Company Announcement

The following is a Company Announcement issued by James B. Finance p.l.c. (the "Company") pursuant to the Capital Markets Rules as issued by the Malta Financial Services Authority.

Publication of Financial Analysis Summary

QUOTE

The Company announces that, the Financial Analysis Summary dated 25 September 2026 is now available, and is available for viewing and can be accessed from the Company's website: https://eterna.group/investor-relations/

UNQUOTE

By order of the Board

Dr Katia Cachia
Company Secretary

25 September 2026

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Telephone: +356 25676500. Company Registration Number: C 113149

Calamatta Cuschieri | moneybase

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Email: info@cc.com.mt - Web: www.cc.com.mt
Registered in Malta No. C 13729 - VAT No. MT13219224

The Directors
James B. Finance plc
BLB009Y, Bulebel Industrial Estate
Zejtun ZTN 3000
Malta

25 September 2026

Re: Financial Analysis Summary – 2026

Dear Board Members,

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 James B. Finance p.l.c (the "**Issuer**") and James B. Holdings p.l.c. (the "**Guarantor**" or the "**Group**"). The data is derived from various sources or is based on our own computations as follows:

(a) Historical financial data for the one year ending 31 March 2026 has been extracted from the audited consolidated financial statements of James B. Finance p.l.c and for the two years ending 31 March 2025 and 2026 from the audited consolidated financial statements of James B. Holdings p.l.c.

(b) The forecast data for James B. Finance p.l.c and James B. Holdings p.l.c. for the financial years ending 31 March 2027 and 2028 has been provided by management.

(c) Our commentary on the Issuer's and Guarantor's results and financial position is based on the explanations provided by management.

(d) The ratios quoted have been computed by us applying the definitions set out in Part 4 of the Analysis.

(e) The principal relevant market players listed in Part 3 of the document have been identified by management. Relevant financial data in respect of competitors has been extracted from public sources such as the web sites of the companies concerned or financial statements filed with the Registrar of Companies or websites providing financial data.

The Analysis is meant to assist investors in the Issuer's securities and potential investors by summarising the more important financial data of the Group. The Analysis does not contain all data that is relevant to investors or potential investors. The Analysis does not constitute an endorsement by our firm of any securities of the Issuer and should not be interpreted as a recommendation to invest in any of the Issuer's securities. We shall not accept any liability for any loss or damage arising out of the use of the Analysis. As with all investments, potential investors are encouraged to seek professional advice before investing in the Issuer's securities.

Yours sincerely,

P. Mm

Patrick Mangion
Head of Capital Markets

FINANCIAL ANALYSIS SUMMARY 2026

James B. Finance p.l.c.

25 September 2026

Prepared by Calamatta Cuschieri Investment Services Limited

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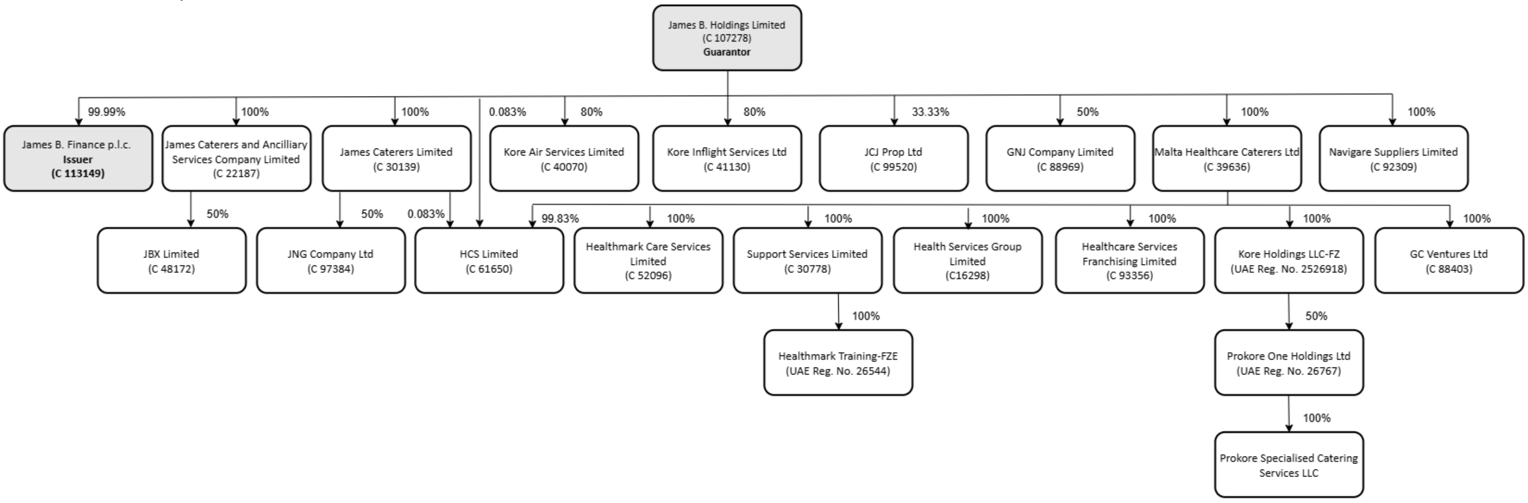
Part 1 Information about the Group

1.1 Issuer's Key Activities and Structure

The Group structure is as follows:



James B. Finance p.l.c ("**JBF**"), the Issuer of the 5.35% James B. Finance plc 2035 bond, is a public limited liability company incorporated on 10 September 2025 as a special-purpose financing vehicle for the issuance of the 2035 bonds. For the purpose of clarity, the "**Group**" consists of James B. Holdings p.l.c. ("**JBH**") as the parent company and guarantor and all of its subsidiaries including JBF as the Issuer.

On 26 October 2022, James Caterers Limited ("**JCL**"), Seabank Hotel and Catering Limited ("**SBHL**") and others ("**JV Buyers**"), entered into a share purchase agreement with Sky Gourmet Austria. Pursuant to this agreement, JCL acquired 300 shares in Kore Air Services Limited ("**KAS**") and 200 shares in KORE Inflight Services Ltd ("**KIS**") from Sky Gourmet Austria, increasing its ownership interest in each company from 30% to 40%.

In 2023, the James Caterers Group initiated a corporate restructuring process aimed at simplifying and streamlining the corporate structure of the different companies. This restructuring involved transferring certain operations to JBH, the realignment of the Group's interests in entities previously operated as joint ventures, namely Malta Healthcare Caterers Ltd ("**MHC**") and its subsidiaries, together with KIS and KAS and other less material holdings. The purpose of the exercise was to segregate the traditional catering operations from the Group's more recently established healthcare and airline-related operations, which now constitute core operating activities of JBH.

Originally, MHC was incorporated with an equal ownership structure, with JCL and SBHL each subscribing to 1,000 ordinary shares, reflecting a 50-50 split.

Similarly, KIS was established with shareholding divided among JCL (600 ordinary shares), SBHL (600 ordinary shares) and Sky Gourmet-Airline Catering Logistics GmbH (800 ordinary shares), an Austrian entity bearing registration number NF96563f. KAS followed a comparable structure, with 900 shares each held by JCL and SBHL, and 1200 shares allocated to Sky Gourmet Austria.

Following the incorporation of JBH on 4 December 2023, JCL transferred its shares in MHC, KIS and KAS to the newly formed holding company. This led to JBH acquiring 50% ownership of MHC and a 40% interest in each of the two Kore entities, thereby formally establishing the JBH Group structure.

In July 2025, JBH up acquired the remaining shareholding in MHC and an additional 40% shareholding in KIS and KAS resulting in 100% ownership of MHC and 80% ownership of both KIS and KAS.

On 13 July 2026, the remaining 40% of the issued share capital of JBF, previously held by JCL Holdings Limited, was transferred to JBH. As part of the same restructuring exercise, the entire issued share capital of each of JCL, James Caterers and Ancillary Services Company Limited and Navigare Suppliers Limited, previously held by JCL Holdings

Limited, was also transferred to JBH. Following these transfers, the issued share capital of the Issuer is held as follows: JBH holds 249,999 ordinary shares and James Barbara holds one ordinary share.

The following companies are either dormant or immaterial to the Group's overall operations and financial performance. The Board is considering their dissolution or discontinuation, as applicable, with no material impact on the Group expected.

- GNJ Company Limited (C 88969)

The following companies were liquidated during the year:

- Lattughi Exclusive Event Catering Ltd (C 63455)
- JAMBAR Properties Limited (C 92828)
- RC Cakes Ltd (C 83093)

An overview of the more relevant companies in the Group structure can be found below.

JCJ Prop Ltd
JCJ Prop Ltd was incorporated with the core aim of acquiring real estate, undertaking essential refurbishments, and leasing the properties to JC Retail Ltd to aid its growing operations. Through the management of a commercial property portfolio, JCJ Prop Ltd provides JC Retail Ltd with access to well-maintained and strategically positioned locations, supporting its continued expansion.

Malta Healthcare Caterers Ltd
Established in 2006, MHC has grown into a prominent provider of healthcare catering services in Malta, with a focus on delivering meals to hospitals and long-term care institutions. Its operations are anchored by a Central Production Unit located at the Food Factory in Bulebel, complemented by several catering facilities within state hospitals across Malta and Gozo. Over the years, MHC has expanded its operations and now supplies more than 12,000 meals and snacks daily to a wide range of healthcare facilities across Malta and Gozo, including:

- Mater Dei Hospital
- Sir Anthony Mamo Oncology Centre
- Karin Grech Hospital
- Gozo General Hospital
- St Vincent de Paul Long Term Care Facility

HCS Limited
HCS Limited aims to establish, manage, and deliver health and social care education, including higher education and vocational training, based in or originating from Malta. The company recently launched Healthmark Academy, an institution accredited by the Malta Further and Higher Education Authority, providing training programmes for nurses and carers. The academy includes dedicated healthcare and food laboratories to support academic and practical training. Its course offering includes programmes affiliated with Pearson (UK) and BELS English Language School (Malta).

Healthmark Care Services Limited
Healthmark Care Services Limited provides health and social care services in Malta. The company employs over 250 nurses and care professionals providing domiciliary care services within the community. Its services include personal care, assistance with daily activities, nursing support and companionship for elderly individuals, persons with disabilities and individuals recovering from illness or surgery, on both a short- and long-term basis. Each month, more than 100,000 domiciliary care visits are conducted across the Maltese islands.

Healthcare Services Franchising Limited
Healthcare Services Franchising Limited holds intellectual property assets and generates income through the licensing of these assets.

Support Services Limited
Support Services Limited specialises in providing temporary staffing and outsourcing solutions for care workers and various support roles within the health and social care sector. The company employs a workforce of over 4,400 individuals, including care staff, care assistants, home helpers, and other auxiliary personnel, delivering services throughout Malta and Gozo.

Health Services Group Limited
Health Services Group Limited provides temporary staffing and outsourcing solutions for nurses within Malta's health and social care sector. The company employs over 860 nurses who are assigned to a range of hospital and healthcare facilities across both Malta and Gozo.

Kore Inflight Services Ltd
KIS provides payroll and management services to KAS. These services include payroll processing and employee compensation, together with administrative and management functions including budgeting, regulatory compliance and general management.

Kore Air Services Limited
KAS is a specialised catering company providing inflight catering services to airlines operating in Malta. Its operations comprise the preparation, handling and supply of meals and related catering products for airline passengers and crew, subject to the food safety and operational requirements applicable to the aviation catering industry.

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 (the "**Directors**") of the Issuer:

Name	Office Designation
Mr Arthur Gauci	Executive Director
Mr Frederick Azzopardi	Executive Director
Mr James Barbara	Executive Director
Mr Antoine Portelli	Non-Executive Director
Mr Joseph Bonello	Non-Executive Director
Mr Ian Stafrace	Non-Executive Director

The business address of all of the directors is the registered office of the Issuer.

Dr Katia Cachia is the company secretary of the Issuer.

The board of the Issuer is composed of 6 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
As of the date of this Analysis, the board of directors of the Guarantor is constituted by the following persons:

Name	Office Designation
Mr James Barbara	Director and Chairman
Mr Arthur Gauci	Director
Mr Frederick Azzopardi	Director

The business address of all of the directors is the registered office of the Issuer.

Mr Frederick Azzopardi is the company secretary of the Guarantor.

The board of the Guarantor is composed of 3 directors, who are entrusted with its overall direction and management of the day-to-day operations.

1.3 Major Assets owned by the Group

1.3.1 Property, Plant and Equipment ("PPE")

PPE comprises principally the Hagar Qim and Zabbar properties held by the Group, land at Santa Lucija, kitchen, catering and hospital meals equipment, regeneration trolleys, buildings, improvements and finishes, motor vehicles and trucks, and computer and office equipment.

Movements in PPE primarily reflect routine capital investments necessary to sustain ongoing operational requirements, consistent with the Group's historical expenditure patterns. These investments typically include equipment, vehicles, and infrastructure directly tied to service provision. The jump for FY26 also includes amounts related to PPE acquired on combination.

The Guarantor holds full legal ownership of the Hagar Qim property, acquired on 28 February 2025. The property was purchased outright, free of encumbrances, and its existing use is that of a bar and restaurant classified as a Class 4D restaurant. The acquisition of said property is an investment opportunity aligning with the broader diversification strategy of the wider Group.

1.3.2 Intangible assets of the Group

The Group's intangible assets comprise identifiable intangible assets, principally service-based contractual rights, together with goodwill recognised following the Group obtaining control of MHC, KIS and KAS as part of the restructuring and acquisition transactions completed in July 2025.

The identifiable intangible assets primarily relate to contractual rights associated with the provision of services. For forecasting purposes, these assets are assumed to be amortised on a straight-line basis over their estimated remaining useful lives.

In July 2025, JBH increased its ownership interest in MHC from 50% to 100% and its ownership interests in KIS and KAS from 40% to 80%, resulting in the Group obtaining control of these entities. Goodwill was recognised in connection with these transactions, representing the excess arising from the consideration transferred and other relevant components of the business combinations over the fair value of the identifiable net assets acquired.

Prior to the change in control, the target entities distributed a significant portion of their accumulated retained earnings to their then shareholders, resulting in lower net asset positions at the acquisition date. While these distributions reduced the net assets subsequently acquired by the Group, the goodwill recognised reflects the acquisition accounting applied upon obtaining control.

Goodwill is not amortised and is subject to annual impairment testing, or more frequently where indicators of impairment arise, in accordance with IAS 36 – Impairment of Assets. For forecasting purposes, no impairment charge has been assumed over the forecast period, consistent with management's expectations regarding the continued profitability and operations of the underlying businesses.

1.3.3 Contract Assets

Contract assets are recognised in accordance with IFRS 15 – Revenue from Contracts with Customers and represent the Group's entitlement to consideration for services that have been provided but for which an unconditional right to payment has not yet arisen as at the reporting date.

The key distinction between contract assets and trade receivables relates to the conditionality of the right to payment. Trade receivables represent an unconditional right to consideration, whereby only the passage of time is required before payment becomes due, whereas contract assets arise when the Group's right to consideration remains conditional on factors other than the passage of time, such as the achievement or certification of contractual milestones. Contract assets are subject to the expected credit loss requirements of IFRS 9 – Financial Instruments. Given that the Group's customer base primarily comprises public-sector entities, the associated credit risk is generally considered to be low.

1.3.4 Trade and Other Receivables

Trade receivables have been assessed and forecast in accordance with IFRS 9 – Financial Instruments and are measured at amortised cost, as they are held for the collection of contractual cash flows and their contractual terms give rise to cash flows representing payments of principal and interest.

Other receivables primarily comprise prepayments for goods and services, which represent non-financial assets and therefore fall outside the scope of IFRS 9. The balance excludes amounts due from related parties. As part of the restructuring process, several outstanding related-party receivable balances were settled through intercompany set-offs, resulting in a simplified representation of the Group's outstanding counterparty balances.

1.4 Use of Proceeds

The aggregate proceeds from the bond issue, net of bond issue expenses, amounted to approximately €29.5m. As at the date of this document, approximately €28.9m of the net bond proceeds have been fully utilised for the purposes for which they were originally earmarked. The remaining amount of approximately €0.6m, which was earmarked to be on-lent by the Issuer to JCL for the general corporate funding purposes of the JCL Group, remains unutilised.

1.5 Collateral

The €30.0m bond issue is partly secured by the Emphyteutical Site, which has been valued by an independent expert as having a value of €30.9m. INDIS has approved the constitution of the collateral subject to the condition that the special hypothec charged upon the Emphyteutical Site (the Food Factory, together with a neighbouring site currently used as a car park), shall not exceed €21.63m.

Part 2 Historical Performance and Forecasts

The Issuer's historical financial information for the year ending 31 March 2026, as set out in its audited financial statements may be found in sub-sections 2.1. to 2.3. of this Analysis. These sub-sections also include the projected performance of the Issuer for the period ending 31 March 2027 and 2028.

Moreover, the Guarantor was formed on 4 Dec 2023 and thus the first available consolidated audited financial statements are for the year ended 31 March 2025, prior to the acquisition of the main operating group. This section also includes the Guarantor's consolidated audited financial statements for the year ending 31 March 2026 and forecast performance of JBH for the period ending 31 March 2027 and 2028 as set out in sub-sections 2.4 to section 2.6.

The forecast financial information relates to events in the future and are based on assumptions which the management believes 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 JBF's Statement of Comprehensive Income

Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 March	FY2026A	FY2027F	FY2028F
	€	€	€
Revenue	647,828	1,601,019	1,790,000
Operating expenses	(57,536)	(91,054)	(85,000)
Operating profit	**590,292**	**1,509,965**	**1,705,000**
Finance expense	(653,323)	(1,670,646)	(1,670,646)
Profit / (loss) before tax	**(63,031)**	**(160,681)**	**34,354**
Income tax expense	(5,118)	-	(12,024)
Profit / (loss) for the period	**(68,149)**	**(160,681)**	**22,330**
Fair value gain on debt securities at FVOCI	12,266	-	-
Total comprehensive income / (loss) for the period	**(55,883)**	**(160,681)**	**22,330**

Ratio Analysis	FY2026A	FY2027F	FY2028F
Profitability			
Growth in Revenue (YoY Revenue Growth)	N/A	147.1%	11.8%
Operating (EBIT) Margin (EBIT/Revenue)	91.1%	94.3%	95.3%
Net Margin (Profit for the year / Revenue)	-8.6%	-10.0%	1.2%
Return on Common Equity (Net Income / Average Equity)	-28.8%	-480.5%	40.0%
Return on assets (Net Income / Average assets)	-0.2%	-0.5%	0.1%

Revenue is forecast to increase significantly from €648k in FY26A to €1.6m in FY27F and €1.8m in FY28F, representing year-on-year growth of 147.1% and 11.8%, respectively. The Issuer derives its revenue mainly from interest income on loans to related parties (70%) with the remaining 30% coming from administration fee income on the loans to related parties. The significant increase in revenue for FY27F principally reflects the first full year of interest and administration fee income generated on loans advanced to related parties.

Operating expenses are forecast to increase from €58k in FY26A to €91k in FY27F, before declining slightly to €85k in FY28F. Operating expenses for FY26A included mainly audit fees (€16k), formation costs (€22k) and directorship fees (€17k). Despite the increase in operating expenses, revenue growth is expected to result in operating profit increasing substantially from €590k in FY26A to €1.5m in FY27F and €1.7m in FY28F.

Finance expenses represent the Issuer's largest expense and are forecast to increase from €653k in FY26A to €1.7m in FY27F, remaining broadly unchanged at €1.7m in FY28F. The increase in FY27F is due to FY27 marking the first full year of interest on the 5.35% James B. Finance plc 2035 bond. The increase in finance costs in FY27F more than offsets the improvement in operating profit, resulting in a loss before tax of €161k, compared with a loss before tax of €63k in FY26A. In FY28F, however, continued revenue growth and the stabilisation of finance expenses are expected to result in a return to profitability, with profit before tax reaching €34k.

Following an income tax expense of €5k in FY26A, the Issuer recorded a net loss of €68k. No income tax expense is forecast in FY27F, resulting in a net loss of €161k, while an income tax charge of €12k is forecast in FY28F, resulting in net profit of €22k.

Given the Issuer's role as a financing vehicle, profitability is primarily dependent on the spread between income generated from related-party loans and associated administration fees and the cost of servicing the 5.35% bonds. This spread is forecast to remain slightly negative in FY27F, before turning marginally positive in FY28F as financing income increases while bond-related finance costs remain broadly stable.

2.2 JBF's Statement of Financial Position

Statement of Financial Position as at 31 March	FY2026A	FY2027F	FY2028F
	€	€	€
Assets			
Non-current assets			
Financial assets at amortised cost (non-current)	23,968,988	28,968,988	28,968,988
Current assets			
Trade and other receivables	650,328	760,001	760,001
Investment in financial assets (current)	5,012,158	59,672	59,672
Cash and cash equivalents	589,538	384,879	484,879
Total assets	**30,221,012**	**30,173,540**	**30,273,540**
Equity and liabilities			
Equity			
Share capital	250,000	250,000	250,000
Accumulated losses	(68,149)	(216,563)	(194,233)
Fair value reserve	12,266	-	-
Total equity	**194,117**	**33,437**	**55,767**
Liabilities			
Non-current liabilities			
Borrowings (non-current)	29,363,660	29,427,293	29,492,938
Current liabilities			
Trade and other payables	658,117	712,810	712,810
Current tax liability	5,118	-	12,024
Total liabilities	**30,026,895**	**30,140,103**	**30,217,773**
Total equity and liabilities	**30,221,012**	**30,173,540**	**30,273,540**

Ratio Analysis	FY2026A	FY2027F	FY2028F
Financial Strength			
Gearing 1 (Net Debt / Net Debt and Total Equity)	99.3%	99.9%	99.8%
Gearing 2 (Total Liabilities / Total assets)	99.4%	99.9%	99.8%
Gearing 3 (Net Debt / Total Equity)	148.2x	868.6x	520.2x
Net Debt / EBITDA	48.7x	19.2x	17.0x
Current Ratio (Current assets / Current Liabilities)	9.4x	1.7x	1.8x
Interest Coverage level 1 (EBITDA / Cash interest paid)	0.9x	0.9x	1.1x
Interest Coverage level 2 (EBITDA / Finance costs)	0.9x	0.9x	1.0x

The Issuer's balance sheet is characterised by a sizeable financial asset base, funded predominantly through borrowings. Total assets amounted to €30.2m in FY26A and are forecast to remain broadly stable at €30.2m in FY27F and €30.3m in FY28F. Non-current financial assets measured at amortised cost represent the majority of the asset base, increasing from €24.0m in FY26A to €29.0m in FY27F and remaining unchanged in FY28F. For FY26A these relate to €10.0m in loans due from the parent company and €14.0m in loans due from a related party. The increase in non-current financial assets in FY27F largely corresponds to the reduction in current financial investments, reflecting the planned deployment of approximately €5.0m previously held in French and Belgian government securities into the Issuer's related-party financing activities.

Other current assets remain relatively modest. Trade and other receivables are forecast to increase from €650k in FY26A to €760k in FY27F and remain unchanged in FY28F with these mainly being related to accrued income. Cash and cash equivalents are expected to decline from €590k in FY26A to €385k in FY27F, before recovering moderately to €485k in FY28F.

Total equity amounted to €194k in FY26A and is forecast to decline substantially to €33k in FY27F, reflecting the forecast loss for the year and the resulting increase in accumulated losses from €68k to €217k. Equity is subsequently expected to recover to €56k in FY28F following the return to profitability. Share capital remains unchanged at €250k throughout the forecast period. The relatively small equity base results in the Issuer remaining highly leveraged throughout the forecast period.

Non-current borrowings related to the 5.35% James B. Finance plc 2035 bond represent substantially all of the Issuer’s liabilities, increasing moderately from €29.4m in FY26A to €29.5m in FY28F. Trade and other payables are forecast to increase from €658k (mainly accrued bond interest) in FY26A to €713k in FY27F and remain unchanged in FY28F. Consequently, total liabilities are expected to remain broadly stable at approximately €30.0m in FY26A, €30.1m in FY27F and €30.2m in FY28F.

The Issuer’s financial metrics reflect a capital structure primarily composed of debt, aligning with its operational role as a special-purpose financing vehicle. Gearing 1, calculated as net debt relative to net debt plus total equity, stood at 99.3% in FY26A and is projected at 99.9% in FY27F before adjusting slightly to 99.8% in FY28F. These leverage metrics are closely tied to the Issuer's compact equity base, which is expected to move from €194k in FY26A to €33k in FY27F following projected results for the year.

The current ratio is projected to move from 9.4x in FY26A to 1.7x in FY27F before settling at 1.8x in FY28F, reflecting the reallocation of current financial investments into longer-term related-party loans. Regarding coverage metrics, EBITDA to cash interest paid is forecast at 0.9x across FY26A and FY27F before moving to 1.1x in FY28F, while EBITDA to total finance costs is expected to reach approximately 1.0x by FY28F.

2.3 JBF's Statement of Cash Flows

Statement of Cash Flows for the year ended 31 March	FY2026A	FY2027F	FY2028F
	€	€	€
Cash flows from operating activities			
Loss for the period	(68,149)	(160,681)	22,330
Adjustments for:			
Bond interest expense	633,205	1,605,000	1,605,000
Amortisation of bond issue cost	20,118	65,646	65,646
Interest income	(455,921)	-	-
Income tax expense	5,118	-	12,024
Changes in:			
Movement in trade and other receivables	(194,407)	(109,673)	-
Movement in trade and other payables	24,912	49,576	-
Net cash used in operating activities	**(35,124)**	**1,449,868**	**1,705,000**
Cash flows from investing activities			
Loans advanced to related parties	(23,968,988)	(5,000,000)	-
Investment in government treasury bonds	(4,999,892)	4,952,486	-
Net cash generated from / (used in) investing activities	**(28,968,880)**	**(47,514)**	**-**
Cash flows from financing activities			
Issue of share capital	250,000	-	-
Bond interest payment	-	(1,605,000)	(1,605,000)
Net proceeds from bond issuance	29,601,224	-	-
Other bond issue expenses	(257,682)	(2,013)	-
Net cash generated from / (used in) financing activities	**29,593,542**	**(1,607,013)**	**(1,605,000)**
Net movement in cash and cash equivalents	**589,538**	**(204,659)**	**100,000**
Cash and cash equivalents at start of year	-	589,538	384,879
Cash and cash equivalents at end of year	**589,538**	**384,879**	**484,879**

The Issuer's cash flow profile reflects the significant financing and investment activity undertaken in FY26A, followed by a normalisation of cash flows over the forecast period. Net cash used in operating activities amounted to €35k in FY26A with this forecast to increase to an inflow of €1.4m in FY27F and €1.7m in FY28F. This principally reflects the add-back of bond interest expense, as the corresponding cash interest payments are classified within financing activities. Working capital movements are expected to remain relatively modest, with an increase in trade and other receivables resulting in a €110k cash outflow in FY27F, partly offset by a €50k increase in trade and other payables.

Investing activities represented the Issuer's principal use of cash in FY26A, with net cash outflows of €29.0m. This primarily reflects €24.0m of loans advanced to related parties and a €5.0m investment in government treasury bonds. In FY27F, a further €5.0m is expected to be advanced to related parties, funded through the disposal of the government treasury bonds, resulting in a significantly lower net investing cash outflow of €48k. No investing cash flows are forecast in FY28F.

The substantial investing requirements in FY26A were principally funded through financing activities. The Issuer generated net financing cash inflows of €29.6m during the year, primarily reflecting €29.6m in net proceeds from the bond issuance and €250k from the issue of share capital, partly offset by €258k of other bond issue expenses. This financing activity broadly matched the significant investment outflows incurred during the period and resulted in a net increase in cash and cash equivalents of €590k.

In FY27F and FY28F, the cash flow profile is expected to shift towards servicing the Issuer’s outstanding debt rather than raising additional financing. Bond interest payments of €1.6m per annum are forecast in both years, resulting in net financing cash outflows of €1.6m in FY27F and FY28F. Despite these financing outflows, stronger operating cash generation and substantially lower investing requirements are expected to support the Issuer’s liquidity position.

Overall, cash and cash equivalents are forecast to decline by €205k in FY27F, from €590k to €385k, before increasing by €100k to €485k in FY28F. In FY27F, cash generated from operating activities is expected to be insufficient to fully offset bond interest payments and the modest investing outflow, although the resulting shortfall is limited and is absorbed by the Issuer's existing liquidity resulting in a €205k reduction in cash and cash equivalents. By FY28F, operating cash generation of €1.7m is expected to exceed the €1.6m bond interest payment, resulting in a €100k increase in year-end cash.

2.4 JBH's Statement of Comprehensive Income

Income Statement for the year ended 31 March	FY2025A	FY2026A	FY2027F	FY2028F
	€000s	€000s	€000s	€000s
Revenue	-	188,715	319,752	326,147
Cost of sales	-	(151,925)	(246,991)	(251,931)
Gross Profit	**-**	**36,790**	**72,761**	**74,216**
Admin Expenses	(30)	(9,701)	(26,720)	(27,254)
Other income	-	36,409	215	104
EBIT	**(30)**	**63,498**	**46,256**	**47,066**
Finance income	-	431	-	-
Finance costs	-	(2,437)	(3,330)	(3,330)
Share of results of associates and joint ventures	8,399	2,270	-	-
Profit / (loss) before tax	**8,369**	**63,762**	**42,926**	**43,735**
Taxation	-	(10,734)	(14,315)	(14,601)
Profit for the year	**8,369**	**53,028**	**28,611**	**29,134**

Ratio Analysis	FY2025A	FY2026F	FY2027F	FY2028F
Profitability				
Growth in Revenue (YoY Revenue Growth)	N/A	N/A	69.4%	2.0%
Gross Profit Margin (Gross Profit / Revenue)	N/A	19.5%	22.8%	22.8%
Operating (EBIT) Margin (EBIT/Revenue)	N/A	33.6%	14.5%	14.4%
Net Margin (Profit for the year / Revenue)	N/A	28.1%	8.9%	8.9%
Return on Common Equity (Net Income / Average Equity)	75.3%	140.8%	31.3%	22.0%
Return on assets (Net Income / Average assets)	72.8%	27.3%	7.2%	6.7%

The year under review was transformational for the Group. Pursuant to a share purchase agreement dated 17 April 2025 and share transfer instruments dated 25 July 2025, JBH acquired an additional 50% shareholding in MHC and an additional 40% shareholding in each of KAS and KIS, raising its interests to 100%, 80% and 80%, respectively, and obtaining control of those companies and their subsidiaries with effect from 25 July 2025. During the year a number of other entities under common control of James Barbara were also transferred into the Group, as described in Section 1.1.

The Group operates principally in the health and catering sectors and is engaged in the management and provision of services for the operation of an old people's residence under service concession arrangements, the provision of catering and ancillary services to hospitals and airlines, nursing, care and clinical services to hospitals, homes for the elderly and within the community in Malta and Gozo, healthcare training, and, through James B. Finance p.l.c., the raising of finance for the Group.

Revenue stream	Revenue (€)	% of total
Care, nursing, community and support services	147,932	78.4%
Catering, hospital meals and concession-related services	34,424	18.2%
Airline catering and handling services	4,990	2.6%
Retail and other catering operations	115	0.1%
Training services	653	0.3%
Interest and administration fees on loans to related parties	395	0.2%
Other revenue streams	205	0.1%
Total revenue	**188,715**	**100.0%**

The Group's revenue for the year amounted to €188.7m, compared to nil in FY25A, when the relevant interests were equity-accounted rather than consolidated. Accordingly, the year-on-year movement primarily reflects the change in the basis of consolidation following the acquisitions completed during FY26A.

As at FY26A, the Group's revenue is highly concentrated, with care, nursing, community and support services accounting for 78.4% of total revenue, followed by catering, hospital meals and concession-related services at 18.2%. Collectively, these two revenue streams account for approximately 96.6% of the Group's total revenue. Revenue is forecast to increase further to €319.8m in FY27F, representing growth of 69.4%, before moderating to €326.1m in FY28F, equivalent to growth of 2.0%.

Cost of sales increased from nil in FY25A to €152.0m in FY26A and is forecast to increase further to €247.0m in FY27F and €251.9m in FY28F as the Group's revenue base expands. Employee benefits represented the Group's largest cost category, amounting to €129.0m, equivalent to approximately 79.8% of aggregate cost of sales and administrative expenses. Food and beverage costs on the other hand stood at €15.9m (9.9% of total costs). Gross profit reached €36.8m and is forecast to increase to €72.8m and €74.2m in FY27F and FY28F. The gross profit margin stood at 19.5% in FY26A and is forecast to improve to 22.8% in both FY27F and FY28F, indicating an expected improvement in the profitability of the Group's underlying service delivery.

Administrative expenses increased materially from €30k in FY25A to €9.7m in FY26A as the Group expanded its central support functions alongside the significant increase in operational scale. Administrative expenses are forecast to rise further to €26.7m in FY27F and €27.3m in FY28F. Other income amounted to €36.4m in FY26A, providing a significant contribution to earnings during the year. This mainly relates to the gain arising on the remeasurement of previously held equity interests following the acquisition of control. Since this is a one-off gain, other income is forecast to fall sharply to €215k in FY27F and €104k in FY28F.

Consequently, reported EBIT amounted to €63.5m in FY26A, corresponding to an EBIT margin of 33.6%. However, excluding the €36.4m contribution from other income, EBIT would have amounted to approximately €27.1m, equivalent to a margin of approximately 14.4%. With the significant contribution from other income largely absent from the forecast period, reported EBIT is expected to decline to €46.3m in FY27F before increasing to €47.1m in FY28F, corresponding to EBIT margins of 14.5% and 14.4%, respectively. This indicates that the decline in reported EBIT in FY27F primarily reflects the non-recurrence of the FY26A remeasurement gain rather than a deterioration in underlying operating profitability.

Finance income amounted to €431k in FY26A, while finance costs amounted to €2.4m. Finance costs are forecast to increase to €3.3m in both FY27F and FY28F. JBH also recognised €2.3m from its share of results of associates and joint ventures in FY26A, with no corresponding contribution forecast in FY27F or FY28F. As a result, profit before tax amounted to €63.8m in FY26A and is forecast to decline to €42.9m in FY27F before increasing modestly to €43.7m in FY28F.

Following a tax charge of €10.7m, JBH generated net profit of €53.0m in FY26A, compared with €8.4m in FY25A. Net profit is forecast at €28.6m in FY27F and €29.1m in FY28F, following forecast tax charges of €14.3m and €14.6m, respectively. The net profit margin therefore stood at 28.1% in FY26A and is forecast to normalise to 8.9% in both FY27F and FY28F. Return on common equity similarly increased to 140.8% in FY26A, before being forecast to moderate to 31.3% in FY27F and 22.0% in FY28F, while return on assets is expected to decline from 27.3% in FY26A to 7.2% and 6.7%, respectively. The elevated FY26A return metrics are not considered representative of the Group's normalised return profile, given the material one-off remeasurement gain recognised during the year and the impact of the acquisition and restructuring transactions on the Group's average equity and asset base.

2.4.1 Variance Analysis

Income Statement for the year ended 31 March	FY2026F	FY2026A	Variance
	€000s	€000s	€000s
Revenue	106,556	188,715	82,159
Cost of sales	(81,395)	(151,925)	(70,530)
Gross Profit	**25,161**	**36,790**	**11,629**
Admin Expenses	(6,274)	(9,701)	(3,427)
Other income	-	36,409	36,409
EBIT	**18,887**	**63,498**	**44,611**
Finance income	910	431	(479)
Finance costs	(1,757)	(2,437)	(680)
Share of results of associates and joint ventures	-	2,270	2,270
Profit / (loss) before tax	**18,040**	**63,762**	**45,722**
Taxation	(6,314)	(10,734)	(4,420)
Profit / (loss) after tax	**11,726**	**53,028**	**41,302**

The Group reported revenue of €188.7m, exceeding the original forecast of €106.6m by €82.2m, or 77.1%. The variance mainly reflected higher payroll costs following the Government's equal-pay measures (which were contractually passed on to clients), the unforecast consolidation of JC Retail Ltd, new catering contracts and stronger demand for healthcare services, including the supply of workers to Gozo General Hospital. The variance was partly offset by €2.3m relating to the share of results from associates and joint ventures being included within forecast revenue but presented separately in the actual results. Conversely, €0.3m of finance income earned by James B Finance p.l.c. was presented within actual revenue rather than finance income.

Cost of sales exceeded forecast by €70.5m, increasing from €81.4m to €151.9m, principally due to the higher payroll costs and expenditure associated with JC Retail Ltd and the increased supply of goods and services. Gross profit consequently exceeded forecast by €11.6m, reaching €36.8m. Administrative expenses exceeded forecast by €3.4m, mainly reflecting the Group's higher level of activity.

Operating profit reached €63.5m, exceeding forecast by €44.6m. This favourable variance was primarily attributable to €35.9m of other income, mainly comprising a one-off remeasurement gain arising upon the acquisition of full ownership of MHC. Other net gains of €0.5m mainly related to IFRS 16 gains following the termination of lease agreements by JC Retail Ltd. Excluding these items, operating profit remained approximately €8.2m above forecast.

Finance income was €0.5m below forecast, partly because €0.3m was presented within actual revenue, while finance costs exceeded forecast by €0.7m, mainly due to approximately €0.5m of bank-guarantee fees connected with the MHC acquisition. The separately reported €2.3m share of results from associates and joint ventures had been included within forecast revenue. Overall, profit before tax reached €63.8m and profit for the year amounted to €53.0m, exceeding forecast by €45.7m and €41.3m, respectively, with the tax charge reflecting the non-taxable nature of the one-off remeasurement gain.

2.5 JBH's Statement of Financial Position

Statement of Financial Position as at 31 March	FY2025A	FY2026A	FY2027F	FY2028F
	€000s	€000s	€000s	€000s
Assets				
Non-current assets				
Property, plant and equipment	2,437	7,644	42,346	38,011
Right-of-use assets	-	3,539	6,017	4,898
Goodwill	-	45,080	39,595	39,595
Intangible assets	-	29,239	25,734	22,183
Investments in associates and joint ventures	322	62	63	63
Deferred tax assets	-	1,249	346	346
Contract assets	-	199,414	199,247	199,247
Total non-current assets	**2,759**	**286,227**	**313,349**	**304,344**
Current assets				
Inventory	-	1,329	3,232	3,232
Trade and other receivables	5	53,653	69,062	69,062
Amounts due from related parties	8,726	19,064	11,879	11,879
Current investments	-	5,012	60	60
Indirect taxation and other current assets	-	165	56	56
Cash and cash equivalents	-	11,867	25,274	57,309
Total current assets	**8,731**	**91,090**	**109,562**	**141,598**
Total assets	**11,490**	**377,317**	**422,911**	**445,941**
Equity and liabilities				
Equity				
Share capital	3	3	103	103
Translation reserve	4	(47)	(32)	(32)
Fair value reserve	-	12	5	5
Other reserves	2,531	2,743	2,743	2,743
Retained earnings	8,576	61,496	115,604	143,738
Equity attributable to owners of the Company	**11,114**	**64,207**	**118,422**	**146,557**
Non-controlling interests	-	1,133	1,133	1,133
Total equity	**11,114**	**65,340**	**119,555**	**147,690**
Non-current liabilities				
Borrowings	-	42,884	39,735	36,457
Lease liabilities	-	292	4,782	4,782
Trade and other payables	-	683	-	-
Contract liabilities	-	178,889	178,910	178,910
Deferred tax liabilities	-	9,722	2,025	2,025
Total non-current liabilities	**-**	**232,471**	**225,452**	**222,174**
Current liabilities				
Trade and other payables	28	29,599	35,488	35,488
Amounts due to related parties	341	9,448	9,470	9,470

Borrowings	-	4,253	4,230	3,277
Bank overdrafts	-	3,107	2,194	2,194
Lease liabilities	-	3,484	2,323	1,162
Current tax liabilities	7	29,093	24,160	24,446
Other provisions, deferred income and other	-	522	40	40
Total current liabilities	**376**	**79,506**	**77,904**	**76,077**
Total liabilities	**376**	**311,977**	**303,356**	**298,251**
Total equity and liabilities	**11,490**	**377,317**	**422,911**	**445,941**

Ratio Analysis	FY2025A	FY2026A	FY2027F	FY2028F
Financial Strength				
Gearing 1 (Net Debt / Net Debt and Total Equity)	3.0%	44.6%	24.0%	0.0%
Gearing 2 (Total Liabilities / Total assets)	3.3%	82.7%	71.7%	66.9%
Gearing 3 (Net Debt / Total Equity)	0.0x	0.8x	0.3x	0.0x
Net Debt / EBITDA	0.0x	0.7x	0.7x	0.0x
Current Ratio (Current assets / Current Liabilities)	23.2x	1.1x	1.4x	1.9x
Interest Coverage level 1 (EBITDA / Cash interest paid)	N/A	39.1x	16.6x	16.8x
Interest Coverage level 2 (EBITDA / Finance costs)	N/A	28.6x	16.6x	16.8x

The Statement of Financial Position for the Group reflects the significant expansion and restructuring undertaken in FY26A, with total assets increasing from €11.5m in FY25A to €377.3m in FY26A. The balance sheet is forecast to expand further to €422.9m in FY27F and €445.9m in FY28F. The substantial increase in FY26A primarily reflects the recognition of contract assets, goodwill and intangible assets following the expansion and restructuring of the Group, alongside higher property, plant and equipment, right-of-use assets and working capital balances. The forecast period assumes further growth in the Group's asset base, while continued profitability is expected to strengthen the equity position and reduce leverage.

Non-current assets increased substantially from €2.8m in FY25A to €286.2m in FY26A and are forecast to rise further to €313.3m in FY27F before declining moderately to €304.3m in FY28F. Contract assets represent the largest component, amounting to €199.4m in FY26A and remaining broadly stable at €199.2m in FY27F and FY28F. These assets arise principally from long-term service concession arrangements between MHC and public sector grantors relating to the St Vincent de Paul Residence. The arrangements cover the construction and operation of residential blocks and kitchen facilities, together with the provision of management, care, catering and related services over the concession periods with the majority in FY26A being related to SVP management services (€126.7m), SVP blocks construction (€35.3m) and SVP catering (€32.2m). Goodwill of €45.1m was recognised in FY26A and is forecast to decline to €39.6m in FY27F and remain at this level in FY28F, while intangible assets amounted to €29.2m in FY26A and are forecast to decline progressively to €25.7m in FY27F and €22.2m in FY28F. Property, plant and equipment increased from €2.4m in FY25A to €7.6m in FY26A and is forecast to rise significantly to €42.3m in FY27F, before moderating to €38.0m in FY28F. This significant increase is partly due to the addition of JCL into the Group. Right-of-use assets amounted to €3.5m in FY26A and are forecast to increase to €6.0m in FY27F before declining to €4.9m in FY28F.

Current assets also expanded considerably, increasing from €8.7m in FY25A to €91.1m in FY26A, and are forecast to rise further to €109.6m in FY27F and €141.6m in FY28F. Trade and other receivables increased to €53.7m in FY26A and are forecast to reach €69.1m in FY27F, remaining unchanged in FY28F. Trade and other receivables are made up of trade receivables, advances and deposits, prepayments, accrued income and other receivables. Amounts due from related parties increased from €8.7m in FY25A to €19.1m in FY26A, before being forecast to decline to €11.9m in FY27F and remain at this level in FY28F. The main amount due in FY26A was related to loans due from JCL of €14.0m.

Cash and cash equivalents improved materially to €11.9m in FY26A and are forecast to more than double to €25.3m in FY27F and €57.3m in FY28F, supporting a progressive strengthening of the Group's liquidity position. The Group also makes use of a bank overdraft which stood at €3.1m in FY26A. Current investments related to sovereign debt securities stood at €5.0m in FY26A and are forecast to decline substantially to €60k from FY27F onwards, while inventory related to food, beverages and consumables are expected to increase from €1.3m in FY26A to €3.2m in FY27F.

On the equity side, total equity increased significantly from €11.1m in FY25A to €65.3m in FY26A, primarily reflecting the strong profitability generated during the year. Retained earnings increased from €8.6m to €61.5m, while non-controlling interests of €1.1m were recognised following the restructuring of the Group. Total equity is forecast to increase further to €119.6m in FY27F and €147.7m in FY28F. The significant increase in FY27F primarily reflects the addition of JCL and James Caterers and Ancillary Services Company Limited into the Group, together with the accumulation of retained earnings from continued profitability. Thereafter, the increase to €147.7m in FY28F is principally driven by retained earnings.

The Group's liabilities increased substantially following the restructuring and expansion of the business, with total liabilities rising from €376k in FY25A to €312.0m in FY26A. Total liabilities are forecast to decline to €303.4m in FY27F and €298.3m in FY28F despite continued growth in total assets. Non-current liabilities amounted to €232.5m in FY26A, primarily comprising €178.9m of contract liabilities and €42.9m of borrowings. Contract liabilities are forecast to remain broadly stable at approximately €178.9m through FY28F, while non-current borrowings are expected to decline progressively to €39.7m in FY27F and €36.5m in FY28F.

Contract liabilities represent the consideration already invoiced under the SVP arrangements for which the associated contractual obligations have not yet been fully satisfied. Borrowings on the other hand mainly relate to the 5.35% James B. Finance plc 2035 bond (€29.4m) but also include bank loans (€13.5m). Deferred tax liabilities amounted to €9.7m in FY26A and are forecast to decline significantly to €2.0m from FY27F onwards.

Current liabilities amounted to €79.5m in FY26A and are forecast to decline gradually to €77.9m in FY27F and €76.1m in FY28F. Trade and other payables represent the largest component, increasing from €29.6m in FY26A to €35.5m in FY27F and remaining at this level in FY28F. Trade and other payables in FY26A were mainly related to trade payable, accruals, payroll-related and other payables (€20.0m) and deferred consideration payable to vendors (€9.0m).

Amounts due to related parties are forecast to remain broadly stable at approximately €9.5m. Current borrowings are expected to decline from €4.3m in FY26A to €4.2m in FY27F and €3.3m in FY28F, while lease liabilities are forecast to decline from €3.5m to €2.3m and €1.2m, respectively. Overall, the liability profile is expected to remain relatively stable over the forecast period, while the expansion in equity progressively reduces the Group's reliance on debt financing.

The ratio analysis highlights a significant improvement in the Group's financial position over the forecast period. Gearing, measured as net debt relative to net debt and total equity, stood at 44.6% in FY26A and is forecast to decline to 24.0% in FY27F before reaching 0.0% in FY28F as the Group's growing cash balance offsets outstanding debt. Similarly, total liabilities as a proportion of total assets are forecast to decline from 82.7% in FY26A to 71.7% in FY27F and 66.9% in FY28F. Net debt to total equity is expected to improve from 0.8x in FY26A to 0.3x in FY27F and 0.0x in FY28F.

Debt servicing metrics also indicate a strong financial position. Net debt to EBITDA stood at 0.7x in FY26A and is forecast to remain at 0.7x in FY27F before declining to 0.0x in FY28F. The current ratio improves from 1.1x in FY26A to 1.4x in FY27F and 1.9x in FY28F, reflecting the expected accumulation of cash and strengthening of the Group's liquidity position. Interest coverage remains robust despite moderating from the exceptionally high level recorded in FY26A. EBITDA covered cash interest paid 39.1x in FY26A and is forecast to cover it 16.6x in FY27F and 16.8x in FY28F. EBITDA-to-finance-cost coverage follows a similar trajectory, declining from 28.6x in FY26A to 16.6x in FY27F and 16.8x in FY28F. Overall, the forecasts indicate that the Group is expected to progressively deleverage while maintaining substantial capacity to service its financing obligations.

2.6 JBH's Statement of Cash Flows

Statement of Cash Flows for the year ended 31 March	FY2025A	FY2026A	FY2027F	FY2028F
	€000s	€000s	€000s	€000s
<u>**Cash flows from operating activities**</u>				
Profit before tax	8,369	63,762	42,926	43,736
Adjustments for:				
Finance costs	-	2,437	3,330	3,330
Finance income	-	(431)	-	-
Share of results of associates and joint ventures	(8,399)	(2,270)	-	-
Depreciation of property, plant and equipment	-	1,274	4,335	4,335
Depreciation of right-of-use assets	-	1,439	1,119	1,119
Amortisation of intangible assets	-	3,551	3,551	3,551
Unwinding of capitalised training costs	-	469	502	502
Gain on remeasurement of previously held equity interests	-	(31,918)	-	-
Other gains and non-cash items - net	-	(495)	-	-
Movement in expected credit loss allowances	-	61	-	-
Operating cash flow before working capital movements	**(30)**	**37,879**	**55,763**	**56,573**
Changes in:				
Inventories	-	(260)	(1,903)	-
Contract assets	-	(178,324)	(335)	(502)
Contract liabilities	-	178,889	21	-
Movement in trade/other receivables, payables, related-party and tax balances (combined)	30	(8,296)	(11,614)	500
Lease liabilities	-	-	-	-
Cash generated from / (used in) operations	**(-)**	**29,889**	**41,932**	**56,571**
Interest received	-	29	-	-
Interest paid	-	(1,784)	(3,330)	(3,330)
Tax (paid)/refund received	-	(4,896)	(19,248)	(14,315)
Net cash used in operating activities	**(-)**	**23,239**	**19,354**	**38,926**
<u>**Cash flows from investing activities**</u>				
Acquisition of subsidiaries, net of cash acquired	-	(18,857)	-	-
Purchase of property, plant and equipment	(2,000)	(2,642)	(4,653)	(500)
Loans advanced to related parties	-	(14,544)	-	-
(Purchase) / sale of investments in debt securities	-	(5,000)	4,952	-
Dividends received from associates	2,000	-	-	-
Net cash generated from / (used in) investing activities	**-**	**(41,042)**	**300**	**(500)**
<u>**Cash flows from financing activities**</u>				
Net proceeds from bond issue	-	29,344	-	-
Proceeds from shares issued by a subsidiary to non-controlling interests	-	100	-	
Net movement in bank borrowings / principal repayments on borrowings	-	(1,426)	(3,172)	(4,230)
Payments of principal on lease liabilities	-	(1,455)	(1,161)	(1,161)
Cash advanced by related party	-			

Dividend to shareholders	-	-	(1,000)	(1,000)
Net cash generated from / (used in) financing activities	-	**26,563**	**(5,333)**	**(6,391)**
Net movement in cash and cash equivalents	-	**8,759**	**14,320**	**32,035**
Cash and cash equivalents at start of year	-	-	8,759	23,080
Cash and cash equivalents at end of year	-	**8,759**	**23,080**	**55,115**

Ratio Analysis	FY2025A	FY2026A	FY2027F	FY2028F
Cash Flow	€000s	€000s	€000s	€000s
Free Cash Flow (Net cash from operations - Capex)	(2,000)	22,381	18,031	41,757

The Statement of Cash Flows reflects the significant transformation of the Group in FY26A, followed by continued cash generation over the forecast period. Operating cash flow before working capital movements increased from negligible levels in FY25A to €37.9m in FY26A, supported by the substantial increase in profitability following the restructuring and expansion of the Group. This is forecast to increase further to €55.8m in FY27F and €56.6m in FY28F, reflecting the underlying earnings capacity of the enlarged Group.

In FY26A, operating cash generation was significantly influenced by working capital movements associated with the restructuring and consolidation of the Group. Contract liabilities generated an inflow of €178.9m, which was largely offset by a €178.3m increase in contract assets, while movements in trade and other receivables, payables, related-party balances and tax balances resulted in a further €8.3m outflow. Consequently, cash generated from operations amounted to €29.9m. After interest payments of €1.8m and tax payments of €4.9m, net cash generated from operating activities amounted to €23.2m in FY26A. Operating cash generation is forecast to remain strong at €19.4m in FY27F, despite €19.2m of tax payments and €3.3m of interest payments, before increasing substantially to €38.9m in FY28F as working capital movements moderate and tax payments decline to €14.3m.

Investing activities represented the Group's principal use of cash in FY26A, resulting in a net outflow of €41.0m. This primarily comprised €18.9m relating to the acquisition of subsidiaries, net of cash acquired, €14.5m of loans advanced to related parties, €5.0m invested in debt securities and €2.6m of purchases of property, plant and equipment. Investing activity is forecast to normalise significantly in FY27F, with €5.0m generated from investments in debt securities largely offsetting €4.7m of capital expenditure, resulting in a modest net inflow of €300k. In FY28F, investing activities are forecast to result in a net outflow of €500k, entirely attributable to capital expenditure. This represents a significant reduction in investment requirements relative to FY26A following the completion of the major acquisition and restructuring activity.

Financing cash flows in FY26A reflect the funding required to support the Group's expansion. Net proceeds of €29.3m were raised through the bond issue, while €100k was received from shares issued by a subsidiary to non-controlling interests. These inflows were partly offset by €1.4m of net bank borrowing repayments and €1.5m of lease principal payments, resulting in net cash generated from financing activities of €26.6m. Financing activities are forecast to turn negative thereafter, with net outflows of €5.3m in FY27F and €6.4m in FY28F. These outflows primarily reflect scheduled reductions in bank borrowings, lease repayments and €1.0m of annual dividends to shareholders, with no further bond issuance or significant external capital raising assumed.

As a result of these movements, cash and cash equivalents increased by €8.8m in FY26A. Cash and cash equivalents, net of bank overdrafts, are forecast to increase further by €14.3m in FY27F and €32.0m in FY28F, reaching €23.1m and €55.1m at the respective year ends. The significant accumulation of cash over the forecast period is supported by continued operating cash generation, lower acquisition-related investment requirements and the absence of further significant external financing requirements.

Free cash flow provides further evidence of the Group's underlying cash-generative capacity. Following negative free cash flow of €2.0m in FY25A, free cash flow increased substantially to €22.4m in FY26A and is forecast to remain strong at €18.0m in FY27F before increasing to €41.8m in

FY28F. The decline in FY27F primarily reflects higher tax payments and capital expenditure, while the subsequent improvement in FY28F is supported by stronger operating cash conversion and significantly lower capital expenditure. Overall, the forecast cash flow profile indicates that, following the substantial restructuring and investment undertaken in FY26A, the Group is expected to generate sufficient internal cash flow to meet its financing obligations, fund ongoing investment and progressively strengthen its liquidity position.

Part 3 Key Market and Competitor Data

3.1 General Market Conditions

At the time of publication of this Analysis, management considers that generally, it shall be subject to the normal business risks associated with the industries in which the companies are involved and operate and, barring unforeseen circumstances, does not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be deemed likely to have a material effect on the upcoming prospects of the companies and their respective businesses, at least with respect to the financial year 2027. However, investors are strongly advised to carefully read the risk factors disclosed in the Prospectus.

3.2 Economic Update[1]

conomic activity in Malta remained broadly consistent with its long-term average. The Bank's Business Conditions Index indicates a modest strengthening in business conditions in July, though it stands slightly below its historical average. Retail activity grew at a more moderate rate in June, as did services production in May, while industrial production declined in annual terms and retained its volatile pattern. The tourism sector maintained its strong momentum in June. Consumer sentiment declined in July but remained well above its historic average. Unemployment expectations remained below their historical levels, and continue to signal low unemployment in the next 12 months.

Overall, supply and demand conditions in the property market remain strong. In July, approved permits for residential and commercial purposes decreased compared with a year earlier, but were higher than those in the preceding month. On the demand side, final deeds and promise-of-sale agreements show similar movements to permits. In June, the unemployment rate decreased slightly to 3.5% compared with May but stood above the rate recorded in the same month a year earlier. Malta's inflation rate rose marginally in July but stood well below that in the euro area. The annual inflation rate based on the Harmonised Index of Consumer Prices (HICP) stood at 2.1%, up from 2.0% in June, while HICP inflation excluding food and energy stood at 2.3%.

Across the euro area, both HICP inflation and HICP inflation excluding food and energy were higher than in Malta due to higher energy inflation. According to the Retail Price Index (RPI), inflation in July increased to 2.7%. In June, the Consolidated Fund reported a smaller deficit compared with a year earlier, reflecting stronger growth in government revenue.

3.3 Economic Outlook[2]

According to the Bank's latest forecasts, the outlook for economic growth is expected to remain robust with GDP growth projected at 3.8% in 2026, 3.6% in 2027 and 3.8% in 2028. Growth is expected to be led by private consumption which is projected to continue to grow at a brisk pace. Compared to the Bank's previous projections, the outlook for GDP growth has been revised up by 0.1 p.p. in 2026. Annual HICP inflation is projected at 2.2% in 2026 down from 2.4% in 2025, reflecting the recent decline in food inflation. Inflation is set to increase slightly in 2027 due to inflationary pressures arising from geopolitical tensions and related supply disruptions in the Middle East.

HICP inflation is envisaged to ease to 2.2% by 2028. Compared to the Bank's previous forecast publication, overall HICP inflation has been revised down by 0.2 percentage points in 2026 and 0.1 percentage points in 2027. The budget deficit is projected to narrow from 2.2% of GDP in 2026 to 1.6% by 2028. The debt-to-GDP ratio is projected to decline from its peak in 2025, to 46.1% in 2026 and eventually to 44.2% by 2028. Risks to activity are broadly balanced. Downside risks largely emanate from the uncertainty surrounding the duration and intensity of the conflict in the Middle East and related supply bottlenecks.

However, private consumption growth could exceed expectations if employment or wages prove stronger than anticipated. Inflation risks are tilted to the upside over the projection horizon due to the risk of higher than foreseen services inflation and spill over effects on non-energy inflation related to the conflict in the Middle East. On the fiscal side, risks are assessed to be tilted to the downside (deficit-increasing) mainly reflecting potential current expenditure overruns, particularly on energy support measures.

[1] Central Bank of Malta – Economic Update 08/2026

[2] Central Bank of Malta – Economic Projections 2026 – 2028

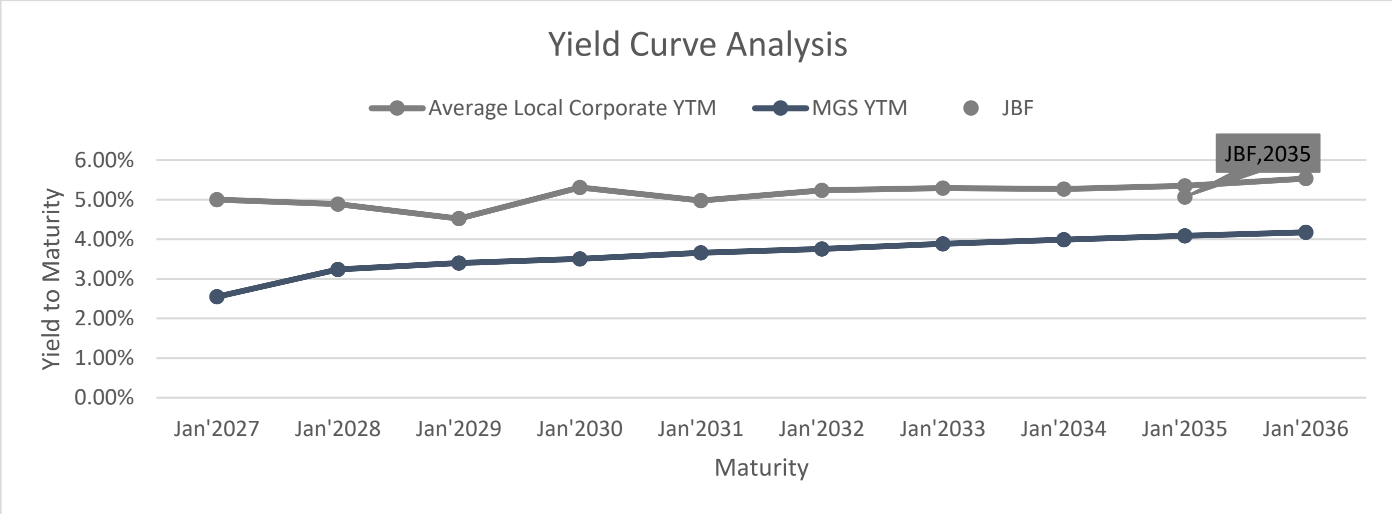
3.4 Comparative Analysis

The purpose of the table below compares the proposed debt issuance of the Issuer to other debt instruments. One must note that given the material differences in profiles and industries, the risks associated with the business and that of other issuers are therefore different.

Security	Nom Value €000's	Yield to Maturity (%)	Interest coverage (EBITDA) (times)	Total Assets (€'millions)	Total Equity (€'millions)	Total Liabilities / Total Assets (%)	Net Debt / Net Debt and Total Equity (%)	Net Debt / EBITDA (times)	Current Ratio (times)	Return on Common Equity (%)	Net Margin (%)	Revenue Growth (YoY) (%)
5.30% International Hotel Investments € Unsec 2035	35,000	5.15%	1.8x	1,972.2	919.0	53.4%	42.2%	8.4x	0.9x	1.2%	3.3%	9.3%
5.6% JD Capital plc Secured € 2035 (xd)	40,000	5.52%	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	5.21%	2.7x	90.1	35.6	60.5%	51.8%	5.9x	1.4x	13.5%	20.0%	263.3%
5.4% AGB Finance plc Secured € Bonds 2035 S1 T1	16,300	5.40%	8.7x	35.8	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	5.33%	6.9x	156.2	29.0	81.4%	35.8%	5.0x	3.5x	0.8%	6.4%	N/A
5.35% James B. Finance plc Partly Secured & Guaranteed 2035	30,000	5.07%	0.9x	30.2	0.2	99.4%	99.3%	48.7x	9.4x	-28.8%	-8.6%	N/A
5.70% Central Business Centre plc € Unsec 2030-2035 S1 T1	13,250	5.84%	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	5.28%	1.9x	2,158.1	998.7	53.7%	42.0%	8.3x	1.0x	3.4%	9.0%	8.6%
	Average*	5.39%										

Source: Latest Available Audited Financial Statements

Last price as at 16/09/2026
*Average figures do not capture the financial analysis of the Group



Source: Central Bank of Malta and Malta Stock Exchange (MSE)

The above graph illustrates the average yearly yield of all local issuers as well as the corresponding yield of 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 on the 5.35% James B. Finance plc 2035 bond.

As at 16 September 2026, the average spread over the MGS for corporates with maturity range of 9 years was 130 basis points. As at that date, the 5.35% James B. Finance plc 2035 bond was trading at a yield of 5.07%, meaning a spread of 98 basis points over the equivalent MGS, and thereafter at a discount on the market of 32 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.
EBITDA	EBITDA is an abbreviation for earnings before interest, tax, depreciation and amortisation. It reflects the Group's/Company's earnings purely from operations.
Operating Profit (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.
Net Income	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.
Gross Profit Margin	Gross profit as a percentage of total revenue.
EBITDA Margin	EBITDA as a percentage of total revenue.
Operating (EBIT) Margin	Operating margin is the EBIT 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 average common equity (average equity of two years financial performance).
Return on Assets	Return on assets (ROA) is computed by dividing net income by average total assets (average assets of two years financial performance).
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 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 de 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.
Inventory	Inventory is the term for the goods available for sale and raw materials used to produce goods available for sale.
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 de 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	
Current Ratio	The Current ratio (also known as the Liquidity Ratio) is a financial ratio that measures whether or not a company has enough resources to pay its debts over the next 12 months. It compares current assets to current liabilities.
Quick Ratio (Acid Test Ratio)	The quick ratio measures a Group's/Company's ability to meet its short-term obligations with its most liquid assets. It compares current assets (less inventory) to current liabilities.
Interest Coverage Ratio 1	The interest coverage ratio is calculated by dividing EBITDA of one period by cash interest paid of the same period.
Interest Coverage Ratio 2	The interest coverage ratio is calculated by dividing EBITDA 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 / EBITDA	The Net Debt / EBITDA ratio measures the ability of the Group/Company to refinance its debt by looking at the EBITDA.
Other Definitions	
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.

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