

Company Registration No. C 41576

PHOENICIA MALTA LIMITED

Separate Financial Statements

31 December 2025

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

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PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

GENERAL INFORMATION

Company registration

Phoenicia Malta Limited (the “Company”) is registered in Malta as a limited liability company under the Companies Act, Cap. 386 of the Laws of Malta. The Company’s registration number is C 41576.

Directors

Jean Pierre Ellul Castaldi
Mark Shaw

Company secretaries

Jean Pierre Ellul Castaldi
Mark Shaw

Registered office

The Phoenicia Hotel
The Mall
Floriana, FRN 1478
MALTA

Bankers

APS Bank plc
Tower Street
Birkirkara BKR 4012
MALTA

Bank of Valletta
58, St. Zachary Street
Valletta, VLT 1130
MALTA

Auditor

Ernst & Young Malta Limited
Certified Public Accountants
Regional Business Centre
Achille Ferris Street
Msida, MSD 1751
MALTA

INDEPENDENT AUDITOR'S REPORT

to the Shareholders of Phoenicia Malta Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Phoenicia Malta Limited (the "Company"), set on pages 6 to 30 which comprise the statement of financial position as at 31 December 2025, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS") and the Companies Act, Cap. 386 of the Laws of Malta (the "Companies Act").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards and under the Companies Act are further described in the *Auditor's Responsibilities* for the *Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *International Code of Ethics for Professional Accountants (including International Independence Standards)* as issued by the *International Ethics Standards Board of Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the *Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act, Cap. 281 of the Laws of Malta*, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

to the Shareholders of Phoenicia Malta Limited - continued

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS and the requirements of the Companies Act, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

INDEPENDENT AUDITOR'S REPORT to the Shareholders of Phoenicia Malta Limited - continued

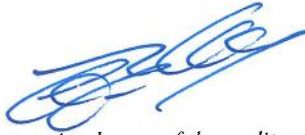
Report on other legal and regulatory requirements

Matters on which we are required to report by the Companies Act

We have responsibilities under the Companies Act to report to you if in our opinion:

- proper accounting records have not been kept;
- the financial statements are not in agreement with the accounting records;
- we have not received all the information and explanations we require for our audit.

We have nothing to report to you in respect of these responsibilities.



*The partner in charge of the audit resulting in this independent auditor's report is
Christopher Balzan for and on behalf of*

Ernst & Young Malta Limited
Certified Public Accountants

27 April 2026

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

SEPARATE STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2025

	Notes	2025 EUR	2024 EUR
Rental income	4	3,863,640	3,163,640
Administrative expenses	5	(45,071)	(28,427)
Operating profit		3,818,569	3,135,213
Valuation gains from investment property	9	4,580,000	30,507,403
Finance income	6	948,722	1,237,304
Finance costs	7	(3,934,439)	(4,174,815)
Profit before tax		5,412,852	30,705,105
Income tax expense	8	(377,988)	(2,501,645)
Profit for the year		5,034,864	28,203,460
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year, net of tax		5,034,864	28,203,460

The accounting policies and explanatory notes on pages 10 to 30 form an integral part of the financial statements.

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

SEPARATE STATEMENT OF FINANCIAL POSITION
as at 31 December 2025

	Notes	2025 EUR	2024 EUR
ASSETS			
Non-current assets			
Investment property	9	131,525,043	126,809,610
Investment in subsidiary	10	250,000	250,000
Loan receivable	14	20,000,000	20,000,000
Other receivables	12	50,000	50,000
		<u>151,825,043</u>	<u>147,109,610</u>
Current assets			
Loan receivable	14	3,431,274	2,482,552
Trade and other receivables	12	258,215	294,474
Cash and cash equivalents	17	1,886	1,376
		<u>3,691,375</u>	<u>2,778,402</u>
TOTAL ASSETS		<u>155,516,418</u>	<u>149,888,012</u>
EQUITY AND LIABILITIES			
Equity			
Issued capital	13	5,000	5,000
Other reserves	13	74,461,964	70,259,199
Retained earnings		1,685,762	853,663
Total equity		<u>76,152,726</u>	<u>71,117,862</u>
Non-current liabilities			
Interest-bearing loans and borrowings	15	64,854,902	65,854,898
Deferred tax liability	11	10,593,271	10,226,217
		<u>75,448,173</u>	<u>76,081,115</u>
Current liabilities			
Interest-bearing loans and borrowings	15	1,017,158	1,017,111
Trade and other payables	16	2,887,430	1,666,835
Income tax payable	8	10,931	5,089
		<u>3,915,519</u>	<u>2,689,035</u>
Total liabilities		<u>79,363,692</u>	<u>78,770,150</u>
TOTAL EQUITY AND LIABILITIES		<u>155,516,418</u>	<u>149,888,012</u>

The accounting policies and explanatory notes on pages 10 to 30 form an integral part of the financial statements.

The financial statements on pages 6 to 30 have been authorised for issue by the Board of Directors on 27 April 2026 and signed on its behalf by:



MARK SHAW
Director



JEAN PIERRE ELLUL CASTALDI
Director

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

SEPARATE STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2025

	Issued capital EUR	Retained earnings EUR	Other Reserves EUR	Total EUR
At 1 January 2025	5,000	853,663	70,259,199	71,117,862
Profit for the year	-	5,034,864	-	5,034,864
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	5,034,864	-	5,034,864
Transfers between reserves (note 9)	-	(4,202,765)	4,202,765	-
At 31 December 2025	5,000	1,685,762	74,461,964	76,152,726
At 1 January 2024	5,000	654,960	42,254,442	42,914,402
Profit for the year	-	28,203,460	-	28,203,460
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	28,203,460	-	28,203,460
Transfers between reserves (note 9)	-	(28,004,757)	28,004,757	-
At 31 December 2024	5,000	853,663	70,259,199	71,117,862

The accounting policies and explanatory notes on pages 10 to 30 form an integral part of the financial statements.

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

SEPARATE STATEMENT OF CASH FLOWS
for the year ended 31 December 2025

	Notes	2025 EUR	2024 EUR
Operating activities			
Profit before tax		5,412,852	30,705,105
<i>Adjustments to reconcile profit before tax to net cash flows</i>			
<i>Non-cash:</i>			
Finance income	6	(948,722)	(1,237,304)
Finance costs	7	3,934,439	4,174,815
Valuation gain from investment property	9	(4,580,000)	(30,507,403)
<i>Working capital adjustments:</i>			
Increase/(decrease) in trade and other payables		103,830	(181,145)
Decrease in trade and other receivables		36,259	36,646
Income tax paid		(5,092)	(8,734)
Net cash flows from operating activities		3,953,566	2,981,980
Investing activities			
Additions to investment property	9	(135,433)	(238,890)
Net cash flows used in investing activities		(135,433)	(238,890)
Financing activities			
Proceeds from related party loan	22	-	24,424,145
Repayment of bank loans	22	(999,996)	(25,424,141)
Advances from related party	16	1,116,765	2,471,588
Interest paid	22	(3,934,392)	(4,214,116)
Net cash flows used in financing activities		(3,817,623)	(2,742,524)
Net increase in cash and cash equivalents		510	566
Cash and cash equivalents at 1 January		1,376	810
Cash and cash equivalents at 31 December		1,886	1,376

The accounting policies and explanatory notes on pages 10 to 30 from an integral part of the financial statements.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

The financial statements of the Phoenicia Malta Limited ('the Company') for the year ended 31 December 2025 were authorised for issue by the Board of Directors on 27 April 2026. Phoenicia Malta Limited is a limited liability company incorporated and domiciled in Malta under the Companies Act, Cap. 386 of the Laws of Malta. Its registered office is The Phoenicia Hotel, The Mall, Floriana, FRN1478, Malta. The Company's principal activity is the rental of investment property to a related party.

2 BASIS OF PREPARATION

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union and in compliance with the Companies Act, Cap. 386 of the Laws of Malta. The financial statements are presented in Euro (EUR), which is the functional and presentation currency of the Company.

The financial statements have been prepared under the historical cost convention, except for investment property that has been measured at fair value.

IFRS 10, Consolidated Financial Statements, requires a parent company to prepare consolidated financial statements in which it consolidates its investments in subsidiaries. However, the Company is exempted from the preparation of consolidated financial statements in accordance with Section 173 of the Companies Act, Cap. 386 of the Laws of Malta.

Going Concern

During the year ended 31 December 2025, the Company generated a profit before tax of EUR5,412,852 (2024: EUR30,705,105). As at 31 December 2025, its current liabilities exceeded current assets by EUR 224,144 (2024: current assets exceeded current liabilities by EUR89,367).

The Group, comprising Phoenicia Hotel Company Limited, Phoenicia Malta Limited, Phoenicia Brand Company Limited and Phoenicia Finance Company p.l.c., which provides cross intra-group guarantees and is managed as a combined economic entity, has prepared financial projections for the forthcoming twelve months and beyond. The Directors have assessed the Company's and Group's ability to continue as a going concern for a period of at least twelve months from the date of approval of these financial statements.

In making this assessment, the Directors considered the Company's cash flow projections, the performance and financial position of the Group, and the availability of financial support within the Group. Management has also considered current macro-economic factors that may impact the Group, including inflationary pressures, increased interest rates, and the effects of the Middle East conflict (note 24).

Based on this assessment, the Directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future and to meet its liabilities as they fall due. Accordingly, the financial statements have been prepared on a going concern basis.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

3.1 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

Standards, interpretations and amendments to published standards as endorsed by the European Union effective in the current year

The accounting policies adopted are consistent with those of the previous financial year, except for the following amendments to IFRS effective during the year which have been adopted by the Company as of 1 January 2025:

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (effective for financial years beginning on or after 1 January 2025)

The adoption of these standards, where applicable, did not have significant impact on the financial statements or performance of the Company.

Standards, interpretations and amendments to published standards as adopted by the EU which are not yet effective

Up to date of approval of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but which are not yet effective for the current reporting year and which the Company has not early adopted but plans to adopt upon their effective date. The new and amended standards follow:

- Annual Improvements Volume 11 (effective for financial years beginning on or after 1 January 2026)
- Amendments to IFRS 9 and IFRS 7 Amendments to the Classification and Measurement of Financial Instruments (effective for financial years beginning on or after 1 January 2026)
- Amendments to IFRS 9 and IFRS 7 Contracts Referencing Nature-dependent Electricity (effective for financial years beginning on or after 1 January 2026)
- IFRS 18 Presentation and Disclosure in Financial Statements (effective for financial years beginning on or after 1 January 2027)

The Company has not early adopted these revisions to the requirements of International Financial Reporting Standards as adopted by the EU and the Company's Directors are of the opinion that, except for the below, there are no requirements that will have a possible significant impact on the Company's financial statements in the period of initial application.

The Company is assessing the presentation and disclosure impact of IFRS 18 Presentation and Disclosure in Financial Statements which replaces IAS 1. Effective for annual periods beginning on or after 1 January 2027, IFRS 18 introduces new categories and subtotals in the income statement. It also requires disclosure of management-defined performance measures (as defined) and includes new requirements for the location, aggregation and disaggregation of financial information.

Standards, interpretations and amendments to published standards that are not yet adopted by the European Union

- IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for financial years beginning on or after 1 January 2027)
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency (effective for financial years beginning on or after 1 January 2027)
- Amendments to IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for financial years beginning on or after 1 January 2027)

The Company is still assessing the impact that these new standards will have on the financial statements.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

3.2 MATERIAL ACCOUNTING POLICIES

Taxes

Current income tax

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Value added tax

Revenues, expenses and assets are recognised net of the amount of value added tax except:

- where the value added tax incurred in the purchase of assets or services is not recoverable from the taxation authority, in which case the value added tax is recognised as part of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of value added tax included.

The net amount of value added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

3.2 MATERIAL ACCOUNTING POLICIES - continued

Investment property

Investment property is measured initially at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an investment property.

Subsequent to initial recognition, investment property is measured at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair value of investment property including the corresponding tax effect are included in the profit or loss in the year in which they arise.

Transfers are made to (or from) investment property only when there is a change in use.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Subsequent measurement of financial assets at amortised cost (debt instruments)

This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding .

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income is recognised in statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS - continued

3.2 MATERIAL ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets - continued

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired
or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

NOTES TO THE FINANCIAL STATEMENTS - continued

3.2 MATERIAL ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial liabilities - continued

Subsequent measurement

The financial liabilities of the Company consist of loans and borrowings and are subsequently measured as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

3.2 MATERIAL ACCOUNTING POLICIES - continued

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Leases - Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the period to which the lease payment relates and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as income in the period in which they are earned.

Investment in subsidiary

Investment in subsidiary is stated at cost less any accumulated impairment losses.

Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at bank and short-term deposits.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents with an original maturity of three months or less.

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If outflows are not probable or cannot be reliably estimated, the Company discloses any such amounts as contingent liabilities.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

3.3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In preparing the financial statements, the Directors are required to make judgements, estimates and assumptions that affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and application of judgment are inherent in the formation of estimates. Actual results in the future could differ from such estimates and the differences may be material to the financial statements. These estimates are reviewed on a regular basis and, if a change is needed, it is accounted for in the year the changes become known.

In the opinion of the Directors, the accounting estimates, assumptions and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as significant in terms of the requirements of IAS 1 (revised) - 'Presentation of financial statements', except as disclosed below.

Fair value of investment property

The Company carries its investment properties at fair value, with changes in fair value being recognised in the Statement of comprehensive income in accordance with IAS 40, 'Investment Property'. The last valuation was performed in 2025 (note 9).

In the years where a valuation is not obtained, management verifies all major inputs used in the previous valuation report, by assessing the discount rate and the capitalisation rate against changes in discount and growth rates, as well as assessing the results achieved against the cash flow and earnings assumption used in the previous valuation. Based on these analyses management assesses whether any changes in inputs would lead to significant changes in value of the property. Conclusions reached by management are disclosed in note 9.

Deferred tax liability

The company's investment property is measured using the fair value model in IAS40. IAS12 establishes a rebuttable presumption requiring the deferred tax liability to be measured on the basis that the Investment Property will be recovered through sale. This presumption is rebuttable if the investment property is depreciable and the company expects to consume substantially all the economic benefits through use over time rather than through sale.

Judgement is required to determine whether the company expects to consume substantially all the economic benefits through use. In exercising its judgement management has taken into account the proportion of non-depreciable assets and the extent of depreciable assets that are expected to be recovered through use based on existing plans compared to the economic useful life. In making this assessment, management concluded that it does not expect to consume substantially all the economic benefits through use and consequently measured the deferred tax liability based on the rebuttable presumption that the value of the investment property will be recovered through sale i.e. deferred tax is calculated at 8% of the sales value of the investment property (as opposed to the normal tax rate of 35% on taxable income). The amount of deferred tax is limited to the fair value adjustment and the remaining tax payable on sale, is assumed to be a transaction tax which is taken into account in determining the recoverable amount.

4. RENTAL INCOME

Rental income represent rent arising from the lease of investment property to a related company. In 2018, the Company entered into a new lease agreement with a related company for the rental of the hotel land and building for a period of one (1) year, renewable for further period of one (1) year each up to a maximum period of fifteen (15) years in aggregate. In terms of the lease agreement, the Company receives annual rent revisable every three years assuming a complete development of the hotel. The annual rent was revised in 2025 from EUR3,200,000 to EUR3,900,000.

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Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

4. RENTAL INCOME - continued

The Company had given a rent concession amounting to EUR75,000 during the year ended 31 December 2022, EUR175,000 during the year ended 31 December 2021 and EUR175,000 during the year ended 31 December 2020. The Company accounted for the lease modification as a new lease from the date the concession was granted accounting for the income over the remaining lease term. There were no further concessions during the years ended 31 December 2025 and 31 December 2024.

Rental income for the year is as follows:

	2025	2024
	EUR	EUR
Annual rent	3,900,000	3,200,000
Amortised portion of rent concession (note 12)	(36,360)	(36,360)
Rental income	3,863,640	3,163,640

5. ADMINISTRATIVE EXPENSES

The administrative expenses are shown by nature of expense below:

	2025	2024
	EUR	EUR
Auditor's remuneration	33,730	19,360
Legal fees	-	342
Other professional fees	9,536	6,926
Bank charges	990	984
Ground rent	815	815
Administrative expenses	45,071	28,427

There were no employees employed with the Company during the two years presented.

6. FINANCE INCOME

	2025	2024
	EUR	EUR
Interest income on loan to related party (note 14)	948,722	1,237,304

7. FINANCE COSTS

	2025	2024
	EUR	EUR
Interest payable on bank loans (note 15)	802,393	1,400,690
Interest payable on loan from subsidiary (note 15)	3,132,046	2,774,125
	3,934,439	4,174,815

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Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS – continued

8. INCOME TAX EXPENSE

The income tax expense for the year is comprised of the following:

	2025	2024
	EUR	EUR
Current tax expense	10,934	9,179
Deferred tax expense (note 11)	367,054	2,492,466
	377,988	2,501,645

The income tax expense differs from the theoretical tax expense that would apply on the Company's profit before tax using the applicable tax rate in Malta of 35% as follows:

	2025	2024
	EUR	EUR
Profit before tax	5,412,852	30,705,105
Theoretical tax expense at 35%	1,894,498	10,746,787
Tax effect of		
- expenses not deductible for tax purposes	15,489	9,664
- maintenance allowance	(265,953)	(46,043)
- other difference	(40,280)	(33,818)
- other rates: property tax (8% - see note 11)	(1,225,766)	(8,174,945)
Income tax expense	377,988	2,501,645

9. INVESTMENT PROPERTY

	Total
	EUR
At 1 January 2024	96,063,317
Additions	238,890
Increase in fair value	30,507,403
At 31 December 2024	126,809,610
Additions	135,433
Increase in fair value	4,580,000
At 31 December 2025	131,525,043

The loan facilities are secured by a general hypothec of EUR16.9 million (2024: EUR17.9 million) over the company's assets and a special hypothec of EUR16.9 million (2024: EUR17.9 million) over the Company's investment property. The loans are also secured by a general hypothecary guarantee of EUR16.9 million (2024: EUR17.9 million) given by a related party.

In 2025, an amount equivalent to the increase in fair value of EUR4,580,000 (2024: EUR30,507,403), net of the deferred tax liability of EUR377,235 (2024: EUR2,502,646), was transferred from retained earnings to other reserves.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

9. INVESTMENT PROPERTY - continued

The Company's investment property comprises a hotel building ('sites in operation') and its surrounding lands ('other sites').

As of 31 December 2025, management determined the latest valuation of the property. The fair value of the sites in operation was assessed using a multi-period projection and Discounted Cash Flow (DCF) model covering the updated projections period 2026–2032. Based on this assessment, the Directors concluded that there were no material changes in assumptions or inputs that would result in a material change in the fair value of the sites in operation. The resulting valuation was adjusted for assets amounting to EUR 5.4 million, which form an integral part of the property but recognized separately in the hotel operating company, Phoenicia Hotel Company Limited.

For the other sites, during 2025, a development permit was granted approving the construction of a recessed hotel suite at first-floor level of the existing hotel, including the installation of a lift to provide access to the proposed suite. The Directors considered this approval to represent an enhancement to the development potential of a site that had not been reflected in previous valuations and, accordingly, incorporated the incremental value arising from the approved permit into the fair value assessment of the other sites.

Valuation process

The company engages internal personnel to determine the fair value of the investment property. At the date of the valuation, management:

- verifies all major inputs in the valuation
- assess property valuation movements when compared to the prior year valuation reports

In the years where a valuation is not obtained, management verifies all major inputs used in the previous valuation report, by assessing the discount rate and the capitalisation rate against changes in discount and growth rates, as well as assessing the results achieved against the cash flow and earnings assumption used in the previous valuation. Based on these analyses management assesses whether any changes in inputs would lead to significant changes in value of the property (note 3.3).

Sites in operation

In the valuation of the sites in operation, management considered a DCF model, with a terminal value calculation, considering a long-term growth rate assumption. The model also considers a discount rate of 8.90% and long-term growth rate of 2%.

PHOENICIA MALTA LIMITED
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NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

9. INVESTMENT PROPERTY - continued

Sites in operation - continued

The discount rate and the free cash flows from operations, have been determined to be significant unobservable inputs. The lower the discount rate, the higher the fair value. Conversely, the lower the cash flows, the lower the fair value. An analysis of the impact of a reasonable change in the significant unobservable inputs on the fair value of the property is included below:

	Change	Change in value EUR' million
Cash flows	+5% / -5%	5.0 / (5.0)
Discount rate	+2% / -2%	(21) / 35

Other sites

Similarly to the sites in operation, the valuation of the other sites, considered a DCF model, with a terminal value calculation, considering a long-term growth rate assumption. Management considered the planned development of such sites, and included costs to development within the cash flow projections, based on recent quotations obtained. The model also considers a discount rate ranging between 9.95% and 11.35% and long-term growth rate of 2%.

An analysis of the impact of a reasonable change in the significant unobservable inputs on the fair value of the property is included below:

	Changes	Change in value EUR' million
Increase in development costs	EUR2 million	(1.4)
Discount rate	+2% / -2%	(4.2) / 5.

Fair value hierarchy

The investment property is categorised under level 3 of the fair valuation hierarchy. The different levels in the fair value hierarchy are defined as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The Company's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers between levels during the year.

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Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

10. INVESTMENT IN SUBSIDIARY

	2025	2024
	EUR	EUR
At 31 December	250,000	250,000

The subsidiary at 31 December 2025 is shown below:

	Principal Activity	Registered office	Class of shares held	Percentage of shares held	
				2025	2024
Phoenicia Finance Company p.l.c.	Financing	The Phoenicia Hotel The Mall, Floriana	Ordinary	99.99%	99.99%

- (i) Phoenicia Finance Company p.l.c. (“PFC”) was incorporated by Phoenicia Malta Limited on 23 October 2018 to carry on the business of a finance company in connection with the ownership, development, operation and financing of hotels, resorts, leisure facilities, and tourism related activities.
- (ii) The financial statements of PFC are available to the public. The company has issued bonds that are traded on the Malta Stock Exchange.
- (iii) PFC has issued a loan to the Company (note 15). PFC also has a balance with its Parent for expenses paid on behalf of the Company (note 16).

11. DEFERRED TAX LIABILITY

The movement in deferred tax liability is as follows:

	2025	2024
	EUR	EUR
Balance as at 1 January	10,226,217	7,733,751
Debited to profit or loss	367,054	2,492,466
Balance as at 31 December	10,593,271	10,226,217
<i>Deferred tax liability is attributable to the following:</i>		
- Investment property	10,522,003	10,144,770
- Other receivables	71,268	81,447
Balance as at 31 December	10,593,271	10,226,217

Deferred income taxes on investment property calculated on all temporary differences under the liability method. Temporary differences arise on the fair value of the property and are measured using a property tax rate of 8%.

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

12. TRADE AND OTHER RECEIVABLES

	2025	2024
	EUR	EUR
<i>Non-current</i>		
Other receivables (i)	50,000	50,000
	50,000	50,000
<i>Current</i>		
Prepayments	3,693	3,592
Other receivables (ii)	254,522	290,882
	258,215	294,474

- (i) Other non-current receivables include guarantee payments which will be released once the development of investment property is complete.
- (ii) Other receivables refer to the unamortised portion of rent concession granted to the lessees and which is accounted for as deduction from rental income over the remaining lease term (note 4).

	2025	2024
	EUR	EUR
Balance as at 1 January	290,882	327,242
Amortisation of rent concession for the year (note 4)	(36,360)	(36,360)
Balance as at 31 December	254,522	290,882

13. ISSUED CAPITAL AND RESERVES

Issued Capital

	2025	2024
	EUR	EUR
Authorised:		
9,999 Ordinary shares 'A' of EUR1 each	9,999	9,999
1 Ordinary share 'B' of EUR1	1	1
	10,000	10,000
Issued and fully paid:		
4,999 Ordinary shares 'A' of EUR1 each	4,999	4,999
1 Ordinary share 'B' of EUR1	1	1
	5,000	5,000

Holders of Ordinary shares 'A' have the right to vote and receive dividend whilst holders of Ordinary shares 'B' have the right to vote without the right to receive dividend.

Other reserves

Other reserves represent unrealised fair value gains on investment properties, net of tax, that are not available for distribution.

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

14. LOAN RECEIVABLE FROM RELATED PARTY

	2025	2024
	EUR	EUR
<i>Non-current</i>		
Loan to parent (i)	20,000,000	20,000,000
<i>Current</i>		
Loan to parent (i)	3,431,274	2,482,552
Total loan receivable from related party	23,431,274	22,482,552

- (i) A loan amounting to EUR20,000,000 was granted to the parent in November 2022. The loan to parent (note 19) of EUR23,431,274 (2024: EUR22,482,552) is unsecured and bears an interest of 2.4% per annum plus 3 months EURIBOR per annum. The loan (capital and interest) is repayable by November 2042. Early repayments are permitted without penalty. Subsequent to the reporting date, the loan was reduced by EUR 7 million (note 24).

15. INTEREST-BEARING LOANS AND BORROWINGS

	2025	2024
	EUR	EUR
<i>Non-current</i>		
Bank loan (i)	15,916,683	16,916,679
Loan from subsidiary (ii)	48,938,219	48,938,219
	64,854,902	65,854,898
<i>Current</i>		
Bank loan (i)	999,996	999,996
Loan from subsidiary	17,162	17,115
	1,017,158	1,017,111
Total interest-bearing loans and borrowings	65,872,060	66,872,009

The non-current interest-bearing loans and borrowings are analysed as follows:

	2025	2024
	EUR	EUR
Between one and two years	999,996	999,996
Between two and five years	2,999,988	2,999,988
More than five years	60,854,918	61,854,914
	64,854,902	65,854,898

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

15. INTEREST-BEARING LOANS AND BORROWINGS - continued

The Company has the following facilities:

- (i) Bank loan facilities of EUR16,916,679 (2024: EUR17,916,675) bearing an average interest of 4.61% (2024: 4.57%) inclusive of 3 months EURIBOR per annum are secured by a general hypothec for EUR16.9 million (2024: EUR17.9 million) over all the assets of the Company. The facilities are also secured by a special hypothec of EUR16.9 million (2024: EUR17.9 million) on the Company's investment property. A general hypothecary guarantee of EUR16.9 million (2024: EUR17.9 million) was also given by a related company.

Bank loan facilities amounting to EUR24,424,145 were repaid in full in March 2024 by means of additional subsidiary loan facility of the same amount.

- (ii) A loan from subsidiary of EUR48,938,219 (2024: EUR48,938,219) is unsecured and bears an interest of 6.40% (2024: 6.40%) per annum payable annually in arrears. On 11 March 2024, further loan advancement of EUR 24,424,145 was made, financed by the proceeds from a recent bond issue by related company. The loan is repayable on 30 December 2033.
- (iii) As at 31 December 2025, the Company had no banking facilities (2024: EUR nil) which were unutilized.
- (iv) The Bank loan is subject to covenants that requires the Group to maintain a minimum Debt Service Coverage Ratio of 120%, defined as EBITDA as a proportion of the aggregate Interest-Bearing Term Loan Borrowing falling due within 12 month and the Interest expense for the relevant year; and External Gearing, defined as Interest Bearing Indebtedness as a proportion of Equity, shall not exceed 200%. There have been no breaches of the financial covenants of any interest-bearing loans and borrowings in the current and prior year.

16. TRADE AND OTHER PAYABLES

	2025	2024
	EUR	EUR
VAT payable	265,222	165,000
Amounts due to related parties (i)	2,543,308	1,426,543
Accruals	78,900	75,292
	2,887,430	1,666,835

- (i) Amounts due to related parties represent balances with related parties for expenses paid by related parties on behalf of the Company. The amounts due to related parties are detailed in note 19. These amounts are unsecured, non-interest bearing and with no fixed date for repayment.

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

17. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statement of cash flows comprise of the following items within the statement of financial position:

	2025	2024
	EUR	EUR
Cash at bank	1,886	1,376

18. PARENT AND ULTIMATE CONTROLLING PARTY

The parent company is Phoenicia Holding Lux S.a.r.l. registered in Luxembourg and the ultimate controlling party is Mark Shaw, a British national residing in Edinburgh, Scotland.

19. RELATED PARTY TRANSACTIONS AND BALANCES

Related party transactions

The following table provides the total amount of transactions and balances with related parties for the relevant financial year:

The Company forms part of a group together with other entities, namely Phoenicia Hotel Company Limited and Phoenicia Finance Company p.l.c., together referred to as “the Group”.

The Company has undertaken the following transactions with related parties:

		Interest Income/ (expense)	Rental income	Amounts from/(to) related party	Loan (payable to)/ receivable from related party
Phoenicia Hotel Company Limited	2025	-	3,900,000	(1,926,509)	-
	2024	-	3,200,000	(836,315)	-
Phoenicia Finance Company p.l.c	2025	(3,132,046)	-	(616,799)	(48,955,381)
	2024	(2,774,125)	-	(590,228)	(48,955,334)
Phoenicia Holding Lux S.A.R.L.	2025	948,722	-	-	23,431,274
	2024	1,237,304	-	-	22,482,552

As disclosed in note 9 and note 15, the loans are also secured by a guarantee provided by a Phoenicia Hotel Company Limited. Moreover, the Company has provided guarantees amounting to EUR750,000 (2024: EUR750,000) to the same related party, Phoenicia Hotel Company Limited.

As disclosed in note 14, the loan receivable from Phoenicia Holding Lux S.A.R.L. is unsecured and bears an interest of 2.4% per annum plus 3 months EURIBOR per annum. The loan (capital and interest) is repayable by November 2042. Early repayments are permitted without penalty.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

20. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A related company is in disagreement with the contractor under the main works contract in respect of the past development project of Phoenicia Hotel regarding claims made by the related company against the contractor for delays and defects, amongst others, and claims for payment of disputed sums made by the contractor against the related company. The parties have submitted their respective claims to arbitration and a final award on all claims was delivered by the arbitral tribunal in 2026. The final award confirms that the contractor is required to pay the related company the net amount liquidated by the arbitral tribunal, together with interest at 8% per annum, accruing from 1 January 2026 until full payment, without prejudice to the further sums payable under the final award by the contractor to the related company in respect of certain remedial works. A net sum in respect of the costs of the arbitration has also been awarded in favour of the related company. The contractor has appealed the final award before the Maltese Court of Appeal (Inferior Jurisdiction). The related company is contesting the contractor's appeal and is seeking to have the final award confirmed by the Court of Appeal.

The related company remains confident, on the basis of the final award and external legal advice, that the Court of Appeal will confirm that no amounts are due by the related company. Accordingly, no provision is being made in the financial statements in respect of this matter. While the related company has deemed it prudent not to quantify a contingent asset due to the uncertainties typically inherent in litigation, this is without prejudice to the related company's legal position in the appeal proceedings which remains firmly maintained.

The related company continues to monitor this matter with the assistance of its external legal counsel..

21. COMMITMENTS

As at 31 December 2025, the Company had no significant capital commitments. As disclosed in note 9 and note 15, the Company has also provided the bank with guarantees over the assets of the Company.

22. FINANCIAL RISK MANAGEMENT

The Company's principal financial assets comprise of loan receivables, trade and other receivables and cash and short-term deposits which arrive directly from its operations. The Company's main financial liabilities are interest-bearing loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finances for the Company's operations.

Credit risk

Financial assets which potentially subject the Company to concentrations of credit risk consist principally of trade and other receivables, cash and short-term deposits and loan receivable from related party. The exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company considers that with the exception of the balances due from related parties (note 12) and loan receivable from related party (note 14), it is not exposed to major concentrations of credit risk.

The Company's short-term deposits are placed with quality financial institutions. Carrying amounts for other receivables are stated net of the necessary provisions which have been made against bad and doubtful debts in respect of which the Directors reasonably believe that recoverability is doubtful.

At each reporting date, the Company assesses whether the loan receivable is considered to have low credit risk using all reasonable and supportable information available without undue cost or effort. As at 31 December 2025, the loan receivable is considered to have low credit risk, is classified as Stage 1 under IFRS 9.

The maximum exposures to credit risk are represented by the carrying amount of each financial assets as disclosed in note 12, 14 and note 17.

PHOENICIA MALTA LIMITED
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NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

22. FINANCIAL RISK MANAGEMENT – continued

Liquidity risk

The presentation of the financial assets and liabilities under the present headings within the statement of financial position is intended to indicate the timing in which cash flows will arise.

The Company actively manages its risk of a shortage of funds by closely monitoring the maturity of its financial assets and liabilities and projected cash flows from operations.

Repayments which are subject to notice are treated as if notice were to be given immediately. However, the Company does not expect the amounts due to related parties as disclosed in note 16 to be settled within one year.

The table below summarises the maturity profile of the Company's financial liabilities at 31 December based on contractual undiscounted payments:

	Carrying amount EUR	Undiscounted contractual cash flows EUR	Within one year EUR	1 to 5 years EUR	Over 5 years EUR
31 December 2025					
Interest-bearing loans and borrowings (note 15)	65,872,060	98,261,416	4,846,225	19,199,557	74,215,634
Trade and other payables (note 16)	2,887,430	2,887,430	2,887,430	-	-
	<u>68,759,490</u>	<u>101,148,846</u>	<u>7,733,655</u>	<u>19,199,557</u>	<u>74,215,634</u>
31 December 2024					
Interest-bearing loans and borrowings (note 15)	66,872,009	105,502,638	3,913,077	15,083,122	86,506,439
Trade and other payables (note 16)	1,666,835	1,666,835	1,666,835	-	-
	<u>68,538,844</u>	<u>107,169,473</u>	<u>5,579,912</u>	<u>15,083,122</u>	<u>86,506,439</u>

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure to interest rate risk relates primarily to the borrowings disclosed in note 15. The company manages the interest rate risk by having a balanced portfolio of fixed and variable rate loans. As at 31 December 2025, approximately 74% (2024: 73%) of the borrowings had a fixed interest rate.

PHOENICIA MALTA LIMITED
Separate Financial Statements for the year ended 31 December 2025

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

22. FINANCIAL RISK MANAGEMENT – continued

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Company's profit before tax.

	Increase/decrease in basis points	Effect on profit before tax EUR '000
2025	+100	(228)
	-50	493
2024	+100	(422)
	-50	888

Changes in liabilities arising from financing activities

	1 January 2025 EUR	Cash flows EUR	Interest paid EUR	Interest expense EUR	31 December 2025 EUR
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Bank loans and other loans	17,916,675	(999,996)	(802,393)	802,393	16,916,679
Loan from subsidiary	48,955,334	-	(3,131,999)	3,132,046	48,955,381

	1 January 2024 EUR	Cash flows EUR	Accrued interest EUR	Other changes EUR	31 December 2024 EUR
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Bank loans and other loans	43,340,816	(25,424,141)	(1,400,690)	1,400,690	17,916,675
Loan from subsidiary	24,570,490	24,424,145	(2,813,426)	2,774,125	48,955,334

Capital management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payments to shareholders, return capital to shareholders, issue new shares or adjust financing arrangements. No changes were made in the objectives, policies or processes during the years ended 31 December 2025 and 31 December 2024.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS - continued

23. FAIR VALUE MEASUREMENT

IFRS 13 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

This hierarchy requires the use of observable market data when available. The Company considers relevant and observable market prices in its valuations where possible as outlined above. For assets and liabilities that are recognised at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At 31 December 2025 and 2024, the carrying amounts of cash and short-term deposits, trade and other receivables, trade and other payables and current interest-bearing loans and borrowings approximated their fair value in view of the nature of the instruments or their short-term maturity.

The fair value of the loan from subsidiary, disclosed within note 15 *non-current interest-bearing loans and borrowings* is estimated at 0.5% above the carrying amount (2024: 3.5% above the carrying amount) in line with the quoted price of the bond issued by a related company (level 2). As at 31 December 2025, the fair value was estimated at EUR49.1 million (2024: EUR50.6 million) when compared to the carrying amount of EUR48.9 million (2024: EUR48.9 million).

24. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the reporting date, on 24 February 2026, the Company entered into an assignment agreement with Phoenicia Holding Lux S.à r.l. and Phoenicia Hotel Company Limited, whereby the Company acquired a receivable of €7,000,000 from Phoenicia Hotel Company Limited. This receivable arose from an interim dividend declared by Phoenicia Hotel Company Limited in favour of Phoenicia Holding Lux S.à r.l. and subsequently assigned to the Company.

The assignment was effected for a consideration of €7,000,000. Concurrently, Phoenicia Holding Lux S.à r.l. partially settled its outstanding loan payable to the Company by way of set-off against the assignment consideration, resulting in a reduction of the loan principal from €20,000,000 to €13,000,000, net of interest accrued.

Subsequent to the reporting date, geopolitical developments in the Middle East have led to increased volatility in global energy and financial markets. The Directors have considered the potential impact of these developments on the Company and, based on information available at the date of approval of these financial statements, have not identified any material impact on the Company's financial position or performance.