), (ii) waives in full or substantially relaxes the financial covenants, effective until December 31, 2019 and (iii) implements a cash sweep mechanism pursuant to which excess cash at the consolidated level above certain thresholds will be applied towards the payment of Deferred Amounts, payable pro rata based on each loan facility’s and lease agreement’s outstanding Deferred Amounts relative to the total Deferred Amounts at the end of each quarter. In exchange, we agreed to raise additional equity of not less than \$50.0 million by September 30, 2016 (which condition was satisfied after the completion of September 2016 Equity Offering) and impose restrictions on paying dividends until all Deferred Amounts have been repaid. The Standstill Agreements, the RLAs and the Supplemental Agreements and the transactions contemplated thereby are included in the term “Restructuring Transactions.”

Following the execution of the RLAs, we entered into a Restructuring Letter Agreement with one of our lease providers to defer a portion of the principal repayments included in the hire amounts that were scheduled for payment between 1 October 2016 and 30 June 2018 under all the lease agreements (the “Deferred Lease Amounts”). The Deferred Lease Amounts will be amortized on a monthly basis in the remaining charter period, unless otherwise prepaid as part of a cash sweep mechanism which shall be implemented on a consolidated level as discussed above.

On December 28, 2017, we announced that in light of our improved performance and the dry bulk market in general, we are planning to make debt principal repayments that are in total at least equivalent to the amortization payments scheduled prior to the commencement of debt amortization holidays for the first and second quarters of 2018, under the “cash sweep” mechanism incorporated in our Supplemental Agreements. This decision effectively reflects the end of the deferral of amortization payments pursuant to the Supplemental Agreements, six months ahead of schedule

Senior Secured Credit Facilities

1. Commerzbank \$120.0 million Facility

On December 27, 2007, we entered into a loan agreement (the “Commerzbank \$120.0 million Facility”) with Commerzbank AG (“Commerzbank”) to provide financing in an amount of up to \$120.0 million to partially finance the

acquisition cost of the vessels Star Gamma, Star Delta, Star Epsilon, Star Zeta and Star Theta. The Commerzbank \$120.0 million Facility is secured by a first priority mortgage over the financed vessels. The Commerzbank \$120,000 Facility was amended in June and December, 2009. As amended, the Commerzbank \$120.0 million Facility had two tranches. One tranche of \$50.0 million was repayable in 28 consecutive quarterly installments, which commenced in January 2010, and consisted of (i) the first four installments of \$2.3 million each, (ii) the next 13 installments of \$1.0 million each, (iii) the remaining 11 installments of \$1.3 million each and (iv) a final balloon payment of \$13.7 million payable together with the last installment. The second tranche of \$70.0 million was repayable in 28 consecutive quarterly installments which commenced in January 2010, and consisted of (i) the first four installments of \$4.0 million each, (ii) the remaining 24 installments of \$1.8 million each and (iii) a final balloon payment of \$12.0 million payable together with the last installment.

2.Commerzbank \$26.0 million Facility

On September 3, 2010, we entered into a loan agreement with Commerzbank (the “Commerzbank \$26.0 million Facility”) to provide financing in an amount of up to \$26.0 million to partially finance the acquisition cost of the vessel Star Aurora. The Commerzbank \$26.0 million Facility was secured by a first priority mortgage over the financed vessel.

Supplemental Agreement - Commerzbank \$120.0 million and \$26.0 million Facilities

On December 17, 2012, we executed a commitment letter with Commerzbank to amend the Commerzbank \$120.0 million Facility and the Commerzbank \$26.0 million Facility. The definitive documentation for the supplemental agreement (the “Commerzbank Supplemental”) was signed on July 1, 2013. Pursuant to the Commerzbank Supplemental, we paid Commerzbank a flat fee of 0.40% of the combined outstanding loans under the two facilities and agreed, subject to certain conditions, to (i) amend some of the covenants governing the two facilities, (ii) prepay \$2.0 million pro rata against the balloon payments of each facility and (iii) require us to raise \$30.0 million in equity (which condition was satisfied with the completion of our rights offering in July 2013), and (iv) increase the loan margins. In addition, Commerzbank agreed to defer 60% and 50% of the quarterly installments for the years ended December 31, 2013 and 2014 (the “2013 Deferred Amounts”) to the balloon payments or to a payment in accordance with a semi-annual cash sweep mechanism, under which all earnings of the mortgaged vessels after operating expenses, dry docking provision, general and administrative expenses and debt service, if any, will be used as repayment of the 2013 Deferred Amounts. We were not permitted to pay any dividends as long as 2013 Deferred Amounts are outstanding and/or until original terms are complied with.

On March 30, 2015, we and Commerzbank AG signed a second supplemental agreement. Under the supplemental agreement, we agreed to (i) prepay Commerzbank AG \$3.0 million, (ii) amend some of the covenants governing the facilities and (iii) change the repayment date relative to Commerzbank \$26.0 million tranche from September 7, 2016 to July 31, 2015.

We fully repaid the Commerzbank \$26.0 million Facility in June 2015, and the vessels Star Aurora and Star Zeta were released from the vessel mortgage.

On June 29, 2015, we and Commerzbank AG signed a third supplemental agreement (the “Commerzbank Third Supplemental”). Under the Commerzbank Third Supplemental, we agreed to (i) defer the installment payments under the Commerzbank \$120.0 million Facility, until the full repayment in late October 2016, (ii) add as additional collateral the vessel Star Iris, and (iii) amend some of the covenants governing this facility.

On April 19, 2016, we agreed in principle with Commerzbank to a refinancing amendment of the Commerzbank Supplemental. Pursuant to this refinancing amendment, we agreed to (a) amend certain covenants governing this facility, (b) change the amortization schedule for this facility, and extend the repayment date for the facility from October 2016 to October 2018.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

On January 8, 2018, we received a committed term sheet from a major commercial banking institution for the refinancing of the outstanding balance of the loan agreement with Commerzbank. The completion of the transaction is subject to customary definitive documentation, and the refinancing is expected to take place in April 2018.

3. Credit Agricole \$70.0 million Facility

On January 20, 2011, we entered into a loan agreement with Credit Agricole Corporate and Investment Bank (“Credit Agricole”) for a term loan up to \$70.0 million (the “Credit Agricole \$70.0 million Facility”) to partially finance the construction cost of two newbuilding vessels, Star Borealis and Star Polaris, which were delivered to us in 2011. The Credit Agricole \$70.0 million Facility is secured by a first priority mortgage over the financed vessels and is divided into two tranches. We drew down \$67.3 million under this facility. The Credit Agricole \$70.0 million Facility is repayable in 28 consecutive quarterly installments, commencing three months after the delivery of each vessel, of \$0.5 million for each tranche, and a final balloon payment payable at maturity, of \$19.6 million (due August 2018) and \$20.1 million (due November 2018) for the Star Borealis and Star Polaris tranches, respectively.

On June 29, 2015, we signed a waiver letter with Credit Agricole in order to revise some of the covenants contained in the loan agreement for a period up to December 31, 2016.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

4. HSH Nordbank \$64.5 million Facility

On October 3, 2011, we entered into a \$64.5 million secured term loan agreement (the “HSH Nordbank \$64.5 million Facility”) with HSH Nordbank AG (“HSH Nordbank”) to repay, together with cash on hand, certain existing debt. The borrowers under the HSH Nordbank \$64.5 million Facility are the vessel-owning subsidiaries that own the vessels Star Cosmo, Star Kappa, Star Sigma, Star Omicron and Star Ypsilon, and Star Bulk Carriers Corp. is the guarantor. This facility consists of two tranches. The first tranche of \$48.5 million (the “Supramax Tranche”) is repayable in 20 quarterly consecutive installments of \$1.3 million commencing in January 2012 and a final balloon payment of \$23.5 million payable at the maturity in September 2016. The second tranche of \$16.0 million (the “Capesize Tranche”) was repayable in 12 consecutive, quarterly installments of \$1.3 million, commencing in January 2012 and matured in September 2014.

On July 17, 2013, we and HSH Nordbank signed a supplemental agreement (the “HSH Nordbank \$64.5 million Supplemental”). Under the HSH Nordbank \$64.5 million Supplemental, we agreed, subject to certain conditions, to (i) amend some of the covenants governing this facility, until December 31, 2014, (ii) defer a minimum of approximately \$3.5 million payments from January 1, 2013 until December 31, 2014, (iii) prepay \$6.6 million with pledged cash already held by HSH Nordbank, (iv) require us to raise \$20.0 million in equity (which condition was satisfied after the completion of our rights offering in July 2013), (v) increase the loan margins from January 1, 2013 until December 31, 2014, (vi) include a semi-annual cash sweep mechanism, under which all earnings of the mortgaged vessels after operating expenses, dry docking provision, general and administrative expenses and debt service, if any, will be used as prepayment to the balloon payment of the Supramax Tranche, and (vii) require us not to pay any dividends until December 31, 2014 or later in case of a covenant breach. When we sold the vessel Star Sigma in April 2013, the HSH Nordbank \$64.5 million Supplemental also required us to use the proceeds from the sale to fully prepay the balance of the Capesize Tranche and use the remaining vessel sale proceeds to prepay a portion of the Supramax Tranche. As a result the next seven scheduled quarterly installments commencing in April 2013 were reduced pro rata from \$0.8 million to \$0.2 million.

On June 29, 2015, we and HSH Nordbank signed a supplemental agreement to amend certain covenants governing this facility until December 31, 2016.

In September 2016, we and HSH Nordbank signed a supplemental agreement to add the vessel Star Zeta as additional collateral.

As part of the Restructuring Transactions described above, we and HSH agreed to extend the maturity of this loan from September 2016 to August 2018.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

5. HSH Nordbank \$35.0 million Facility

On February 6, 2014, we entered into a secured term loan agreement (the “HSH Nordbank \$35.0 million Facility”) with HSH Nordbank. The borrowings under this new loan agreement were used to partially finance the acquisition cost of the vessels Star Challenger and Star Fighter. The HSH Nordbank \$35.0 million Facility is secured by a first priority mortgage over the financed vessels. The borrowers under the HSH Nordbank \$35.0 million Facility are the two vessel-owning subsidiaries that own the two vessels and Star Bulk Carriers Corp. is the guarantor. This facility matures in February 2021 and is repayable in 28 equal, consecutive, quarterly installments, commencing in May 2014, of \$0.3 million for each of the Star Challenger and Star Fighter, and a final balloon payment of \$8.8 million and \$9.3 million, payable together with the last installments for Star Challenger and Star Fighter, respectively.

On June 29, 2015, we and HSH Nordbank signed a supplemental agreement to amend certain covenants governing this facility until December 31, 2016.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

6. Deutsche Bank \$39.0 million Facility

On March 14, 2014, we entered into a \$39.0 million secured term loan agreement with Deutsche Bank AG (the “Deutsche Bank \$39.0 million Facility”). The borrowings under this loan agreement were used to partially finance the acquisition cost of the vessels Star Sirius and Star Vega. The Deutsche Bank \$39.0 million Facility is secured by a first priority mortgage over the financed vessels. The borrowers under the Deutsche Bank \$39.0 million Facility are the two vessel-owning subsidiaries that own the two vessels and Star Bulk Carriers Corp. is the guarantor. This facility consists of two tranches of \$19.5 million each and matures in March 2021. Each tranche is repayable in 28 equal, consecutive, quarterly installments of \$0.4 million each, commencing in June 2014 and a final balloon payment of \$8.6 million payable at maturity.

On June 29, 2015, we entered into a supplemental letter with Deutsche Bank AG to amend certain covenants governing this facility until December 31, 2016.

On June 2, 2016, we and Deutsche Bank AG signed a supplemental agreement to add the vessel Star Vanessa as additional collateral.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

On December 8, 2017, we took delivery of the vessel Star Triumph, which replaced the sold vessel Star Vanessa as a pledged vessel under the Deutsche Bank AG \$39,000 Facility.

7. DNB-SEB-CEXIM \$227.5 million Facility

On March 31, 2015, we entered into an agreement with DNB Bank ASA as facility agent, security agent account bank and bookrunner, DNB Bank ASA and the Export-Import Bank of China (CEXIM) as mandated lead arrangers and DNB Bank ASA, Skandinaviska Enskilda Banken AB (“SEB”) and CEXIM as original lenders (the “DNB-SEB-CEXIM \$227.5 million Facility”) for up to \$227.5 million to partially finance the construction cost of six newbuilding vessels, Gargantua (ex-HN166), Goliath (ex-HN167), Maharaj (ex-HN184), Star Poseidon (ex-HN198), Star Aries (ex-HN1338) and Star Taurus (ex-HN1339)). The financing is available in six separate tranches, one for each

newbuilding vessel. As a result of the sale of the Star Aries and the Star Taurus, we will not draw down on two tranches under this facility. The first tranche of \$32.4 million and the second and third tranches of \$30.3 million each were drawn, upon the delivery of the vessels Gargantua, Goliath and Maharaj, in 2015. The fourth tranche of \$23.4 million was drawn, upon the delivery of the vessel Star Poseidon in February 2016. The tranches are repayable in 24 quarterly consecutive installments ranging between \$0.4 million and \$0.5 million, with the first becoming due and payable three months from the drawdown date of each tranche and a final balloon installment for each tranche, ranging between \$14.6 million and \$20.2 million payable simultaneously with the 24th instalment. The DNB-SEB-CEXIM \$227.5 million Facility is secured by a first priority cross-collateralized mortgage over the financed vessels and general and specific assignments and is guaranteed by Star Bulk Carriers Corp.

On June 29, 2015, we signed a supplemental letter with the lenders under this facility to amend certain covenants governing this facility until December 31, 2016.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

8. ABN AMRO \$87.5 million Facility

On August 1, 2013, Oceanbulk Shipping entered into a \$34.5 million credit facility with ABN AMRO, N.V. (the “ABN AMRO \$87.5 million Facility”) in order to partially finance the acquisition cost of the vessels Obelix and Maiden Voyage. The loans under the ABN AMRO \$87.5 million Facility were available in two tranches of \$20.4 million and \$14.1 million. On August 6, 2013, Oceanbulk Shipping drew down the available tranches. On December 18, 2013, the ABN AMRO \$87.5 million Facility was amended to add an additional loan of \$53.0 million to partially finance the acquisition cost of the vessels Big Bang, Strange Attractor, Big Fish and Pantagruel. On December 20, 2013, Oceanbulk Shipping drew down the available tranches. The tranche under the ABN AMRO \$87.5 million Facility relating to vessel Obelix was to have matured in September 2017, the one relating to vessel Maiden Voyage was to have matured in August 2018 and those relating to vessels Big Bang, Strange Attractor, Big Fish and Pantagruel mature in December 2018. The tranches are repayable in quarterly consecutive installments ranging between \$0.2 million to \$0.6 million and a final balloon payment for each tranche at maturity, ranging between \$2.5 million and \$12.8 million. The ABN AMRO \$87.5 million Facility is secured by a first-priority ship mortgage on the financed vessels and general and specific assignments and was guaranteed by Oceanbulk Shipping LLC. Following the completion of the Merger, Star Bulk Carriers Corp. replaced Oceanbulk Shipping as guarantor of the ABN AMRO \$87.5 million Facility.

On June 29, 2015, we signed a supplemental letter with ABN AMRO to amend certain covenants governing this facility until December 31, 2016.

In August 2015 and March 2016, the tranches relating to the vessels Maiden Voyage and Obelix were fully repaid, following the sale of the respective vessels.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

On February 13, 2018, we received a committed term sheet from ABN AMRO N.V for the refinancing of the balloon installments of ABN AMRO \$87,458 million Facility. The completion of the transaction is subject to customary definitive documentation, and the refinancing is expected to take place in December 2018. The non-current portion of long-term debt has been accordingly adjusted.

9. Deutsche Bank \$85.0 million Facility

On May 20, 2014, Oceanbulk Shipping entered into a loan agreement with Deutsche Bank AG Filiale Deutschlandgeschäft for the financing of an aggregate amount of \$85.0 million (the “Deutsche Bank \$85.0 million Facility”), in order to partially finance the construction cost of the newbuilding vessels Magnum Opus, Peloreus and Leviathan. Each tranche matures five years after the drawdown date. The applicable tranches were drawn down concurrently with the deliveries of the financed vessels, in May, July and September 2014, respectively. Each tranche is subject to 19 quarterly amortization payments equal to 1/60th of the tranche amount, with the 20th payment equal to the remaining amount outstanding on the tranche. The Deutsche Bank \$85.0 million Facility is secured by first priority cross-collateralized ship mortgages on the financed vessels and general and specific assignments and was originally guaranteed by Oceanbulk Shipping. On July 4, 2014, an amendment to the Deutsche Bank \$85.0 million Facility was executed in order to add ITF International Transport Finance Suisse AG as a lender. On November 4, 2014, a supplemental letter was signed to replace Oceanbulk Shipping with Star Bulk Carriers Corp. as guarantor of this facility.

On June 29, 2015, we signed a supplemental letter with Deutsche Bank AG Filiale Deutschlandgeschäft to amend certain covenants governing this facility until December 31, 2016.

In March 2016, we fully repaid the tranche relating to the vessel *Magnum Opus*, following the sale of the respective vessel.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

10. HSBC \$86.6 million Facility

On June 16, 2014, Oceanbulk Shipping entered into a loan agreement with HSBC Bank plc. (the “HSBC \$86.6 million Facility”) for the financing of an aggregate amount of \$86.6 million, to partially finance the acquisition cost of the second hand vessels *Kymopolia*, *Mercurial Virgo*, *Pendulum*, *Amami* and *Madredeus*. The loan, which was drawn in June 2014, matures in May 2019 and is repayable in 20 quarterly installments, commencing three months after the drawdown, of \$1.6 million plus a balloon payment of \$55.5 million due together with the last installment. The HSBC \$86.6 million Facility is secured by a first priority mortgage over the financed vessels and general and specific assignments and was originally guaranteed by Oceanbulk Shipping. On September 11, 2014, a supplemental agreement to the HSBC Facility was executed in order to replace Oceanbulk Shipping with Star Bulk Carriers Corp. as guarantor of the HSBC \$86.6 million Facility.

On January 29, 2016, we and HSBC Bank plc signed a supplemental agreement to add the vessel *Star Emily* as additional collateral.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

11. NIBC \$32.0 million Facility

On November 7, 2014, we and NIBC Bank N.V. entered into an agreement with respect to a credit facility (the “NIBC \$32.0 million Facility”) for the financing of an aggregate amount of up to \$32.0 million, which is available in two tranches of \$16.0 million, to partially finance the construction cost of two new building vessels, *Star Acquarius* (ex-HN 5040) and *Star Pisces* (ex-HN 5043). We drew \$15.2 million for each vessel in July and August 2015, respectively concurrently with the delivery of the relevant vessels to us. Each tranche is repayable in consecutive quarterly installments of \$0.3 million, commencing three months after the drawdown of each tranche, plus a balloon payment of \$9.6 million and \$9.9 million, respectively, both due in November 2020. The NIBC \$32.0 million Facility is secured by a first priority cross collateralized mortgage over the financed vessels and general and specific assignments and is guaranteed by Star Bulk Carriers Corp.

On June 29, 2015, we signed a supplemental letter with NIBC Bank N.V to amend certain financial covenants governing this facility until December 31, 2016.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

12. DVB \$24.8 million Facility

On October 30, 2014, we entered into a credit facility with DVB Bank SE, Frankfurt (the “DVB \$24.8 million Facility”) to partially finance the acquisition of 100% of the equity interests of Christine Shipco LLC, which is the owner of the vessel Star Martha (ex-Christine), one of the Excel Vessels. On October 31, 2014, we drew \$24.8 million to pay Excel the related cash consideration. The DVB \$24.8 million Facility is repayable in 24 consecutive, quarterly principal payments of \$0.9 million for each of the first four quarters and of \$0.5 million for each of the remaining 20 quarters, with the first becoming due and payable three months from the drawdown date, and a balloon payment of \$12.2 million payable simultaneously with the last quarterly installment, which is due in October 2020. The DVB \$24.8 million Facility is secured by a first priority pledge of the membership interests of the Christine Shipco LLC and general and specific assignments and is guaranteed by Star Bulk Carriers Corp.

On June 29, 2015, we signed a supplemental letter with DVB Bank SE, Frankfurt to amend certain covenants governing this facility until December 31, 2016.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

13. Sinosure Facility

On December 22, 2014, we executed a binding term sheet with Deutsche Bank (China) Co., Ltd. Beijing Branch and HSBC Bank plc (the “Sinosure Facility”) for the financing of an aggregate amount of up to \$156.5 million to partially finance the construction cost of eight newbuilding vessels, Honey Badger (ex-HN NE 164), Wolverine (ex-HN NE 165), Star Antares (ex-HN NE 196), Star Lutas (ex-HN NE 197), Kennadi (ex-HN 1080), Mackenzie (ex-HN 1081), and two other newbuilding vessels for which the construction contracts were subsequently terminated and the corresponding available tranches were cancelled (the “Sinosure Financed Vessels”). The financing under the Sinosure Facility was available in eight separate tranches, one for each Sinosure Financed Vessel, and is credit insured (95%) by China Export & Credit Insurance Corporation. Each tranche, which is documented by a separate credit agreement, which were all signed on February 11, 2015, matures 12 years after each drawdown, which took place at or around the time each vessel was delivered to us, and is repayable in 48 equal and consecutive quarterly installments. The Sinosure Facility is secured by a first priority cross collateralized mortgage over the Sinosure Financed Vessels and general and specific assignments and is guaranteed by Star Bulk Carriers Corp. The vessels Honey Badger and Wolverine were delivered to us in February 2015. The vessel Star Antares was delivered to us in October 2015. The vessels Star Lutas and Kennadi were delivered to us in early January 2016 and the vessel Mackenzie was delivered to us in March 2016.

On September 2, 2015, we signed a supplemental letter agreement with Deutsche Bank (China) Co., Ltd. Beijing Branch and HSBC Bank plc to amend certain covenants governing the existing credit agreements from June 26, 2015 until December 31, 2016.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

14. Citi Facility

On December 22, 2014, we entered into a credit facility with Citibank, N.A., London Branch (the “Citi Facility”) to provide financing up to \$100.0 million, in lieu of the Excel Vessel Bridge Facility, in connection with the acquisition of vessels Star Pauline, Star Despoina, Star Angie, Star Sophia, Star Georgia, Star Kamila and Star Nina, which are seven of the Excel Vessels we have acquired (the “Citi Financed Excel Vessels”). The first tranche of \$51.5 million was drawn on December 23, 2014, and the second tranche of \$42.6 million was drawn on January 21, 2015. We used amounts drawn under the Citi Facility to repay portion of the Excel Vessel Bridge Facility in respect of those Citi Financed Excel Vessels. The Citi Facility matures on December 30, 2019. The Citi Facility is repayable in 20 equal, consecutive, quarterly principal payments of \$3.4 million, with the first installment due on March 30, 2015, and a

balloon installment of \$26.3 million payable simultaneously with the last quarterly installment. The Citi Facility is secured by a first priority mortgage over the Citi Financed Excel Vessels and general and specific assignments and is guaranteed by Star Bulk Carriers Corp.

On June 30, 2015, we signed a supplemental agreement with Citibank, N.A., London Branch to amend certain covenants governing this agreement until December 31, 2016.

In December 2016, the tranche relating to the vessel Star Despoina was fully repaid, following the sale of such vessel.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

15. Heron Vessels Facility

In November, 2014, we entered into a secured term loan agreement with CiT Finance LLC (the “Heron Vessels Facility”), in the amount of \$25.3 million, in order to partially finance the acquisition cost of the two Heron Vessels, Star Gwyneth and Star Angelina. The drawdown of the financed amount incurred in December 2014, when we took delivery of the Heron Vessels. The Heron Vessels Facility matures on June 30, 2019 and is repayable in 19 equal consecutive, quarterly principal payments of \$0.7 million (with the first becoming due and payable on December 31, 2014), and a balloon installment payable at maturity equal to the then outstanding amount of the loan. The Heron Vessels Facility is secured by a first priority mortgage over the financed vessels and general and specific assignments and is guaranteed by Star Bulk Carriers Corp.

On July 1, 2015, we signed a supplemental letter with CiT Finance LLC to amend certain financial covenants governing this agreement from June 30, 2015 until December 31, 2016 and to add the vessel Star Aline as collateral under this agreement. In connection with the sale of the Star Aline in August 2016, we repaid the amount attributable to this vessel, in accordance with the provisions of the Heron Vessels Facility

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

In July 2017, we refinanced the Heron Vessels Facility with Tranche B of the ABN Amro Bank N.V. \$30.8 million Facility described below.

16. DNB \$120.0 million Facility

On December 29, 2014, we entered into an agreement with DNB Bank ASA as facility agent, security agent account bank and bookrunner, DNB Bank ASA, NIBC Bank N.V and Skandinaviska Enskilda Banken AB as original lenders, mandated lead arrangers and hedge counterparties (the “DNB \$120.0 million Facility”), to provide financing for up to \$120.0 million, in lieu of the Excel Vessel Bridge Facility, in connection with the acquisition of vessels Star Nasia, Star Monisha, Star Eleonora, Star Danai, Star Renee, Star Markella, Star Laura, Star Moira, Star Jennifer, Star Mariella, Star Helena and Star Maria, which are 12 of the Excel Vessels we have acquired (the “DNB Financed Excel Vessels”). We drew \$88.3 million in December 2014, \$9.5 million in January 2015, \$9.5 million in February 2015 and \$7.8 million in April 2015.

We used amounts drawn under the DNB \$120.0 million Facility to repay portion of the amounts drawn under the Excel Vessel Bridge Facility relating to the DNB Financed Excel Vessels. The DNB \$120.0 million Facility matures in December 2019 and is repayable in 20 equal, consecutive, quarterly principal payments of \$4.4 million, with the first installment due in March 2015, and a balloon installment of \$29.2 million payable simultaneously with the 20th installment. The DNB \$120.0 million Facility is secured by a first priority mortgage over the DNB Financed Excel Vessels and general and specific assignments and is guaranteed by Star Bulk Carriers Corp.

On June 29, 2015, we signed a supplemental letter with the lenders under this facility to amend certain covenants governing this agreement until December 31, 2016.

In August 2016, the total proceeds from the sale of the Star Monisha were applied towards the prepayment of the loan.

Please see above for information regarding the related Supplemental Agreement executed pursuant to the RLAs.

On July 24, 2017, we took delivery of the second-hand Supramax vessel Diva, which replaced the sold vessel Star Eleonora as a pledged vessel under the DNB \$120.0 million Facility.

17. ABN AMRO Bank N.V. \$30.8 million Facility

On June 23, 2017, we executed a loan agreement with ABN AMRO Bank N.V. for an aggregate principal amount of \$30.8 million, available in two tranches.

Tranche A, with a principal amount of \$16.0 million, was drawn down on June 27, 2017 to partially finance the acquisition of Star Charis and Star Suzanna. This tranche matures in June 2022 and is repayable in 20 quarterly installments, commencing in September 2017, the first four of which are \$1.0 million and the remaining 16 of which are \$0.36 million, and a final balloon payment of \$6.2 million, payable together with the last installment.

Tranche B, with a principal amount of \$14.8 million, was drawn down on July 7, 2017 to refinance the outstanding debt under the Heron Vessels Facility, as described above. Tranche B is secured by Star Angelina and Star Gwyneth. This tranche matures in July 2022 and is repayable in 17 equal quarterly installments of \$0.64 million, commencing in July 2018, and a final balloon payment of \$4.0 million, payable together with the last installment.

All of our bank loans bear interest at LIBOR plus a margin.

Credit Facility Covenants

Our outstanding credit facilities generally contain customary affirmative and negative covenants, on a subsidiary level, including limitations to:

- pay dividends if there is an event of default under our credit facilities or the Deferred Amounts have not been repaid in full;
- incur additional indebtedness, including the issuance of guarantees, or refinance or prepay any indebtedness, unless certain conditions exist;
- create liens on our assets;
- change the flag, class or management of our vessels or terminate or materially amend the management agreement relating to each vessel;
- acquire new or sell vessels, unless certain conditions exist;
- merge or consolidate with, or transfer all or substantially all our assets to, another person; or
- enter into a new line of business.

Furthermore, our credit facilities contain financial covenants requiring us to maintain various financial ratios, including:

- a minimum percentage of aggregate vessel value to loans secured (security cover ratio or “SCR”);
- a maximum ratio of total liabilities to market value adjusted total assets;
- a minimum EBITDA to interest coverage ratio;
- a minimum liquidity; and
- a minimum market value adjusted net worth.

As of December 31, 2016 and 2017, we were required to maintain minimum liquidity, not legally restricted, of \$47.6 million and \$51.4 million, respectively. In addition, as of December 31, 2016 and 2017, we were required to maintain minimum liquidity, legally restricted, of \$14.0 million and \$15.6 million, respectively.

As of December 31, 2016 and 2017, we were in compliance with the applicable financial and other covenants contained in our debt agreements.

Redemption of 2019 Notes and Issuance of 2022 Notes

On November 6, 2014, we issued \$50.0 million aggregate principal amount of 8.00% Senior Notes due 2019 (the “2019 Notes”). The net proceeds were \$48.4 million. On November 9, 2017, we issued \$50.0 million aggregate principal amount of 8.30% Senior Notes due 2022 (the “2022 Notes”). The proceeds were \$50.0 million were applied to redeem the 2019 Notes on December 11, 2017 at an aggregate redemption price of 100% of the outstanding principal amount, plus accrued and unpaid interest to, but not including, the date of redemption. The 2022 Notes mature in November 2022 and are senior, unsecured obligations of Star Bulk Carriers Corp. The 2022 Notes are not guaranteed by any of our subsidiaries.

The 2022 Notes bear interest at a rate of 8.30% per annum, payable quarterly in arrears on the 15th of February, May, August and November of each year, commencing on February 15, 2018.

We may redeem the 2022 Notes, in whole or in part, at any time on or after May 15, 2019 at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. Prior to May 15, 2019, we may redeem the 2022 Notes, in whole or in part, at a price equal to 100% of their principal amount plus a make-whole premium and accrued interest to the date of redemption. In addition, we may redeem the 2022 Notes in whole, but not in part, at any time, at a redemption price equal to 100% of their principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date, if certain events occur involving changes in taxation.

The indenture governing the 2022 Notes requires us to maintain a maximum ratio of net debt to consolidated total assets and a minimum consolidated tangible net worth. The indenture governing the 2022 Notes also contains various negative covenants, including a limitation on asset sales and a limitation on restricted payments. The indenture governing the 2022 Notes prevents us from paying dividends if the two above financial ratios are not met. The indenture governing the 2022 Notes also contains other customary terms and covenants, including that upon certain events of default occurring and continuing, either the Trustee or the holders of not less than 25% in aggregate principal amount of the 2022 Notes then outstanding may declare the entire principal amount of all the 2022 Notes plus accrued interest, if any, to be immediately due and payable. Upon certain change of control events, we are required to offer to repurchase the 2022 Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to, but not including, the date of redemption. If we receive net cash proceeds from certain asset sales

and do not apply them within a specified deadline, we will be required to apply those proceeds to offer to repurchase the 2022 Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to, but not including, the date of redemption.

As of December 31, 2017, we were in compliance with the applicable financial and other covenants contained in the 2022 Notes.

Bareboat Charters

In 2013 we entered into separate bareboat charter party contracts with affiliates of New Yangzijiang shipyards for the construction of the Ultramax vessels Idee Fixe (ex-HN 1063), Roberta (ex-HN 1061), Laura (ex-HN 1062) and Kaley (ex-HN 1064). The vessels were constructed pursuant to four shipbuilding contracts entered into between four pairings of affiliates of New Yangzijiang. Each pair has one shipyard party (each, a “New YJ Builder”) and one ship-owning entity (each a “New YJ Owner”). Delivery of each vessel to us was deemed to occur upon delivery of the vessel to the New YJ Owner from the corresponding New YJ Builder. Pursuant to the terms of the bareboat charters, we were required to pay upfront fees, corresponding to the pre-delivery installments to the shipyard. An amount of \$20.7 million for the construction cost of each vessel, corresponding to the delivery installment to the shipyard, is financed by the relevant New YJ Owner, to whom we pay a pre-agreed daily bareboat charter hire rate on a 30-days advance basis. Following each vessel’s delivery, we have monthly purchase options to acquire the vessel at pre-determined, amortizing-during-the-charter-period prices and on the eighth anniversary of the delivery of each vessel, we have the obligation to purchase the vessel at a purchase price of \$6.0 million. Upon the earlier of the exercise of the purchase options or the expiration of the bareboat charters, we will own the four vessels. The four vessels were delivered to us on March 25, 2015, March 31, 2015, April 7, 2015 and June 26, 2015, respectively.

In 2013 we entered into separate bareboat charter party contracts with affiliates of SWS for the construction of the Newcastlemax vessels Star Marisa (ex- HN 1359), Star Ariadne (ex-HN 1360) and the HN 1361 (tbn Star Magnanimus). Each pair has one shipyard party (each, an “SWS Builder”) and one ship-owning entity (each an “SWS Owner”). Delivery of each vessel to us is deemed to occur upon delivery of the vessel to the SWS Owner from the corresponding SWS Builder. Pursuant to the terms of the bareboat charter, we are required to pay upfront fees, corresponding to the pre-delivery installments to the shipyard. An amount ranging from \$40.0 to \$43.2 million for the construction cost of each vessel, corresponding to the delivery installment to the shipyard, is financed by the relevant SWS Owner, to whom we are required to pay a daily bareboat charter hire rate payable monthly plus a variable amount. After each vessel’s delivery, we have monthly purchase options to acquire the vessel at pre-determined, amortizing-during-the-charter-period prices. On the tenth anniversary from the delivery of each vessel, we have the obligation to purchase the vessel at a purchase price ranging from \$12.0 million to \$12.9 million. Upon the earlier of the exercise of the purchase options or the expiration of the bareboat charters, we will own the three vessels. We took delivery of the Star Marisa (ex-HN 1359) during the year ended December 31, 2016, of the Star Ariadne during the year ended December 31, 2017 while HN 1361 (tbn Star Magnanimus) is expected to be delivered in April 2018.

On February 17, 2014, we entered into separate bareboat agreements with CSSC (Hong Kong) Shipping Company Limited (“CSSC”), an affiliate of SWS, to bareboat charter for ten years two fuel efficient Newcastlemax vessels, each with a cargo carrying capacity of 208,000 deadweight tons. The vessels were constructed pursuant to shipbuilding contracts entered into between two pairings of affiliates of SWS. Each pair had one shipyard party (each, an “SWS Builder”) and one ship-owning entity (each an “SWS Owner”). Delivery to us of each vessel was deemed to occur upon delivery of the vessel to the SWS Owner from the corresponding SWS Builder. Pursuant to the terms of the bareboat charters, we were required to pay upfront fees, corresponding to the pre-delivery installments to the shipyard. An amount of \$43.2 million and \$40.0 million, respectively, for the construction cost of each vessel, corresponding to the delivery installment to the shipyard, was financed by the relevant SWS Owner, to whom we pay a daily bareboat charter hire rate payable monthly plus a variable amount. Under the terms of the bareboat charters, we have the option to purchase the corresponding vessel at any time following delivery, such option being exercisable on a monthly basis against a predetermined, amortizing-during-the-charter-period prices whilst we have the obligation to purchase the two vessels at the expiration of the bareboat term at a purchase price of \$13.0 million and \$12.0 million, respectively. Upon the earlier of the exercise of the purchase options or the expiration of the bareboat charters, we will own the corresponding vessels. We took delivery of the Star Libra (ex-HN 1372) during the year ended December 31, 2016, while the Star Virgo (ex- HN 1371) was delivered in March 2017.

In order to finance the delivery installment of vessel Star Eleni (ex-HN 1342), on December 13, 2017, we sold the vessel and simultaneously entered into a bareboat charter party contract with CSSC, an affiliate of SWS, to bareboat charter the vessel for ten years. Pursuant to the terms of the bareboat charter, an amount of \$30.0 million, for the construction cost of the vessel, corresponding to the delivery installment to the shipyard, was financed by CSSC, to whom we pay a daily bareboat charter hire rate payable monthly plus a variable amount. The difference between the sale price of the vessel and the finance amount of \$30,000 was considered to be upfront hire and was agreed to be set-off against part of the sale price. Under the terms of the bareboat charter, we have the option to purchase the vessel at any time after vessel's delivery, such option being exercisable on a monthly basis against pre-determined, amortizing-during-the-charter-period prices whilst we have a respective obligation of purchasing the vessel at the expiration of the bareboat term at a purchase price of approximately \$9.0 million. Upon the earlier of the exercise of the purchase option or the expiration of the bareboat charter, we will own the vessel, which was delivered to us on January 3, 2018.

Dividend Payments

Currently, pursuant to the Restructuring Transactions, as mentioned above, we are restricted from paying dividends until all Deferred Amounts have been fully repaid. In addition, we did not pay any dividends for the years ended 2016 and 2017. Please see the section of this annual report entitled "The Restructuring Transactions."

C. Research and Development, Patents and Licenses

Not Applicable.

D. Trend Information

Please see Item 5.A, "Operating Results."

E. Off-balance Sheet Arrangements

As of the date of this annual report, we do not have any off-balance sheet arrangements.

F. Tabular Disclosure of Contractual Obligations

The following table sets forth our contractual obligations and their maturity dates as of December 31, 2017:

| In thousands of Dollars | Payments due by period | | | | |
|---|------------------------|-----------------------|------------------------|-----------------------|---|
| | Total | Less than 1 year 2018 | 1-3 years (2019 -2020) | 3-5 years (2021-2022) | More than 5 years (After January 1, 2023) |
| Principal Loan Payments (1) | 756,214 | 173,958 | 344,410 | 190,032 | 47,814 |
| 8.30% 2022 Notes | 50,000 | - | - | 50,000 | - |
| Interest payments (2) | 101,720 | 35,109 | 41,807 | 19,274 | 5,530 |
| Shipbuilding contracts (3) | 35,608 | 35,608 | - | - | - |
| Bareboat commitments charter hire - Newbuilding vessels (4) | 99,856 | 6,907 | 15,894 | 15,852 | 61,203 |
| Bareboat commitments charter hire - Operating vessels (5) | 304,856 | 28,901 | 64,578 | 64,670 | 146,707 |
| Future, minimum, charter-in hire payments (6) | 3,486 | 3,486 | - | - | - |
| Office rent | 1,751 | 353 | 553 | 557 | 288 |

| | | | | | |
|-------|-----------|---------|---------|---------|---------|
| Total | 1,353,491 | 284,322 | 467,242 | 340,385 | 261,542 |
|-------|-----------|---------|---------|---------|---------|

(1) Principal loan payments reflect the Restructuring, which is further analyzed in Note 8 to our consolidated financial statements included in this report.

Amounts shown reflect interest payments we expect to make with respect to our long-term debt obligations, as well (2) as 2022 Notes. The interest payments reflect an assumed LIBOR based applicable rate of 1.69428 % (the three-month LIBOR as of December 31, 2017) plus the relevant margin of the applicable credit facility.

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The amounts represent our remaining obligations as of December 31, 2017 with respect to one of our newbuilding (3) vessels. Our obligations for the remaining two newbuilding vessels, which are under bareboat lease agreements and classified as capital leases, are discussed under footnote (4) below.

The amounts represent our commitments under the bareboat lease arrangements for our two newbuilding vessels (4) (including Star Eleni which was delivered to us on January 3, 2018), representing the charter hire. The bareboat charter hire is comprised of fixed and variable portion, the variable portion is calculated based on the 6-month LIBOR of 1.83707% and 3-month LIBOR of 1.69428% as of December 31, 2017, as applicable.

The amounts represent our commitments under the bareboat lease arrangements for eight of our operating vessels, (5) representing the fixed charter hire, which is further analyzed in Note 5 to our consolidated financial statements included in this report.

(6) The amounts represent our commitments under the outstanding as of December 31, 2017 charter-in arrangements (including operating lease and freight agreements) for third party vessels.

Our Fleet - Illustrative Comparison of Possible Excess of Carrying Value over Estimated Charter-Free Market Value of Certain Vessels

In “Item 5.A, “Critical Accounting Policies - Impairment of long-lived assets,” we discuss our policy for impairing the carrying values of our vessels. During the past few years, the market values of vessels have experienced particular volatility, with substantial declines in many vessel classes. As a result, the charter-free market value, or basic market value, of certain of our vessels may have declined below those vessels’ carrying value. We would, however, not impair those vessels’ carrying value under our accounting impairment policy, due to our belief that future undiscounted cash flows expected to be earned by such vessels over their operating lives would exceed such vessels’ carrying amounts.

The table set forth below indicates: (i) the carrying value of each of our vessels as of December 31, 2017, and (ii) which of our vessels we believe have a market value below their carrying value. As of December 31, 2017, we have 54 operating vessels and two newbuilding vessels that we believe have a market value below their carrying value. The aggregate difference between the carrying value of these vessels and their market value of \$327.7 million represents the amount by which we believe we would have to reduce our net income if we sold these vessels in the current environment, on industry standard terms, in cash transactions, and to a willing buyer where we are not under any compulsion to sell, and where the buyer is not under any compulsion to buy. For purposes of this calculation, we have assumed that the vessels would be sold at a price that reflects our estimate of their charter-free market values as of December 31, 2017. However, we are not holding our vessels for sale.

Our estimates of charter-free market value assume that our vessels are all in good and seaworthy condition without need for repair and if inspected would be certified in class without notations of any kind. Our estimates are based on information available from various industry sources, including:

- reports by industry analysts and data providers that focus on our industry and related dynamics affecting vessel values;
- news and industry reports of similar vessel sales;
- news and industry reports of sales of vessels that are not similar to our vessels, where we have made certain adjustments in an attempt to derive information that can be used as part of our estimates;
- approximate market values for our vessels or similar vessels that we have received from shipbrokers, whether solicited or unsolicited, or that shipbrokers have generally disseminated;

·offers that we may have received from potential purchasers of our vessels; and

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vessel sale prices and values of which we are aware through both formal and informal communications with ship owners, shipbrokers, industry analysts and various other shipping industry participants and observers.

As we obtain information from various industry and other sources, our estimates of charter-free market value are inherently uncertain. In addition, vessel values are highly volatile; as such, our estimates may not be indicative of the current or future charter-free market value of our vessels or prices that we could achieve if we were to sell them.

| Vessel Name | Size (DWT) | Year Built | Carrying Value as of December 31, 2017 (in millions of U.S dollars) | |
|--------------------|------------|------------|---|---|
| 1 Goliath | 209,537 | 2015 | 57.5 | * |
| 2 Gargantua | 209,529 | 2015 | 56.6 | * |
| 3 Star Poseidon | 209,475 | 2016 | 37.2 | |
| 4 Maharaj | 209,472 | 2015 | 57.4 | * |
| 5 Star Ariadne (1) | 207,812 | 2017 | 53.9 | * |
| 6 Star Virgo (1) | 207,810 | 2017 | 51.0 | * |
| 7 Star Libra (1) | 207,765 | 2016 | 53.2 | * |
| 8 Star Marisa (1) | 207,709 | 2016 | 55.0 | * |
| 9 Leviathan | 182,511 | 2014 | 34.3 | |
| 10 Peloreus | 182,496 | 2014 | 34.3 | |
| 11 Star Martha | 180,274 | 2010 | 39.0 | * |
| 12 Star Pauline | 180,274 | 2008 | 26.4 | |
| 13 Pantagruel | 180,181 | 2004 | 28.2 | * |
| 14 Star Borealis | 179,678 | 2011 | 43.0 | * |
| 15 Star Polaris | 179,600 | 2011 | 43.5 | * |
| 16 Star Angie | 177,931 | 2007 | 32.1 | * |
| 17 Big Fish | 177,662 | 2004 | 28.4 | * |
| 18 Kymopolia | 176,990 | 2006 | 32.7 | * |
| 19 Star Triumph | 176,343 | 2004 | 14.2 | |
| 20 Big Bang | 174,109 | 2007 | 33.7 | * |
| 21 Star Aurora | 171,199 | 2000 | 25.0 | * |
| 22 Amami | 98,681 | 2011 | 24.6 | * |
| 23 Madredeus | 98,681 | 2011 | 24.7 | * |
| 24 Star Sirius | 98,681 | 2011 | 25.6 | * |
| 25 Star Vega | 98,681 | 2011 | 25.6 | * |
| 26 Star Angelina | 82,981 | 2006 | 20.9 | * |
| 27 Star Gwyneth | 82,790 | 2006 | 21.0 | * |
| 28 Star Kamila | 82,769 | 2005 | 18.6 | * |
| 29 Pendulum | 82,619 | 2006 | 18.2 | * |
| 30 Star Maria | 82,598 | 2007 | 15.7 | |
| 31 Star Markella | 82,594 | 2007 | 17.7 | * |
| 32 Star Danai | 82,574 | 2006 | 17.1 | * |
| 33 Star Georgia | 82,298 | 2006 | 15.1 | * |
| 34 Star Sophia | 82,269 | 2007 | 17.4 | * |
| 35 Star Mariella | 82,266 | 2006 | 18.3 | * |
| 36 Star Moira | 82,257 | 2006 | 15.1 | * |
| 37 Star Nina | 82,224 | 2006 | 12.9 | |
| 38 Star Renee | 82,221 | 2006 | 13.4 | |

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| Vessel Name | Size (DWT) | Year Built | Carrying Value as of December 31, 2017 (in millions of U.S dollars) | |
|--------------------|------------|------------|---|---|
| 39 Star Nasia | 82,220 | 2006 | 19.4 | * |
| 40 Star Jennifer | 82,209 | 2006 | 11.4 | |
| 41 Star Laura | 82,209 | 2006 | 13.6 | |
| 42 Star Helena | 82,187 | 2006 | 13.1 | |
| 43 Star Charis | 81,711 | 2013 | 14.7 | |
| 44 Star Suzanna | 81,711 | 2013 | 14.8 | |
| 45 Mercurial Virgo | 81,545 | 2013 | 23.0 | * |
| 46 Star Iris | 76,466 | 2004 | 16.8 | * |
| 47 Star Emily | 76,417 | 2004 | 15.7 | * |
| 48 Idee Fixe (1) | 63,458 | 2015 | 28.0 | * |
| 49 Roberta (1) | 63,426 | | | |