



AGB FINANCE P.L.C.
Hacienda Office,
Nathalie Poutiatin Tabone Street,
Sliema, SLM 1870,
Malta

Company Announcement

Subscription of Tranche 1 of Series 2 Bonds under the Secured Bonds Issuance Programme and basis of acceptance

Reference is made to the Company's announcement dated 27 May 2026 whereby the public was informed that the Company was making a public offer of a second tranche of Secured Bonds under its €25,000,000 Secured Bonds Issuance Programme, and namely Tranche 1 of Series 2/2026 consisting of a public offer and sale of up to €8,700,000 aggregate principal amount of Secured Bonds at an annual interest rate of 5.7%, and this in terms of the Final Terms issued by the Company in respect thereof dated 27 May 2026.

In that same announcement the public had been informed that the Financial Analysis Summary of the Company dated 27th May 2026, had been approved for publication and may be downloaded by visiting the website of the Company on <https://agb.com.mt/investor-relations/>

For the sake of completeness, the Company is also attaching a copy of such Financial Analysis Summary herewith.

By order of the Board

A handwritten signature in blue ink, appearing to read 'Joseph Saliba', is written over a light blue horizontal line.

Joseph Saliba

Company Secretary

Date: 30 June 2026

Company Registration Number: C 112318
www.agb.com.mt

Directors

Mr Alan Bonnici

Dr Sam Abela

Dr Michael Sciriha

Mr Arthur Gauci



AEB

**FINANCIAL
ANALYSIS
SUMMARY**

Financial Analysis Summary

The Directors

AGB Finance p.l.c.

Hacienda Office, Nathalie Poutiatin Tabone Street,
Sliema, SLM 1870,
Malta

27 May 2026

In accordance with your instructions, and in line with the requirements of the MFSA Listing Policies, we have compiled the Financial Analysis Summary (the "Analysis") set out on the following pages and which is being forwarded to you together with this letter.

The purpose of the financial analysis is that of summarising key financial data appertaining to the Issuer and the Guarantor. The data is derived from various sources or is based on our own computations as follows:

- a) Historical financial data for the years ending 31 December 2022, 2023, 2024 and 2025 has been extracted from the audited financial statements of the Guarantor and for the year ending 31 December 2025 from the audited financial statements of the Issuer.
- b) The forecast data for the financial years ending 31 December 2026 and 2027 has been provided by management.
- c) Our commentary on the Issuer's and Guarantor's results and financial position has been based on the explanations provided by management.
- d) Relevant financial data in respect of competitors has been extracted from public sources such as the websites of the companies concerned or financial statements filed with the Registrar of Companies.
- e) The ratios quoted in the Financial Analysis Summary have been computed by us applying the definitions set out in Part 4 of the Analysis.

The Analysis is meant to assist potential investors by summarising the more important financial data set out in the Prospectus. The Analysis does not contain all data that is relevant to potential investors and is meant to complement, and not replace, the contents of the full Prospectus. The Analysis does not constitute an endorsement by our firm of the proposed bond issue and should not be interpreted as a recommendation to invest in the Issuer's securities. We shall not accept any liability for any loss or damage arising out of the use of the Analysis and no representation or warranty is provided in respect of the reliability of the information contained in the Prospectus. Potential investors are encouraged to seek professional advice before investing in the Issuer's securities.

Yours sincerely,



Patrick Mangion

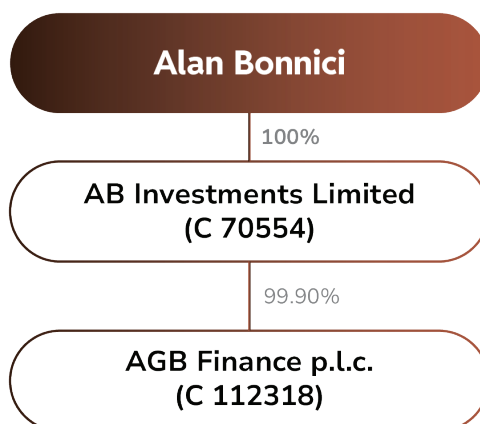
Head of Capital Markets

Table of Contents

PART 1 • INFORMATION ABOUT THE GROUP	3
1.1 Group's Key Activities and Structure	3
1.2 Directors and Key Employees	4
1.3 Major Assets owned by the Group Post-Restructuring	4
1.4 Operational Developments	5
1.5 Use of Proceeds	6
PART 2 • HISTORICAL PERFORMANCE AND FORECASTS	7
2.1 Issuer's Income Statement	7
2.2 Issuer's Statement of Financial Position	9
2.3 Issuer's Statement of Cash Flows	11
2.4 Guarantor's Income Statement Pre-Restructuring	12
2.5 Guarantor's Statement of Financial Position Pre-Restructuring	13
2.6 Guarantor's Statement of Cash Flows Pre-Restructuring	15
2.7 Guarantor's Income Statement Post-Restructuring	16
2.8 Guarantor's Statement of Financial Position Post-Restructuring	18
2.9 Guarantor's Statement of Cash Flows Post-Restructuring	20
PART 3 • KEY MARKET AND COMPETITOR DATA	22
3.1 General Market Conditions	22
3.2 Malta Economic Update ¹	22
3.3 Malta Economic Outlook ²	22
3.4 Property Market Malta ³⁻⁴	23
3.5 Tourism ⁵	23
3.6 Comparative Analysis	24
PART 4 • GLOSSARY AND DEFINITIONS	27

Part 1 • Information about the Group

1.1 Group's Key Activities and Structure



On 10 October 2025 the Issuer successfully issued its secured Tranche 1 Bonds amounting to approximately €16.3m. This issue was the first tranche of a €25m Bond Programme (the “**Bond Programme**”). The Issuer is now issuing Tranche 1 of Series 2/2026 (“**Tranche 2**”) Bonds which will complete the Bond Programme. The Bond Programme is being issued through AGB Finance p.l.c. (the “**Issuer**”), a Special Purpose Vehicle (“**SPV**”) that is wholly owned by AB Investments. AB Investments Limited (the “**Guarantor**”), bearing company registration number C 70554, was incorporated on 13 May 2015.

The Guarantor’s registered office is situated at Hacienda Office, Nathalie Poutiatin Tabone Street, Sliema, SLM 1870, Malta. Together, AB Investments Limited and AGB Finance p.l.c. make up the “**Bond Group**” or the “**Group**”). The issued share capital of AB Investments comprises 10,183,526 ordinary shares of €1 each, all of which are issued and fully paid up. Mr. Alan Bonnici, the ultimate beneficial owner (“**UBO**”), holds 100% of the shareholding and also serves as both Director and Company Secretary of the Guarantor.

In anticipation of the Bond Programme, the Bond Group undertook a comprehensive corporate restructuring aimed at streamlining asset ownership, improving liquidity, and optimising the Group’s capital structure. The restructuring involved the transfer of selected assets from AGB Holdings Limited — a company incorporated under the laws of Malta with registration number C 76725 — to AB Investments. Simultaneously, non-core assets held by AB Investments were transferred to AGB Holdings Limited.

This reorganisation was designed to align the ownership framework with the Group’s long-term strategic objectives and to better support its funding requirements for ongoing and future real estate developments. Following the restructuring process, the Group is composed of the following entities:

- The Guarantor: Serves as the parent company and holds the Group’s key property assets. It also acts as a holding company with full ownership and control over the Issuer. The Guarantor is a single-member entity, entirely owned and controlled by the Group’s UBO.
- The Issuer: A special purpose vehicle with no significant operating assets, established solely for the purpose of raising finance on behalf of the Group. The Issuer will serve as the vehicle through which the Group will fund existing and future property-related investments, enabling it to capitalise on emerging market opportunities.

The Group’s primary business activity, conducted through the Guarantor, is the acquisition, development, and leasing of immovable property across multiple sectors, including the hospitality and tourism industry, as well as the commercial and residential markets.

As part of the restructuring exercise. The properties transferred by AGB Holdings Limited to AB Investments were assigned a total value of €11,199,303. In parallel, AB Investments transferred certain non-core properties to AGB Holdings Limited at an aggregate adjusted value of €3,016,977. Subsequently, AB Investments, AGB Holdings Limited, and Mr. Alan Bonnici entered into an assignment agreement whereby each company transferred its receivables from the other to Mr. Bonnici

in consideration of the respective amounts owed. The parties further agreed to a mutual set-off of receivables. As a result, the outstanding debt of €8,182,326 due by AB Investments to Mr. Bonnici was capitalised through the issuance of 8,182,326 fully paid-up ordinary shares of €1 each by AB Investments in favour of Mr. Bonnici.

1.2 Directors and Key Employees

Board of Directors - Issuer

As of the date of this Analysis, the following persons constitute the board of directors of the Issuer:

Name	Office Designation
Mr Alan Bonnici	Executive Director and Group CEO
Dr Sam Abela	Non-Executive Director and Chairman
Dr Michael Sciriha	Independent Non-Executive Director
Mr Arthur Gauci	Independent Non-Executive Director

The business address of the Directors is at the registered office of the Issuer. The board of the Issuer is composed of four directors who are entrusted with its overall direction and management. The executive directors are in charge of the decision-making and the day-to-day management of the Issuer, whereas the non-executive directors, all of whom are independent of the Issuer, monitor the executive activity of the Issuer and contribute to the development of its corporate strategy, by providing objective and impartial scrutiny.

Board of Directors - Guarantor

Name	Office Designation
Mr Alan Bonnici	Executive Director and Group CEO
Mr Colin Bowman	Non-Executive Director
Dr Sam Abela	Non-Executive Director

The business address of the directors of the Guarantor is at the registered office of the Guarantor.

1.3 Major Assets owned by the Group Post-Restructuring

The primary business operations of the Group are anticipated to revolve around the acquisition, development, and long-term retention of immovable property, with the objective of generating recurring rental income. These activities are principally focused within the commercial and residential real estate sectors.

The Guarantor's current portfolio of principal investments and ongoing development projects includes the following assets:

G HOTEL – ST. JULIAN'S

The G Hotel is a completed three-star hotel situated at 52, Triq San Ġorġ, St. Julian's, constructed on a site measuring approximately 110 square metres. The property spans 11 floors and comprises 25 guest rooms. The ground and first floors accommodate the entrance lobby, reception area, and an eatery, while the remaining nine floors house the guest rooms—typically three rooms per floor, with the top level featuring additional terracing.

CORKS HOTEL – ST. JULIAN'S

Corks Hotel is a planned three-star hotel development to be constructed on a site measuring approximately 142 square metres at 56, Triq San Ġorġ, St. Julian's, directly adjacent to the G Hotel. The finished development will comprise 34 rooms across 11 floors. The ground and first floors will feature a reception area and an eatery, while the remaining levels will accommodate guest rooms.

GŻIRA HOTEL – GŻIRA

This development project involves the construction of a three-star hotel over a site measuring approximately 270 square metres, located at 14, 15, 16, 17, and 18, Msida Road, Gżira. The hotel is currently under construction and, once completed, will consist of 34 rooms spread across nine floors. The ground floor will host a reception and an eatery, while the upper floors will accommodate guest rooms. The top level will include a multi-purpose hall, terracing, and a rooftop pool.

GŻIRA COMMERCIAL OUTLETS – GŻIRA

This property comprises two adjacent, fully completed commercial outlets with a combined footprint of approximately 300 square metres. The outlets have frontage on two different roads—one located at 'Jungle Joy', Msida Road, Gżira, and the other at 'Chef Choice', Triq ix-Xatt, Gżira. Currently, the 'Jungle Joy' premises are leased to third parties and is operating as a restaurant whilst the 'Chef Choice' premises is leased to third parties and is operating as a butcher-style retail shop.

SLIEMA DEVELOPMENT – SLIEMA

This project concerns a proposed real estate development over a site measuring approximately 141 square metres, located at 80 and 80A, Sqaq il-Fawwara, Sliema. The site, including the existing buildings, was acquired by the Guarantor by means of a notarial deed in the records of Notary Tiziana Maria Refalo of 28 November 2025

MISRAĦ IL-BARRIERI MSIDA DEVELOPMENT – MSIDA

This completed residential development, situated at 'Cantera Mansions', Misraĥ il-Barrieri Street, Msida, stands on a site measuring approximately 260 square metres. The block consists of a ground-floor garage accommodating five car spaces and 12 overlying residential units, including two penthouses spread across six upper levels. The development was approved under planning permit PA/04848/21 in 2021. The underlying site was acquired via a notarial deed executed on 20 September 2022. Ownership of the development is held in equal undivided shares by the Guarantor and DMC Holdings Limited (C 97511), a third-party entity unrelated to the Group.

1.4 Operational Developments

- **Development and Finishing of Corks Hotel**

Approximately **€3,500,000** will be applied towards the development and completion of the **Corks Hotel** project in St. Julian's, a key asset owned by the Guarantor. As at the date of this Analysis €3.3m has been utilised on this project;

- **Completion of Gżira Hotel (Phase I)**

An estimated **€3,800,000** will be used to finance the finishing works of the first phase of the Gżira Hotel, which currently comprises nine completed structural levels in shell form. As at the date of this Analysis €2.7m has been utilised on this project;

1.5 Use of Proceeds

The net proceeds from the issue of the Tranche 2 Bonds are estimated at **€8,525,000** after deducting expenses.

- **Completion of Gzira Hotel (Phase 2)**

Approximately **€1,700,000** has been allocated for the construction and finishing of an additional 3 floors of Gzira Hotel. The development application to construct an additional 3 floors at the Gzira Hotel is under consideration by Planning Authority;

- **Acquisition/Development: Fawwara Lane property, Sliema**

Approximately **€4,000,000** is designated for the acquisition and development of a commercial and residential property project in Sliema, which is currently under a promise of sale agreement. A full development permit to demolish the existing structure and construct a new one is under review by the Planning Authority;

- **General Corporate Purposes**

The remaining balance, approximately **€2,825,000**, will be allocated towards the general corporate funding requirements of the Group. These may include working capital needs, operational expenses, or investment in future development opportunities aligned with the Group's long-term strategy.

Part 2 · Historical Performance and Forecasts

The Issuer was recently incorporated for the purposes of the Bond Programme and, as such, has only 1 period of historical financial information available. Accordingly, sections 2.1 to 2.3 of this Analysis are based on 1 period of audited historical accounts for the year ending 31 December 2025 and 2 years of forecasted performance for the periods ending 31 December 2026 and 2027.

Sections 2.4 to 2.6 of this Analysis include the historical financial performance of the Guarantor (pre the restructuring explained in section 1.1) for the years ending 31 December 2022, 2023 and 2024 whilst sections 2.7 to 2.9 include 1 year of audited historical performance for the Guarantor post the restructuring for the year ending 31 December 2025 as well as 2 years of forecasted performance for the period ending 31 December 2026 and 2027.

The projected financial statements detailed below relate to events in the future and are based on assumptions which management believe to be reasonable. Consequently, the actual outcome may be adversely affected by unforeseen situations and the variation between forecast and actual results may be material.

2.1 Issuer's Income Statement

Issuer's Statement of Comprehensive Income for the period ended 31 December	2025A	2026F	2027F
	€000s	€000s	€000s
Finance Income	283	1,328	1,618
Finance Costs	(222)	(1,128)	(1,376)
Net Finance Income	61	200	242
Gain on changes in the fair value of financial assets held at fair value through profit or loss (FVTPL)	18	-	-
Investment income	-	140	144
Administrative expenditure	(61)	(141)	(155)
Profit / (loss) before tax	18	199	231
Taxation	(23)	(70)	(81)
Profit / (loss) for the period	(5)	130	150

The Issuer is a newly incorporated special purpose vehicle established for the sole purpose of acting as the financing arm of the Group. The Issuer does not carry out any trading activities of its own and is therefore entirely dependent on the operational and financial performance of its parent company, the Guarantor, to which it will on-lend the net proceeds of the Bond Programme.

The Group, through the Guarantor, is principally engaged in the acquisition, development, and retention of immovable property for long-term investment purposes, generating rental income across the hospitality, commercial, and residential sectors.

Initially the Bond Programme was forecast to be fully completed by year end FY25. The issuance of the Tranche 2 Bonds has since then been moved into FY26 and this explains the lower finance income and finance costs recorded for FY25 when compared to those forecast in the Tranche 1 Bonds Prospectus dated 10 October 2025. In FY26 the Issuer is forecasting a full year of interest on the Tranche 1 Bonds and circa 6 months of interest on the Tranche 2 Bonds. FY27 is expected to include the full interest amount on both tranches of the Bond Programme.

Whilst the finance expense reflects the interest to be paid to bondholders the finance income represents the interest charged on the intercompany loan advanced to the Guarantor. For the Tranche 1 Bonds this loan accrues interest at a fixed rate of 6.5% per annum, whereas for the Tranche 2 Bonds the loan interest will accrue at a slightly higher 6.7% in line with the higher interest rate on the Tranche 2 Bonds. The Issuer generated a negligible loss of €5k in FY25 mainly due to the minimal net finance income generated during the year.

The Issuer is expected to generate net finance income of €200k in FY26, increasing to €242k in FY27, reflecting the full-year impact of the Bond Programme's interest differential. Investment income is projected to amount to €140k in FY26 and €144k in FY27. This relates to interest earned on short-term government treasury bills ("T-Bills") issued by European sovereigns with maturities of less than one year. Administrative costs, projected at €141k in FY26 and increasing to €155k in FY27, comprise recurring overheads including audit fees, directors' remuneration, listing and supervisory fees amongst others. These are assumed to increase annually by 10%. The Issuer is expected to remain profitable throughout the projection period, with profit before tax of €199k in FY26 and €231k in FY27. After accounting for taxation at an effective rate of 35%, net profit is projected to amount to €130k in FY26 and €150k in FY27.

The Issuer's operating model is based on the spread between interest expense paid to bondholders and interest income accrued on the intercompany loan. This spread ensures that its administrative expenses are fully covered by the net margin generated. This structure is designed to maintain stability and predictability in the Issuer's financial performance, provided that the Guarantor continues to meet its obligations under the loan agreement.

2.2 Issuer's Statement of Financial Position

Issuer's Statement of Financial Position as at 31 December	2025A	2026F	2027F
	€000s	€000s	€000s
Assets			
<i>Non-current assets</i>			
Intercompany loan receivable	7,223	15,748	15,748
Total non-current assets	7,223	15,748	15,748
<i>Current assets</i>			
Accrued intercompany interest income	283	549	549
Deferred expenditure	4,205	7,000	4,500
Cash and cash equivalents	4,674	2,116	4,832
Total current assets	9,162	9,665	9,881
Total assets	16,384	25,413	25,629
Equity			
Share capital	250	250	250
Retained earnings	(5)	125	275
Total equity	245	375	525
Liabilities			
<i>Non-current liabilities</i>			
Debt securities in issue	15,882	24,449	24,499
Deferred tax liability	6	6	6
Total non-current liabilities	15,888	24,455	24,505
<i>Current liabilities</i>			
Accrued bond interest	215	468	468
Other payables and accruals	20	46	51
Current income tax payable	17	70	81
Total current liabilities	252	584	600
Total liabilities	16,140	25,038	25,105
Total equity and liabilities	16,385	25,413	25,629

The Issuer's balance sheet demonstrates a clearly defined and disciplined structure consistent with its role as a non-operating, special purpose financing vehicle within the Group. As at 31 December 2026 and 2027, total assets are forecasted to amount to €25.4m and €25.6m, respectively. This is a sharp increase from the €16.4m recorded in FY25. The balance sheet remains mainly funded by the Bond Programme with proceeds structured to support long-term intercompany lending to the Guarantor. During FY25 the Issuer issued the Tranche 1 Bonds. Of this, €7.2m was advanced to the Guarantor, €4.7m was kept as cash and cash equivalents and €4.2m were invested in T-Bills. The monies advanced to the Guarantor are expected to increase to €15.8m in FY26 as the Tranche 2 Bonds are issued and remain at this level

in FY27. Accrued intercompany interest reflects the interest on the intercompany loan which is accrued annually and is projected at €549k in FY26 and FY27. As mentioned earlier, financial assets held at FVTPL reflect the T-Bills used to park excess cash. This amounted to €4.2m in FY25 and is expected to increase to €7.0m in FY26 before coming down to €4.5m in FY27. Cash and cash equivalents, on the other hand, amounted to €4.7m in FY25 and are projected to amount to €2.1m in FY26 and €4.8m in FY27.

Total liabilities came in at €16.1m in FY25 and are forecasted at €25.0m in FY26 and €25.1m in FY2027. These liabilities are composed mainly of debt securities in issue representing the Bond Programme. This constitutes the Issuer's primary source of funding. Accrued bond interest reflects the year-end accrual of coupon interest payable to bondholders. This amounted to €215k in FY25 and is set to increase to €468k in FY26 and FY27 as a full year's worth of interest is accrued on the Bond Programme.

The Issuer's equity base is composed of €250k in fully paid-up ordinary share capital, representing the initial shareholder contribution. Retained earnings are projected to increase steadily in line with annual profitability, rising from €(5)k in FY25 to €125k in FY26 and 275k in FY27. As a result, total equity is expected to grow from €245k to €375k and finally to €525k by year end FY27.

The Issuer's financial structure is intentionally conservative and efficiently designed to mirror the mechanics of the Bond Programme. Assets are entirely matched by liabilities, with no trading or operational exposure, ensuring that risks are limited to credit risk on the intercompany loan and the Guarantor's financial performance. The projected equity buffer, while modest, is sufficient given the simplicity of the structure and the limited operational demands. The forecasted increase in retained earnings enhances the Issuer's capital adequacy and further supports investor confidence in the creditworthiness of the Issuer.

2.3 Issuer's Statement of Cash Flows

Issuer's Statement of Cash Flows for the period ended 31 December	2025A	2026F	2027F
	€000s	€000s	€000s
<i>Cash flows from operating activities</i>			
Profit before Tax	18	199	231
Finance Income	(283)	(1,328)	(1,618)
Finance Costs	222	1,128	1,376
Gain on changes in the fair value of financial assets held at FVTPL	(18)	-	-
Taxation	-	(70)	(81)
Amortisation of bond issue costs	-	42	51
Net cash flows used in operating activities	(61)	(29)	(41)
Movement in payables	20	79	16
Net cash generated from / (used in) operating activities	(41)	50	(26)
<i>Cash flows from investing activities</i>			
Investments in financial assets held at FVTPL	(4,187)	(2,795)	2,500
Loans and advances made to parent company	(7,222)	(8,525)	-
Net cash generated from / (used in) investing activities	(11,409)	(11,320)	2,500
<i>Cash flows from financing activities</i>			
Proceeds from Bond Issue	15,874	8,700	-
Bond Issue costs	-	(175)	-
Injection of Share Capital	250	-	-
Intercompany Interest Received	-	1,062	1,618
Bond Interest Paid	-	(875)	(1,376)
Net cash flows generated from financing activities	16,124	8,712	242
Movement in cash and cash equivalents	4,674	(2,558)	2,716
Cash and cash equivalents at start of year	-	4,674	2,116
Cash and cash equivalents at end of year	4,674	2,116	4,832

The Issuer's cash flows reflect its specialised role as the Group's financing vehicle, focused predominantly on managing interest receipts and payments associated with the Bond Programme and the related intercompany financing arrangements. Cash flows from operating activities primarily comprise profit before tax followed by adjustments for the interest receivable from the Guarantor and interest payable to bondholders. Net cash used in operating activities amounted to €41k in FY25, increasing to an inflow of €50k in FY26 before again turning into an outflow of €26k in FY27.

Moving on to investing activities, in FY25 the Issuer advanced €7.2m from the Tranche 1 Bonds to the Guarantor and invested €4.2m in T-Bills. In FY26 the Issuer is expected to advance a further €8.5m to the Guarantor from the Tranche 2 Bond proceeds and invest a further €2.8m in T-Bills. In FY27 the sole investing activity is forecast to be the redemption of €2.5m worth in T-Bills.

In FY25, the Issuer's financing cash flows are characterised by an inflow of €15.9m from the Tranche 1 Bonds and a €250k share capital injection. In FY26 financing cash flows are expected to consist of an inflow of €8.7m from the Tranche 2 Bonds, €175k in bond issue costs, €875k in bond interest payment and €1.1m in interest received from the intercompany loan. This is projected to result in a net inflow of €8.7m from financing activities in FY26. In FY27 the Issuer expects a further net cash inflow from financing activities of €242k.

The Issuer's cash and cash equivalents is expected to come in at €2.1m in FY26, before increasing to €4.8m in FY27, providing sufficient liquidity to meet the Issuer's ongoing operational and financing obligations.

2.4 Guarantor's Income Statement Pre-Restructuring

Income Statement	2022A	2023A	2024A
	€000s	€000s	€000s
Revenue	-	59	57
Administrative expenses	(3)	(17)	(20)
Operating income/(loss)	(3)	42	37
Net finance costs	(23)	(18)	(29)
Profit / (loss) before taxation	(26)	24	8
Taxation	-	(9)	(8)
Profit / (loss) for the year	(26)	15	-

Ratio Analysis	2022A	2023A	2024A
<i>Profitability</i>			
Growth in Revenue (YoY Revenue Growth)	N/A	N/A	-3.4%
Operating Margin (Operating Profit / Revenue)	N/A	71.2%	64.9%
Net Margin (Profit for the year / Revenue)	N/A	25.4%	0.0%
Return on Common Equity (Net Income / Equity)	-4.0%	2.3%	0.0%
Return on Assets (Net Income / Assets)	-0.7%	0.4%	0.0%
Return on Capital Employed (Operating Profit/ Total Assets - Current Liabilities)	-0.1%	1.5%	0.4%

AB Investments' financial performance over the period FY22 to FY24 reflects the company's early-stage operational development and evolving cost structure. No revenue was generated in FY22 as the Guarantor's properties were not yet operational. Revenue commenced in FY23 at €59k, primarily driven by rental income, and slightly declined to €57k in FY24.

Administrative expenses increased from €3k in FY22 to €17k in FY23, and further to €20k in FY24. The increases align with the Guarantor's expanding operational activities and higher professional fees, including accountancy, legal, and promotional expenses.

The Guarantor reported an operating loss of €3k in FY22, turning profitable with an operating income of €42k in FY23. Operating income moderated to €37k in FY24, consistent with the slight decline in revenues and increased administrative costs.

Net finance costs amounted to €23k in FY22, decreasing to €18k in FY23 before rising again to €29k in FY24. These costs primarily represent interest expenses on bank borrowings, partially offset by minimal interest income. The FY24 increase reflects higher debt levels and associated financing charges.

The Guarantor recorded a pre-tax loss of €26k in FY22, followed by a turnaround to a pre-tax profit of €23k in FY23. In FY24, pre-tax profit declined to €8k, reflecting the pressures from rising administrative and finance costs.

Tax charges of €9k and €8k were incurred in FY23 and FY24 respectively, with no tax expense in FY22 due to losses.

Net losses of €26k were incurred in FY22, followed by a net profit of €15k in FY23. FY24 concluded with a marginal net loss, effectively breaking even.

2.5 Guarantor's Statement of Financial Position Pre-Restructuring

Statement of Financial Position	2022A	2023A	2024A
	€000s	€000s	€000s
Assets			
<i>Non-current assets</i>			
Investment property	2,330	2,666	10,714
Total non-current assets	2,330	2,666	10,714
<i>Current assets</i>			
Receivables	1,105	153	387
Cash at Bank	233	549	410
Total current assets	1,338	702	797
Total assets	3,668	3,368	11,511
Equity and liabilities			
<i>Equity</i>			
Share Capital	651	651	651
Revaluation Reserve	-	-	5,374
Retained earnings / (Accumulated Losses)	(1)	13	12
Total equity	650	664	6,037
Liabilities			
<i>Non-current liabilities</i>			
Borrowings	3,005	2,206	3,386
Total non-current liabilities	3,005	2,206	3,386
<i>Current liabilities</i>			
Trade and Other Liabilities	13	488	1,177
Deferred Tax Liability	-	-	674
Bank Overdraft	-	-	227
Taxation	-	9	8
Total current liabilities	13	497	2,086
Total liabilities	3,018	2,703	5,472
Total equity and liabilities	3,668	3,367	11,509

Ratio Analysis	2022A	2023A	2024A
<i>Financial Strength</i>			
Gearing 1 (Net Debt / Net Debt and Total Equity)	81.0%	71.4%	34.7%
Gearing 2 (Total Liabilities / Total Assets)	82.3%	80.3%	47.5%
Gearing 3 (Net Debt / Total Equity)	4.3x	2.5x	0.5x
Net Debt / Operating Profit	N/A	39.5x	86.6x
Interest Coverage (Operating Profit / Finance costs)	0.1x	(2.3)x	(1.3)x

As at 31 December 2024, AB Investments demonstrated a significant strengthening of its financial position, marked by a substantial increase in total assets to €11.5m, up from €3.7m in FY22. This growth is primarily driven by the expansion and revaluation of its property portfolio, which constitutes the bulk of the Company's asset base.

The non-current assets, predominantly investment properties, rose sharply from €2.3m in FY22 and €2.7m in FY23 to €10.7m in FY24. This increase reflects the capitalisation of ongoing developments and strategic acquisitions, including key properties such as the Windsor Terrace apartments (€1.3m), the Gzira Hotel (€6.4m)—which remains under construction—the Misrah il Barrieri property in Msida (€751k), and properties located on Victor Denaro Street (€2.0m). Notably, the significant revaluation uplifts of €4.7m on the Gzira Hotel and €1.3m on the Victor Denaro Street properties underscore the enhanced market value and the growth potential of the Group's portfolio.

Current assets totalled €797k as at FY24, comprising mainly receivables of €387k attributable to related party loans and cash equivalents balances of €410k. The reduction in current assets from previous years reflects a normalisation of working capital as the company moves from an initial investment phase towards operational maturity. On the equity side, AB Investments exhibited a robust capital position, with total equity increasing markedly from €650k in FY22 to €6.0m in FY24. This growth is mainly attributable to the recognition of revaluation reserves amounting to €5.4m, resulting from the upward revaluation of significant investment properties, net of deferred tax liabilities. Retained earnings remain modest but positive. The share capital also remained stable at €651k throughout the period.

Liabilities rose to €5.5m in FY24 from €3.0m in FY22, driven by increased borrowing and operational payables consistent with the company's expanding scale of activities. Non-current liabilities consist primarily of bank borrowings totalling €3.4m, which were utilised to finance property development and acquisitions.

These borrowings were partially refinanced through the Tranche 1 Bond proceeds. Current liabilities, which increased to €2.1m by the end of FY24, mainly comprise trade and other payables amounting to €1.2m, reflecting deposits received on promises of sale for units primarily at Windsor Terrace and Senglea. These deposits are expected to be fully settled upon completion of these sales.

2.6 Guarantor's Statement of Cash Flows Pre-Restructuring

Statement of Cash Flows	2022A	2023A	2024A
	€000s	€000s	€000s
<i>Cash flows from operating activities</i>			
Profit / (loss) before taxation	(26)	23	8
<i>Working Capital Changes</i>			
Trade and other receivables	(87)	952	(233)
Trade and other payables	(2)	487	689
	(115)	1,462	464
Tax paid	-	-	(9)
Net Cash generated from operating activities	(115)	1,462	455
<i>Cash flows from investing activities</i>			
Acquisition of property, plant and equipment	(1,430)	(336)	(2,001)
Net cash flows generated from / (used in) investing activities	(1,430)	(336)	(2,001)
<i>Cash flows from financing activities</i>			
Dividend paid	(600)	-	-
Movement in Loans	1,547	(799)	1,180
Net cash flows generated from / (used in) financing activities	947	(799)	1,180
Movement in cash and cash equivalents	(598)	327	(366)
Cash and cash equivalents at start of year	820	222	549
Cash and cash equivalents at end of year	222	549	183

In FY22, the Guarantor recorded a net cash outflow of €115k from operating activities. This primarily reflected a loss before taxation of €26k, combined with an €87k increase in trade and other receivables, largely due to related party loan movements, and a modest €2k decrease in trade and other payables. No tax payments were recorded during this period.

In contrast, FY23 demonstrated a robust recovery, with net cash generated from operating activities amounting to €1.5m. This was supported by a profit before tax of €23k, a substantial €952k decrease in receivables reflecting repayments of related party loans and a €487k increase in trade and other payables, mostly deposits collected on promises of sale. Tax payments remained negligible in this period.

In FY24, net cash generated from operating activities moderated to €455k. This was the product of profit before tax which decreased to €8k, receivables which increased by €233k, partially offset by a significant €689k rise in trade and other payables. Tax payments of €9k were also made. The Guarantor's investing activities reflected ongoing investment in property development, with net cash outflows of €1.4m, €336k, and €2.0m in FY22, FY23, and FY24 respectively. These outflows mainly represent capital expenditure related to construction and finishing costs of investment properties.

Financing cash flows over the period reflected the Guarantor's strategy to fund its property development and operational needs. In FY22, net cash inflow from financing activities was €947k, driven by loan drawdowns of €1.5m, partially offset by a dividend payment of €600k to the ultimate shareholder. In FY23, there was a net cash outflow of €799k due to loan repayments, while FY24 saw a net inflow of €1.2m from additional loan drawdowns.

Overall, the Guarantor's cash position declined from €820k at the beginning of FY22 to €183k at the end of FY24, reflecting the significant investment activities during the period and fluctuations in financing cash flows.

2.7 Guarantor's Income Statement Post-Restructuring

Group Income Statement	2025A	2026F	2027F
	€000s	€000s	€000s
Revenue	4,201	700	1,339
Direct costs	(1,603)	(107)	-
Gross Income	2,598	593	1,339
Administrative Expenses	(389)	(220)	(269)
Gain on changes in the fair value of financial assets held at fair value through profit or loss (FVTPL)	18	-	-
Other income/expense	7	-	-
Selling expense	(1)	-	-
EBIT	2,233	373	1,069
Investment income	-	140	144
Amortisation of bond Issue Costs	-	(42)	(51)
Finance Costs	(260)	(669)	(1,235)
Profit/(loss) before Taxation	1,973	(198)	(73)
Income tax expense	(115)	69	26
Final withholding tax	-	(24)	-
Profit/(Loss) for the year	1,858	(153)	(47)

Ratio Analysis	2025A	2026F	2027F
<i>Profitability</i>			
Gross margin	61.8%	84.7%	100.0%
Operating Profit Margin (Operating Profit / Revenue)	53.2%	53.3%	79.9%
Net Margin (Profit for the year / Revenue)	44.2%	-21.8%	-3.6%
Return on Common Equity (Net Income / Average Equity)	10.2%	-0.7%	-0.2%
Return on Assets (Net Income / Average Assets)	5.2%	-0.3%	-0.1%
Return on Capital Employed (Operating Profit/ Total Assets - Current Liabilities)	6.4%	0.8%	1.9%

Revenue in FY25 came in at €4.2m. This was made up of rental income of €72k and €4.1m in property sales. The property sales include units at Cantera Apartment and Windsor Apartment with some of these units being held under shared ownership arrangements. The rental income on the other hand comes from commercial outlets located at Jungle Joy, Msida Road, Gzira and Chef Choice, Triq ix-Xatt, Gzira. In FY26 revenue is expected to decrease to €700k, split €400k from rental income and €300k in property sales. In FY27 the Group expects rental income to increase by almost double and reach €1.3m. FY28 is then expected to mark the first full year of operations for all properties, resulting in a significant increase in profitability.

Direct costs amounted to €1.6m in FY25 and mainly consisted of costs related to the properties sold. Direct costs are expected to be minimal in FY26 in line with the lower property sales. Administrative expenses amounted to €389k in FY25 and mainly consisted of professional fees and salaries amongst other. These expenses are anticipated to amount to €220k in FY26 and €269k in FY27. Finance costs amounted to €260k in FY25 and mainly consisted of the interest due on the Tranche 1 Bonds. This is expected to increase to €669k in FY26 and €1.2m in FY27 as a full year's worth of interest is charged on the Bond Programme. Profit after tax came in at €1.9m in FY25 and is expected to drop to a loss of €153k in FY26 and €47k in FY27.

Operating margins are strong across the board and are expected to reach 80% in FY27. Net margin, ROE and ROA are all expected to improve year on year albeit remaining in negative territory.

2.8 Guarantor's Statement of Financial Position Post-Restructuring

Group Statement of Financial Position	2025A	2026F	2027F
	€000s	€000s	€000s
Assets			
<i>Non-current assets</i>			
Investment property	9,305	26,870	45,297
PPE	13,145	9,568	-
Right of use assets	123	103	84
Total non-current assets	22,573	36,542	45,381
<i>Current assets</i>			
Current tax asset	-	69	26
Related Party receivables	2,802	2,802	2,802
Other receivables	174	174	174
Inventories	107	-	-
Financial assets held at FVTPL	4,205	7,000	4,500
Cash & Cash Equivalents	5,959	3,406	3,773
Total current assets	13,247	13,451	11,275
Total assets	35,820	49,993	56,656
Equity and liabilities			
<i>Equity</i>			
Share Capital	10,184	10,184	10,184
Fair Value reserve	4,364	9,488	14,786
Retained earnings	3,714	3,561	3,514
Total equity	18,262	23,233	28,484
Liabilities			
<i>Non-current liabilities</i>			
Bond	15,881	24,449	24,449
Lease liabilities	110	96	82
Deferred tax liability	710	1,156	2,575
Total non-current liabilities	16,701	25,700	27,106
<i>Current liabilities</i>			
Other payables and accruals	52	29	36
Related party balances	548	548	548
Accrued bond interest	215	468	468
Lease liabilities	14	14	14
Current tax payable	28	-	-
Total current liabilities	857	1,059	1,066
Total liabilities	17,558	26,759	28,172
Total equity and liabilities	35,820	49,993	56,656

Ratio Analysis	2025A	2026F	2027F
<i>Financial Strength</i>			
Gearing 1 (Net Debt / Net Debt and Total Equity)	24.2%	37.9%	36.4%
Gearing 2 (Total Liabilities / Total Assets)	49.0%	53.5%	49.7%
Gearing 3 (Net Debt / Total Equity)	32.0%	60.9%	57.1%
Net Debt / Operating Profit	2.6x	38.0x	15.2x
Interest Coverage (Operating Profit / Finance costs)	8.6x	0.6x	0.9x

The Bond Group's consolidated asset base is forecasted to expand significantly following the restructuring and ongoing development activities. Total assets are expected to increase from €35.8m in FY25 to €50.0m in FY26 and €56.7m in FY27, driven primarily by substantial growth in investment properties.

Non-current assets represent the majority of the Group's asset base, increasing from €22.6m in FY25 to €45.4m in FY27. This growth is principally attributable to the fair value appreciation and completion of key development projects, including Gzira Hotel, Corks Hotel, and Fawwara Lane property. The investment property portfolio alone is projected to rise markedly from €9.3m to €45.3m as completed Property, Plant and Equipment ("PPE") is reclassified from PPE to investment property.

Current assets, while smaller in proportion, maintain a robust profile, amounting to €13.3m in FY25 and moderating to €11.3m in FY27. Investments in financial assets, comprising unutilised Bond proceeds deployed in T-Bills are projected to increase from €4.2m in FY25 to €7.0m in FY26 before coming down to €4.5m in FY27 as funds are gradually deployed towards development projects. The other significant current assets relate to related party receivables and cash and cash equivalents. Related party receivables are expected to remain stable across the forecast period and are unsecured, interest free and repayable on demand. Cash and cash equivalents are expected to decrease slightly to €3.4m in FY26 and then reach €3.8m by year end FY27.

On the equity side, the Group is expected to exhibit a strong capital structure post-restructuring. Share capital increased substantially to €10.2m in FY25 from the prior €651k in FY24, reflecting a €1.4m cash injection by the ultimate beneficial owner alongside the capitalisation of €8.2m in shareholder contributions. The fair value reserve is forecasted to grow from €4.4m in FY25 to €9.5m in FY26 and €14.8m in FY27 mirroring unrealised gains from the revaluation of investment properties. Retained earnings are anticipated to remain steady at approximately €3.5m, cumulatively enhancing total equity to €18.3m in FY25 and further to €23.2m in FY26 and €28.5m in FY27.

Liabilities predominantly comprise the Tranche 1 Bonds in FY25 amounting to €15.9m and increasing to €24.5m in FY26 as the Bond Programme is completed following the issuance of the Tranche 2 Bonds in FY26. Deferred tax liabilities arising from fair value adjustments and timing differences are expected to increase from €710k in FY25 to €1.2m in FY26 and €2.6m in FY27. Total liabilities are projected to grow from €17.6m to €28.2m by FY27.

Overall, the Bond Group's Statement of Financial Position post-restructuring reflects a substantial growth trajectory, driven by strategic capital injections, prudent deployment of bond proceeds, and value accretion through property development and revaluation. The Bond Group exhibits strong Gearing ratios with Gearing 1 expected to come in below 40.0% across the 3-year period.

2.9 Guarantor's Statement of Cash Flows Post-Restructuring

Statement of Cash Flows	2025A	2026F	2027F
	€000s	€000s	€000s
Cash flows from operating activities			
Profit / (loss) before taxation	1,974	(198)	(73)
Finance cost	260	669	1,235
Taxation	-	(28)	69
Amortisation of bond issue costs	13	42	51
Depreciation and amortisation of RoU assets	-	20	19
Loss/(Gain) on sale of investment property	5	-	-
Gain on changes in the fair value of financial assets held at fair value through profit or loss (FVTPL)	(18)	-	-
<i>Movement in working capital</i>			
Movement in inventories	630	107	-
Movement in trade and other receivables	(2,311)	-	-
Movement in trade and other payables	(421)	(23)	7
Final withholding tax paid	(90)	(24)	-
Net Cash generated from operating activities	42	565	1,308
Cash flows from investing activities			
Purchase of financials assets held at FVTPL	(4,187)	(2,795)	2,500
Purchase of PPE	(2,959)	(7,960)	(2,000)
Interest paid capitalised to PPE and Investment Property	(61)	(459)	(141)
Proceeds on sale of investment property (net of barter)	227	-	-
Purchase of investment property	(25)	-	-
Net cash flows generated from / (used in) investing activities	(7,005)	(11,214)	359
Cash flows from financing activities			
Movement in loans and other borrowings	(4,473)	-	-
Proceeds from bond issue	15,874	8,526	(51)
Injection of share capital	1,350	-	-
Payment of lease liabilities	(11)	(14)	(14)
Bond interest paid	-	(416)	(1,235)
Net cash flows generated from / (used in) financing activities	12,740	8,096	(1,300)
Movement in cash and cash equivalents	5,777	(2,553)	367
Cash and cash equivalents at start of year	182	5,959	3,406
Cash and cash equivalents at end of year	5,959	3,406	3,773

In FY25, net cash generated from operating activities stood at €42k. While the Group reported a profit before taxation of €2.0m, this was heavily influenced by non-cash movements. More specifically, a €2.3m negative movement in trade and other receivables and a negative €421k movement in trade and other payables were partially offset by a €630k positive movement in inventories.

In FY26, operating cash flows are forecasted to strengthen significantly to €565k. This improvement is mainly driven by a normalisation in working capital absorption. By FY27, net cash from operating activities is projected to reach €1.3m, reflecting continued normalisation of operations and adjustments of non-cash items.

Investing cash flows remain the primary driver of capital deployment as the Group executes its property development strategy and manages its liquidity portfolio. In FY25, net cash used in investing activities totalled €7.0m. This comprised €3.0m in PPE acquisitions and €4.2m directed toward the purchase of T-Bills. These outflows were slightly offset by €227k in proceeds from the sale of investment property.

In FY26, the Group anticipates its peak investment phase when it comes to capital expenditure with a net outflow of €8.0m in PPE and a further parking of €3.0m in T-Bills. However, the strategy shifts in FY27 to a net positive investing position of €359k. During this year, the Group expects to redeem €2.5m of its financial assets whilst funding a further €2.0m in PPE development.

Financing cash flows highlight the Group's successful restructuring and capitalisation. In FY25, net cash generated from financing activities was €12.8m. This was underpinned by the €15.9m proceeds from the Tranche 1 Bonds and a €1.4m share capital injection, which allowed the Group to repay €4.5m in existing loans and borrowings.

In FY26, financing activities continue to support growth with a further €8.5m from the Tranche 2 Bonds. This is balanced against the commencement of bond interest payments of €416k. By FY27, the Group transitions to a net repayment position with a marginal outflow of €1.3m, primarily driven by the full annual bond interest payments on the Bond Programme.

The combined effect of these movements resulted in a robust ending cash balance of €6.0m in FY25. While the intensive development phase in FY26 is expected to draw this balance down to €3.4m, the Group's liquidity is forecasted to recover to €3.8m by the end of FY27. This healthy cash buffer, supported by a portfolio of liquid financial assets, ensures the Bond Group remains well-positioned to meet its operational commitments and debt service obligations throughout the forecast horizon.

Part 3 · Key Market and Competitor Data

3.1 General Market Conditions

The Issuer is subject to general market and economic risks that may have a significant impact on its current and future property developments and their timely completion within budget. These include factors such as the health of the local property market, inflation and fluctuations in interest rates, exchange rates, property prices and rental rates. In the event that general economic conditions and property market conditions experience a downturn, which is not contemplated in the Issuer's planning during development, this shall have an adverse impact on the financial condition of the Issuer and may therefore affect the ability of the Issuer to meet its obligations under the Bonds.

3.2 Malta Economic Update¹

Economic activity in Malta remains strong, with services outperforming manufacturing. The Bank estimates business conditions to be above average. Industrial production contracted in February, while retail trade accelerated. In January, production in services declined on a year-on-year basis. On the other hand, tourism activity in February remained exceptionally strong. The unemployment rate in February increased from its rate a year earlier.

Despite the conflict in the Middle East, confidence indicators continue to indicate very positive sentiment among Maltese businesses and consumers. In addition, uncertainty remains contained. In fact, the European Commission's surveys show that economic sentiment in Malta edged up in March and moved further above its long-term average. Economic uncertainty turned negative, signalling great confidence in predicting future financial or business situations.

Both supply and demand conditions in the property market remain buoyant. In February, residential permits were higher on a year earlier, but commercial permits were lower. In March, both the number of residential promise-of-sale agreements and the number of final deeds of sale increased on a year earlier.

Malta's inflation rate remained stable during the month of March despite the rise in global energy prices. The annual inflation rate based on the Harmonised Index of Consumer Prices (HICP) remained the same in March. While HICP excluding energy and food in Malta was slightly higher than in the euro area, overall HICP was lower. In March, inflation based on the Retail Price Index (RPI) increased.

In February, the Consolidated Fund registered a significantly higher surplus compared to that registered a year earlier. This reflected an increase in government revenue, driven by the timing of corporate tax receipts.

The annual rate of change of Maltese residents' deposits accelerated while annual credit growth moderated in February, compared with January.

3.3 Malta Economic Outlook²

According to the Bank's latest forecasts, Malta's real GDP growth is set to remain stable at 3.7% over 2026-2028. Compared to the Bank's previous projections, the outlook for GDP growth over this period remains unchanged. Growth over the projection horizon is expected to be led by private consumption, which is projected to continue to grow at a brisk pace, in part supported by recent changes to income tax bands.

Net exports are also projected to contribute positively to GDP growth over the forecast horizon, driven by trade in services. However, this contribution is set to be smaller than that of domestic demand. Employment growth is expected to moderate gradually to 2.3% by 2028. The unemployment rate is forecast to edge down to 2.8% from this year. Wage growth is expected to remain strong but is set to moderate throughout the projection horizon as labour market tightness is set to ease.

¹ Central Bank of Malta – Economic Update 04/2026

² Central Bank of Malta – Economic Projections 2024 - 2025

HICP inflation is projected to stand at 2.3% in 2026, reflecting a decline in services inflation. Overall inflation is expected to ease further to 2.1% in 2027 and 2.0% in 2028, driven primarily by lower services inflation. Meanwhile, HICP excluding energy and food is also projected to decline and reach 1.9% in 2028. Compared to the Bank's previous forecast publication, overall HICP inflation is left broadly unrevised throughout the projection horizon. The general government deficit-to-GDP ratio is projected to decline steadily over the forecast horizon, falling from an estimated 3.0% in 2025 to 2.8% in 2026 and 2.4% in 2027, before narrowing further to 2.0% by 2028.

The general government debt-to-GDP ratio is expected to reach a peak of 47.1% in 2026, before easing to 46.2% by 2028. Compared with the Bank's December projections, the deficit-to-GDP ratio between 2026 and 2028 has been revised down by around 0.1 percentage point of GDP in each year. Risks to activity are broadly balanced. Downside risks largely emanate from possible continued weakness in the international economic environment as well as elevated geopolitical uncertainty.

On the other hand, employment and wages could exhibit even stronger dynamics than envisaged, especially in the medium term. This would result in higher private consumption growth and thus raise output growth more than envisaged. Risks to inflation are slightly tilted to the upside over the projection horizon. Upside risks to inflation could stem from the persistence in services inflation. Food inflation could turn higher than expected in the presence of adverse climate effects.

Having said this, some downside risks remain, particularly arising from the re-routing of exports from competitor countries to the EU and heightened competitive pressures in markets targeted by tariffs. Additionally, a renewal of trade tensions between the US and its trading partners could amplify uncertainty and further dampen global growth, putting more downward pressure on imported inflation. On the fiscal side, risks are deficit-increasing.

These predominantly stem from the possibility of slippages in current expenditure, such as higher-than-expected spending on energy support measures should commodity prices exceed assumptions, as well as wage-related outlays. These risks are partly mitigated by the likelihood of additional revenue windfalls.

3.4 Property Market Malta³⁻⁴

The property market in Malta has showed strength and resilience throughout the years. The Rental House Price Index ("RHPI") measures the rate of change in the rental prices of housing units in Malta over time and even while considering the COVID-19 pandemic and the war in Ukraine recorded a 9.7% growth was recorded since 2021H1.

Looking into the commercial properties these are defined as spaces used for the purpose to conduct business and include: offices, restaurants, retail space, warehousing, industrial space, hotels and restaurants.

According to the most recent data, the areas with the highest rental price for retail include: Valletta, St. Julian's, Sliema and Gzira. These localities are the most frequently visited by tourists and also have the highest rental prices for retail properties ranging between €600 and €280 per square metre per annum. Popular localities by the Maltese retail community include: Fgura, Bugibba and Birkikara. These as of 2024 tend to have a rental retail price ranging between €140 and €210 per square metre per annum.

Market data demonstrated, that overall in the Maltese market, the average asking price for retail space increased by 5.9%. The region that has perceived the highest surge in asking price was in the Grand Harbour, with an increase of 10.4%. Strong growth was also observed in the Central and Southern region with surges equating to 5.7% and 5.4% respectively. The North Harbour being also the most expensive region on the island, experienced a surge of in rates of 4.4%. Gozo and North West regions of the island were excluded due to limited sample size.

3.5 Tourism⁵

Comparison between the data of 2024 and 2025 provides valuable insights into the trajectory of the local tourism industry over the span of a single year, reflecting the pace and direction of recovery following the disruptions caused by the pandemic.

³ Grant Thornton - The Malta Property Landscape – A True Picture – 2025

⁴ KPMG – Construction Industry and Property Market Report 2024

⁵ National Statistics Office, Malta - Inbound Tourism December 2025

Inbound tourist arrivals experienced a notable surge from 3,564k in 2024 to 4,022k in 2025, marking an impressive increase of 12.9%. This significant uptick underscores the industry's robust recovery momentum and highlights the successful implementation of strategic initiatives aimed at rejuvenating tourism demand and stimulating visitor traffic.

Correspondingly, the metric of tourist guest nights witnessed substantial growth, escalating from 22,900k in 2024 to 25,400k in 2025, reflecting a noteworthy increase of 11.0%. This surge in guest nights not only indicates a resurgence in tourist engagement but also underscores the sustained interest and participation in the local tourism offerings, contributing to the overall vibrancy of the sector.

On the economic front, tourist expenditure exhibited a remarkable increase from €3,300m in 2024 to €3,904m in 2025, depicting a substantial surge of 18.3%. This surge in spending reflects the revitalization of tourism-related economic activities and underscores the sector's pivotal role in driving economic growth and employment.

Furthermore, the metric of tourist expenditure per capita demonstrated a modest increase, rising from €924 in 2024 to €971 in 2025, representing a marginal increment of 5.1%. While this increase reflects improved spending capacity and propensity among tourists, further analysis is required to discern the underlying factors influencing spending behaviour and patterns.

3.6 Comparative Analysis

This section provides a comparative analysis between the Issuer and other entities whose debt securities are listed on the Official List of the Malta Stock Exchange. The aim is to highlight key aspects of the Issuer's debt profile relative to other market participants, providing a clearer understanding of its position within the broader debt market in Malta.

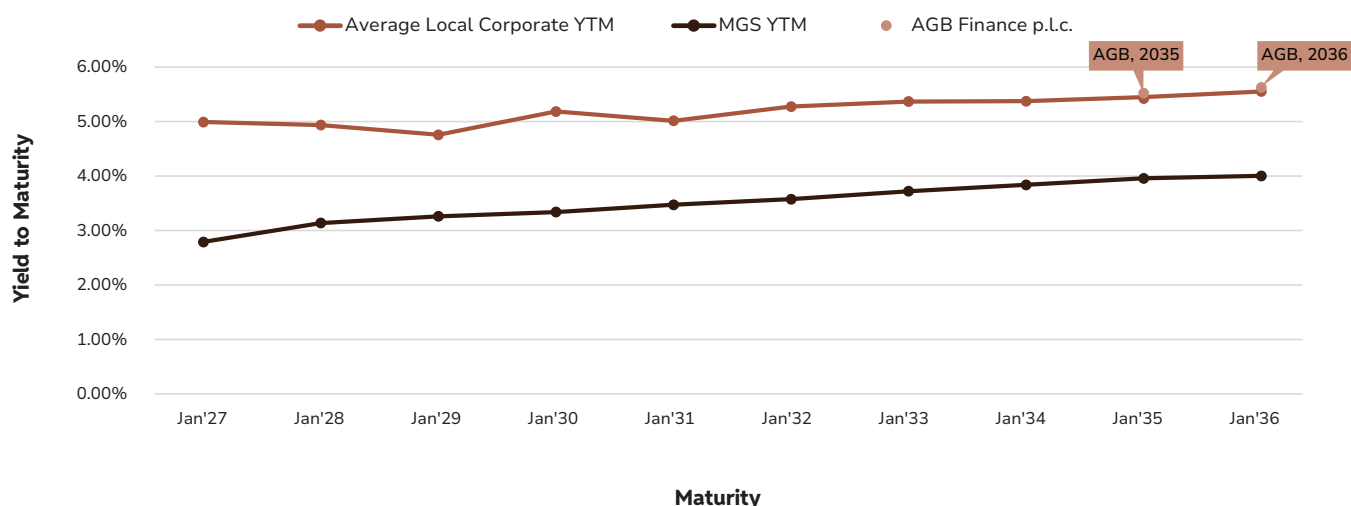
It is important to note that the Issuer is a newly incorporated entity. As such, certain financial ratios and metrics are not yet available for the current period.

Security	Nom Value	Yield to Maturity	Interest coverage (EBITDA)	Total Assets	Total Equity	Total Liabilities / Total Assets	Net Debt / Net Debt and Total Equity	Net Debt / EBITDA	Current Ratio	Return on Common Equity	Net Margin	Revenue Growth (YoY)
	€000's	(%)	(times)	(€millions)	(€millions)	(%)	(%)	(times)	(times)	(%)	(%)	(%)
5.30% International Hotel Investments € Unsec 2035	35,000	5.30%	5.9x	116.5	64.1	44.9%	30.8%	4.7x	0.3x	4.5%	9.9%	7.3%
5.6% JD Capital plc Secured € 2035 (xd)	40,000	5.87%	1.1x	162.9	38.6	76.3%	69.3%	17.2x	2.4x	3.6%	6.3%	34.9%
5.5% Juel Group plc € Secured 2035	32,000	5.50%	2.7x	90.1	35.6	60.5%	51.8%	5.9x	1.4x	13.5%	20.0%	263.3%
5.5% QLZH Holding plc Secured Callable € 2030-2035 S1 T1	6,800	5.50%	7.0x	21.7	4.8	77.7%	56.4%	6.2x	2.8x	19.5%	18.5%	63.1%
5.5% QLZH Holding plc Secured Callable € 2030-2035 S1 T2	5,200	5.50%	7.0x	21.7	4.8	77.7%	56.4%	6.2x	2.8x	19.5%	18.5%	63.1%
5.4% AGB Finance plc Secured € Bonds 2035 S1 T1	16,300	5.40%	8.7x	358	18.3	49.0%	35.2%	4.4x	15.5x	10.2%	44.2%	N/A
5.2% HH Finance plc € Secured Bonds 2035	24,130	5.20%	6.9x	156.2	29.0	81.4%	35.8%	5.0x	3.5x	0.8%	6.4%	N/A
5.70% Central Business Centre plc € Unsec 2030-2035 S1 T1	13,250	5.83%	1.7x	86.3	28.3	67.2%	60.8%	19.4x	0.5x	3.4%	37.4%	8.9%
5.35% CPHCL plc Unsecured € 2035	45,000	5.35%	1.9x	2,158.1	998.7	53.7%	42.0%	8.3x	1.0x	3.4%	9.0%	8.6%
5.5% Finestday Malta plc € Secured 2036	25,000	5.50%	(1.0)x	27.8	4.6	83.3%	71.8%	N/A	0.1x	-22.7%	-22.0%	N/A
5.8% Agora Estates plc Secured € 2036 S1 T1	12,000	5.79%	1.8x	79.8	33.6	57.9%	44.4%	12.1x	1.4x	18.1%	155.0%	190.4%
5.5% IZI Finance plc € Unsecured 2036	30,000	5.36%	7.8x	0.3	0.1	66.9%	50.4%	3.4x	0.4x	1.2%	0.1%	15.6%
5.50% MedservRegis plc Unsecured € 2031-2036	17,040	5.23%	4.8x	158.3	58.4	63.1%	48.4%	2.5x	1.6x	9.4%	5.3%	49.4%
6.50% MedservRegis plc Unsecured \$ 2031-2036	5,900	6.16%	4.8x	158.3	58.4	63.1%	48.4%	2.5x	1.6x	9.4%	5.3%	49.4%
5.5% Agora Estates plc Secured 2036 S1 T2	9,000	5.37%	1.8x	79.8	33.6	57.9%	44.4%	12.1x	1.4x	18.1%	155.0%	190.4%
5.7% AGB Finance plc Secured € Bonds 2036 S2 T1	8,700	5.70%	8.7x	35.8	18.3	49.0%	35.2%	4.4x	15.5x	10.2%	44.2%	N/A
Average*		5.52%										

Source: Latest available audited financial statements

**Average figures do not capture the financial analysis of the issuer
* Last closing price as at 15/05/2026

Yield Curve Analysis



Source: Malta Stock Exchange, Central Bank of Malta and Calamatta Cuschieri Estimates

The above graph illustrates the average yearly yield of all local issuers as well as the corresponding yield of Malta Government Stocks (MGSs) (Y-axis) vs the maturity of both Issuers and MGSs (X-axis), in their respective maturity bucket, to which the spread premiums can be noted. The graph illustrates on a stand-alone basis, the yield of AGB Finance p.l.c. bond.

As at 15 May 2026, the average spread over the MGS for corporates with maturity of 9 years (2035) was 160 basis points. The 5.4% AGB Finance p.l.c. is trading at a yield of 5.4%, meaning a spread of 149 basis points over the equivalent MGS, and thereafter at a discount on the market of 11 basis points.

As at 15 May 2026, the average spread over the MGS for corporates with maturity of 10 years (2036) was 161 basis points. The proposed AGB Finance p.l.c. 2036 is being priced at 5.7% coupon issued at par, meaning a spread of 174 basis points over the equivalent MGS, and thereafter at a premium on the market of 13 basis points.

Part 4 · Glossary and Definitions

Income Statement	
Revenue	Total revenue generated by the Group/Company from its principal business activities during the financial year.
Costs	Costs are expenses incurred by the Group/Company in the production of its revenue.
Operating Profit	Operating Profit reflects the Group's/Company's earnings purely from operations.
Earnings Before Interest and Tax (EBIT)	EBIT is an abbreviation for earnings before interest and tax.
Depreciation and Amortisation	An accounting charge to compensate for the decrease in the monetary value of an asset over time and the eventual cost to replace the asset once fully depreciated.
Net Finance Costs	The interest accrued on debt obligations less any interest earned on cash bank balances and from intra-Group companies on any loan advances.
Profit After tax	The profit made by the Group/Company during the financial year net of any income taxes incurred.

Profitability Ratios	
Growth in Revenue (YoY)	This represents the growth in revenue when compared with previous financial year.
Operating Profit Margin	Operating Profit as a percentage of total revenue.
Net Margin	Net income expressed as a percentage of total revenue.
Return on Common Equity	Return on common equity (ROE) measures the rate of return on the shareholders' equity of the owners of issued share capital, computed by dividing the net income by the common equity (average equity of two years financial performance).
Return on Assets	Return on assets (ROA) is computed by dividing net income by total assets.
Return on Capital Employed	Return on capital employed (ROCE) measures the relative profitability of a company after taking into account the amount of capital used during a relative financial performance.
Cash Flow Statement	Cash Flow Statement

Cash Flow from Operating Activities (CFO)	Cash generated from the principal revenue producing activities of the Group/Company less any interest incurred on debt.
Cash Flow from Investing Activities	Cash generated from the activities dealing with the acquisition and disposal of long-term assets and other investments of the Group/Company.
Cash Flow from Financing Activities	Cash generated from the activities that result in change in share capital and borrowings of the Group/Company.
Capex	Represents the capital expenditure incurred by the Group/Company in a financial year.
Free Cash Flows (FCF)	The amount of cash the Group/Company has after it has met its financial obligations. It is calculated by taking Cash Flow from Operating Activities less the Capex of the same financial year.

Balance Sheet	
Total Assets	What the Group/Company owns which can be further classified into Non-Current Assets and Current Assets.
Non-Current Assets	Assets, full value of which will not be realised within the forthcoming accounting year
Current Assets	Assets which are realisable within one year from the statement of financial position date.
Cash and Cash Equivalents	Cash and cash equivalents are Group/Company assets that are either cash or can be converted into cash immediately.
Total Equity	Total Equity is calculated as total assets less liabilities, representing the capital owned by the shareholders, retained earnings, and any reserves.
Total Liabilities	What the Group/Company owes which can be further classified into Non-Current Liabilities and Current Liabilities.
Non-Current Liabilities	Obligations which are due after more than one financial year.
Total Debt	All interest-bearing debt obligations inclusive of long and short-term debt.
Net Debt	Total debt of a Group/Company less any cash and cash equivalents.
Current Liabilities	Obligations which are due within one financial year.

Financial Strength Ratios

Interest Coverage Ratio	The interest coverage ratio is calculated by dividing Operating Profit of one period by finance costs of the same period.
Gearing Ratio	The gearing ratio indicates the relative proportion of shareholders' equity and debt used to finance total assets.
Gearing Ratio Level 1	Is calculated by dividing Net Debt by Net Debt and Total Equity.
Gearing Ratio Level 2	Is calculated by dividing Total Liabilities by Total Assets.
Gearing Ratio Level 3	Is calculated by dividing Net Debt by Total Equity.
Net Debt / Operating Profit	The Net Debt / Operating Profit ratio measures the ability of the Group/ Company to refinance its debt by looking at the Operating Profit.

Other Definitions

FY	Financial Year.
Yield to Maturity (YTM)	YTM is the rate of return expected on a bond which is held till maturity. It is essentially the internal rate of return on a bond and it equates the present value of bond future cash flows to its current market price.

