SD FINANCE plc

A Company registered in Malta having registration Number C 79193
Registered Address: Seabank Hotel, Marfa Road, Mellieha MLH 9064

COMPANY ANNOUNCEMENT

Approval of unaudited Condensed Interim Financial Statements

The following is a Company Announcement issued by SD Finance p.l.c. pursuant to the Capital Markets Rules of the Malta Financial Services Authority.

Quote

The Board of Directors of SD Finance p.l.c, approved the unaudited Condensed Interim Financial Statements for the period ending 30th of September 2026, at a meeting held, at the administrative office of the Company, on the 26th of November 2026. The unaudited Condensed Interim Financial Statements for the period ending 30th of September 2026 are available for viewing hereunder.

Unquote



Shaheryar Ghaznavi
Company Secretary

26th November 2026
Ref: SDF114

SD FINANCE plc

Condensed Interim Financial Statements
30 September 2026

Company Registration Number: C 79193

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Interim Directors' Report

The Directors present their report and the condensed interim financial statements in terms of Chapter 5 of the Capital Markets of the Malta Financial Services Authority and the Prevention of Financial Markets Abuse Act, 2005. The condensed financial statements have been extracted from SD Finance plc's unaudited financial information as at 30 September 2026 and the six-month period then ended, prepared in accordance with International Financial Reporting Standards as adopted for use in the EU for interim financial statements (International Accounting Standard 34, 'Interim Financial Reporting'). This half-yearly report has not been audited or reviewed by the Company's independent auditors.

Trading performance

The Company

The Company's principal activity is to carry on the business of a finance and investment company in connection with ownership, development, operation and financing of the business activities of the companies forming part of db Group (the "Group").

In April 2026, the Company paid out €2,827,500 (2025: €2,827,500) being 4.35% interest due to its bondholders. Interest and related income principally receivable from related parties during the period ended 30 September 2026 amounted to €3,010,996 (2025: €1,628,851). Profit before taxation for the current six-month period amounted to €54,127 (2025: €8,691).

The Group

During the first six months, the Group has continued to register strong results.

For the period April to September 2026, the Group's two hotels, db Seabank Resort & Spa and db Hotel San Antonio Resort & Spa, registered combined revenue growth of 8% compared with the same period in 2025.

During the period, the Group marked a significant milestone with the opening of the Hard Rock Hotel. The opening was accompanied by the launch of a portfolio of food and beverage concepts: Tatel, Bagatelle, EL&N, Tanvi, Matto, Amami Food Bar, The Arbour, Starbucks, Charles & Ron and Hard Rock Café, together with an additional five outlets within the hotel. The hotel's offering is complemented by Rock Spa, Hard Rock's signature spa, and Body Rock, its fitness centre, giving guests and visitors a full range of wellness and leisure facilities.

The Group also opened the St George's Mall and its car park, completing a further key element of the development. The mall adds a retail element to the Group's hospitality and leisure offering, while the car park provides convenient access for hotel guests, mall visitors and patrons of the Group's food and beverage outlets. Together, these openings strengthen the Group's position in Malta's hospitality, leisure and retail market and are expected to contribute to the Group's results in the second half of the financial year and beyond.

The Group has prepared projections for the year ending 31 March 2027, based on actual results for the year ended 31 March 2026 and forecasts thereafter including the new openings. Revenue is projected to increase substantially from the same period in the prior year to €237.0 million (year ended 31 March 2026: €111.3 million).

Further details on these projections are available in the Recently published Financial Analysis Summary .

Interim Directors' Report - continued

The Group has also prepared projections for the coming 2 years, based on historical financial information and forecasts, but factoring in the improved results of the past year. The Group does not anticipate any material impact on its results from ongoing major geopolitical events, as its direct business exposure to the affected areas is negligible. Nonetheless, the Group continues to monitor the broader implications of these developments on global markets and supply chains. Continued increases in the price of goods and services is the principal challenge that the Group's entities have experienced during the current financial year. The projections contemplate the existence of a significant liquidity buffer at the end of the year and the Directors feel confident that with the measures taken and the secured financing arrangements, the Group shall overcome any potential further disruptions. On this basis, the Directors are of the opinion that there are no material uncertainties which may cast significant doubt about the ability of the Group to continue operating as a going concern.

In view of the measures undertaken by the Group, the projections outlined above, and the cash reserves accumulated by the Group in the past years, the Directors are of the opinion that the Issuer will have the necessary funds to finance the interest falling due in 15 February 2027 (5.20%) and 25 April 2027 and going forward.

Dividends

The Directors do not recommend the payment of an interim dividend.

Directors' statement pursuant to Capital Markets Rule 5.75.3

We hereby confirm that to the best of our knowledge:

1. the condensed half-yearly report gives a true and fair view of the financial position of the Company as at 30 September 2026, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the EU applicable to Interim Financial Reporting (IAS 34).

2. the interim directors' report includes a fair review of the information required in terms of Capital Markets Rule 5.81.

Robert Debono
Director

Vincent Micallef
Director

Registered office:
Seabank Hotel,
Marfa Road,
Mellieha
MLH 9064
Malta

26 November 2026

Condensed Statement of Financial Position

	Notes	As at 30 September 2026 €	As at 31 March 2026 €
ASSETS			
Non-current assets			
Loans receivable	3	**58,900,000**	96,732,685
Current assets			
Loans receivable	3	**68,008,602**	1,747,262
Receivables	4	**176,385**	67,509
Cash and cash equivalents	5	**267,892**	2,091,554
Total current assets		**68,452,879**	3,906,325
Total assets		**127,352,879**	100,639,010
EQUITY AND LIABILITIES			
Equity			
Capital and reserves			
Share capital	6	**250,000**	250,000
Retained earnings		**118,951**	83,768
Total equity		**368,951**	333,768
Non-current liabilities			
Borrowings	2	**59,294,883**	97,465,902
Current liabilities			
Borrowings	2	**67,552,250**	2,718,167
Other payables and accruals	7	**97,969**	101,291
Current tax liabilities		**38,826**	19,882
		67,689,045	2,839,340
Total liabilities		**126,983,928**	100,305,242
Total equity and liabilities		**127,352,879**	100,639,010

The notes on pages 7 to 13 are an integral part of these condensed interim financial statements.

The condensed interim financial statements on pages 3 to 13 were authorised for issue by the Board of Directors on 26 November 2026 and were signed on its behalf by:

Robert Debono
Director

Vincent Mifsud
Director

Condensed Statement of Comprehensive Income

	Note	6 months ended 30 September	
		2026	2025
		€	€
Finance income	3	**3,010,996**	1,628,851
Finance costs		**(2,893,953)**	(1,466,694)
Net interest income		**117,043**	162,157
Administrative expenses		**(62,916)**	(153,466)
Profit before tax		**54,127**	8,691
Tax expense	8	**(18,944)**	(3,042)
Profit for the period		**35,183**	5,649
Other comprehensive income		**-**	-
Total comprehensive income for the period		**35,183**	5,649

The notes on pages 7 to 13 are an integral part of these condensed interim financial statements.

Condensed Statement of Changes in Equity

	Share capital €	Retained earnings €	Total €
Balance at 1 April 2025	250,000	48,946	298,946
Profit for the period	-	5,649	5,649
Other comprehensive income	-	-	-
Total comprehensive income for the period	-	5,649	5,649
Balance at 30 September 2025	250,000	54,595	304,595
Balance at 1 April 2026	**250,000**	**83,768**	**333,768**
Profit for the period		**35,183**	**35,183**
Other comprehensive income	-	-	-
Total comprehensive income for the period	-	**35,183**	**35,183**
Balance at 30 September 2026	**250,000**	**118,951**	**368,951**

The notes on pages 7 to 13 are an integral part of these condensed interim financial statements.

Condensed Statement of Cash Flows

	6 months ended 30 September	
	2026	2025
	€	€
Cash flows used in operating activities		
Interest received	**973,465**	-
Interest paid	**(2,730,889)**	(2,608,605)
Cash paid to service providers	**(66,238)**	(135,898)
Tax paid	**-**	167
Net cash generated from operating activities	**(1,823,662)**	(2,744,670)
Cash flows used in investing activities		
Loans to related parties	**(26,500,000)**	-
Net cash used in investing activities	**(26,500,000)**	-
Cash flows used in financing activities		
Net proceeds from issuance of bonds	**26,500,000**	-
Net cash generated from financing activities	**26,500,000**	-
Net movement in cash and cash equivalents	**(1,823,662)**	(2,744,670)
Cash and cash equivalents at beginning of period	**2,091,554**	3,390,700
Cash and cash equivalents at end of period	**267,892**	646,030

The notes on pages 7 to 13 are an integral part of these condensed interim financial statements.

Notes to the Condensed Interim Financial Statements

1. Basis of preparation

This condensed interim financial information for the six-month period ended 30 September 2026 has been prepared in accordance with IAS 34, 'Interim financial reporting'. They have been prepared under the historical cost convention. The condensed interim financial statements have been prepared on the basis that the Company will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and not less than 12 months from the end of the reporting period.

These financial statements have not been audited nor reviewed by the Company's independent auditors. The condensed interim financial information does not include all the notes of the type normally included in the annual financial statements. Accordingly, this report should be read in conjunction with the annual financial statements for the period ended 31 March 2026, which have been prepared in accordance with IFRSs as adopted by the EU.

The accounting policies applied in the preparation of these condensed interim financial statements are consistent with those applied in the annual financial statements for the period ended 31 March 2026.

2. Borrowings

	30 September 2026	31 March 2026
	€	€
Non-current		
650,000 4.35% bonds 2017 - 2027	**-**	64,992,445
330,000 5.20% bonds 2025 - 2031	**32,563,301**	32,473,457
270,000 5.20% bonds 2025 - 2031	**26,731,582**	-
	59,294,883	97,465,902
Current		
650,000 4.35% bonds 2017 - 2027	**64,945,298**	(102,751)
330,000 5.20% bonds 2025 - 2031	**(116,221)**	(91,748)
270,000 5.20% bonds 2025 - 2031	**(87,690)**	-
Accrued interest payable	**2,810,863**	2,912,666
	67,552,250	2,718,167
	126,847,133	100,184,069

The bonds are measured at the amount of the net proceeds adjusted for the amortisation of the difference between the net proceeds and the redemption value of such bonds, using the effective interest method as follows:

Notes to the Condensed Interim Financial Statements - continued

2. Borrowings – continued

	30 September 2026 €	31 March 2026 €
Original face value of bonds issued	**125,000,000**	98,000,000
Gross amount of bond issue costs	**(1,957,704)**	(1,576,897)
Accumulated amortisation	**993,974**	848,300
Unamortised bond issue costs	**(963,730)**	(728,597)
Accrued interest payable	**2,810,863**	2,912,666
Amortised cost and closing carrying amount of the bonds	**126,847,133**	100,184,069
Analysed as follows:		
650,000 4.35% Bonds 2017-2027	**66,396,363**	64,596,210
330,000 5.20% Bonds 2025-2031	**33,319,380**	35,587,859
270,000 5.20% Bonds 2026-2031	**27,131,390**	-
	126,847,133	100,184,069

650,000 4.35% Bonds 2017-2027

By virtue of an offering memorandum dated 27 March 2017, the Company issued 650,000 bonds with a face value of €100 each, for an aggregate amount of €65,000,000. The bonds have a coupon interest of 4.35% which is payable annually in arrears every 25 April. The bonds are redeemable at par and are due for redemption on 25 April 2027 unless they are previously re-purchased and cancelled in accordance with the provisions of the offering memorandum. The bonds are guaranteed by SD Holdings Limited, which has bound itself jointly and severally liable for the payment of the bonds and interest thereon, pursuant to and subject to the terms and conditions in the offering memorandum. The bonds have been admitted on the Official List of the Malta Stock Exchange on 4 May 2017. The quoted market price for the bonds as at 30 September 2026 was €100.5 (31 March 2026: €97.37). The fair value of the bonds as at 30 September 2026 is €65,325,000 (31 March 2026: €63,290,500).

330,000 5.20% Bonds 2025-2031

In October 2025, the Company established an unsecured bond issuance programme of up to €60,000,000 guaranteed by SD Holdings Limited.

On 3 October 2025, approval from the Malta Financial Services Authority was obtained for the issuance of Series 1 Tranche 1, comprising 330,000 bonds with face value of €100 each, for an aggregate nominal value of €33,000,000. The bonds have a coupon interest of 5.20% which is payable annually in arrears every 15 February. The bonds are redeemable at par and are due for redemption on 15 February 2031. The bonds were admitted to listing on the Malta Stock Exchange on 12 November 2025. The quoted market price for the bonds as at 30 September 2026 was €100 (31 March 2026: €101.15). The fair value of the bonds as at 30 September 2026 is €33,000,000 (31 March 2026: €33,379,500).

Notes to the Condensed Interim Financial Statements - continued

2. Borrowings – continued

On 22 April 2026, approval from the Malta Financial Services Authority was obtained for the issuance of Series 1 Tranche 2, comprising 200,000 bonds with face value of €100 each, for an aggregate nominal value of €20,000,000. The bonds have a coupon interest of 5.20% which is payable annually in arrears every 15 February. The bonds are redeemable at par and are due for redemption on 15 February 2031. The bonds were admitted to listing on the Malta Stock Exchange on 5 June 2026. The quoted market price for the bonds as at 30 September 2026 was €100 (31 March 2026: nil). The fair value of the bonds as at 30 September 2026 is €20,000,000 (31 March 2026: nil).

On 6 May 2026, approval from the Malta Financial Services Authority was obtained for the issuance of Series 1 Tranche 3, comprising 70,000 bonds with face value of €100 each, for an aggregate nominal value of €7,000,000. The bonds have a coupon interest of 5.20% which is payable annually in arrears every 15 February. The bonds are redeemable at par and are due for redemption on 15 February 2031. The bonds were admitted to listing on the Malta Stock Exchange on 5 June 2026.The quoted market price for the bonds as at 30 September 2026 was €101 (31 March 2026: nil). The fair value of the bonds as at 30 September 2026 is €7,070,000 (31 March 2026: nil).

The proceeds from the bond issue have been loaned by the Company to related parties (refer to Note 3) and utilised for general corporate funding purposes.

3. Loans receivable

Balances with loans receivable at the end of the financial reporting periods were as follows:

	30 September 2026 €	31 March 2026 €
Loans receivable - noncurrent		
Loan to parent company	**58,900,000**	33,888,101
Loans to fellow subsidiaries	**-**	62,844,584
	58,900,000	96,732,685
Loans receivable - current		
Loan to parent company	**1,488,101**	-
Loans to fellow subsidiaries	**62,844,584**	-
Accrued interest receivable		
From parent company	**2,242,286**	819,233
From fellow subsidiaries	**1,433,631**	928,029
	68,008,602	1,747,262

Notes to the Condensed Interim Financial Statements - continued

3. Loans receivable - continued

The loans receivable represents the proceeds from the bond issue (see Note 2) which have been loaned by the Company to SD Holdings Limited (the Company's parent undertaking and guarantor of the bonds) and to Hotel San Antonio Limited and Seabank Hotel and Catering Limited (both fellow subsidiaries of the Issuer). The principal purposes for these loans were the re-financing of existing banking facilities of the respective borrower, the financing of the redemption of certain redeemable preference shares of Seabank Hotel and Catering Limited, and for the general corporate funding purposes of the db Group as the need arises in the ordinary course of business.

These loans are subject to interest at a fixed interest rates of 4.55% and 5.50% (31 March 2026: 4.55%), with an additional renewal fee, which is charged on the loans at a floating rate at the discretion of the Directors of the Issuer. Both the interest and renewal fee are repayable every 10th April and 15 January of each year.

During the reporting period, the element of the floating rate was 0.48% (31 March 2026: 0.50%). Renewal fees recognised as part of Finance income amounted to €148,949 (31 March 2026: €161,272). The current portion of the loans are unsecured and repayable by not later than 10 April 2027. On the other hand, the non-current portion of the loans are unsecured and repayable by not later than 15 January 2031.

Non-current loans receivable

In October 2025, the Company entered into an agreement to lend an additional €32.4 million to SD Holdings Limited. This was used to settle existing intercompany balances and to provide general corporate funding to the db Group. The loan bears interest at a fixed annual rate of 5.50% repayable every 15th January of each year. The loan is unsecured, and is payable no later than 15 January 2031.

In May 2026, the Company entered into an agreement to lend an additional €26.5 million to SD Holdings Limited. This was used to settle existing intercompany balances and to provide general corporate funding to the db Group. The loan bears interest at a fixed annual rate of 5.50% repayable every 15th January of each year. The loan is unsecured, and is payable no later than 15 January 2031.

Interest and related income from related parties during the current and the comparative six-month period is disclosed below:

	6 months ended 30 September	
	2026	2025
	€	€
Finance income from loan advanced to parent company	**1,428,416**	33,948
Finance income from loans advanced to fellow subsidiaries	**1,433,631**	1,433,631
Renewal fees	**148,949**	161,272
	3,010,996	1,628,851

Notes to the Condensed Interim Financial Statements - continued

4. Receivables

	30 September 2026 €	31 March 2026 €
Current		
Accrued renewal fees	**148,949**	67,509
Prepayments	**22,832**	-
Others	**4,604**	-
	176,385	67,509

Accrued renewal fees are repayable every 10 April and 15 January of each year (see Note 3). Prepayments relate to the annual listing fees paid in respect of the 4.35% bonds, which are being amortised over the period to 4 May 2027, being the date up to which the fees remain effective.

5. Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise of the following:

	30 September 2026 €	31 March 2026 €
Cash at bank	**267,892**	2,091,554

6. Share capital

For the purposes of the statement of cash flows, cash and cash equivalents comprise of the following:

	30 September 2026 €	31 March 2026 €
Authorised		
250,000 ordinary shares of €1 each	**250,000**	250,000
Issued and fully paid		
250,000 ordinary shares of €1 each	**250,000**	250,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

Notes to the Condensed Interim Financial Statements - continued

7. Other payables and accruals

	30 September 2026 €	31 March 2026 €
Current		
Audit fees	**13,620**	26,479
Amounts owed to fellow subsidiaries	**77,736**	71,502
Other payables	**6,613**	3,309
	97,969	101,290

Amounts owed to fellow subsidiaries pertain to Director's fees recharged by the Group.

8. Tax expense

	6 months ended 30 September 2026 €	2025 €
Current taxation		
Current tax expense	**18,944**	3,042

The tax on the Company's profit before tax is the same as the theoretical amount that would arise using the basic tax rate as follows:

	6 months ended 30 September 2026 €	2025 €
Profit before tax	**54,127**	8,691
Tax on profit at 35%	**18,944**	3,042

Notes to the Condensed Interim Financial Statements - continued

9. Fair values of financial instruments

At 30 September 2026, the carrying amounts of cash at bank, receivables, and payables approximated their fair values due to the nature or short-term maturity of these instruments. The loans to parent and fellow subsidiaries have a fair value of approximately €145,424,607 as at 30 September 2026 (31 March 2026: €76,020,124), compared to a carrying amount of € 126,908,602. The fair values were calculated based on cash flows discounted using a current lending rate for similar instruments at the reporting date. They are classified as Level 3 fair values in the fair value hierarchy required by IFRS 7, 'Financial instruments: Disclosures' due to the inclusion of unobservable inputs including counterparty credit risk. Information on the fair value of the Company's bonds issued to the general public is disclosed in Note 2 to the condensed interim financial statements. The fair value estimate in this respect is deemed Level 1 as it constitutes a quoted price in an active market.

10. Events after the end of the interim period

On 18 November 2026 the Company announced that it has received regulatory approval from the Malta Financial Services Authority for the admissibility to listing of an unsecured bond issuance programme of a maximum of €40,000,000 in unsecured bonds (the "Programme"), pursuant to a base prospectus dated 18 November 2026 ("Base Prospectus"), and that application will be made for the first tranche of bonds under the Programme, consisting of €10,000,000 5.25% unsecured bonds redeemable in 2031 and issued at par (the "Bonds"), to be listed and traded on the Official List of the Malta Stock Exchange, as further described in the final terms dated 18 November 2026 ("Final Terms").

Further to the announcement the cut-off date for eligibility for subscription of the Bonds by holders of the €65,000,000 4.35% unsecured bonds 2027 (ISIN: MT0001431205) (the "Maturing Bonds") shall be 19 November 2026 (trading session 23 November 2026), also the company announced that the Maturing Bonds shall temporarily cease trading on the Official List of the Malta Stock Exchange with effect from 19 November 2026 until further notice. Reference is also made to the company announcement issued on the 26th November 2026 Morning, whereby the first Tranche of €10,000,000 was Issued and fully Subscribed.

11. Statutory information

SD Finance plc is a limited liability company and is incorporated in Malta, with its registered address at Seabank Hotel, Marfa Road, Mellieha, MLH 9064, Malta.

The immediate and ultimate parent company of SD Finance plc is SD Holdings Limited, a company registered in Malta, with its registered address at db Seabank Resort & Spa, Marfa Road, Mellieha Bay, Mellieha, MLH 9064, Malta.

The ultimate beneficial owner of SD Holdings Limited is Silvio Debono and Veronica Debono.