ACB

FINAL TERMS

Final Terms

Dated 29 August 2025

SECURED BONDS ISSUANCE PROGRAMME OF A MAXIMUM OF €25,000,000

Tranche Number 1
Up to €16,300,000 5.4% Secured Bonds 2035
Of a nominal value of €100 per Bond
Series Number 1/2025
ISIN MT0002931203

issued by

AGB FINANCE P.L.C.

a public limited liability company duly incorporated under the laws of Malta
with company registration number C 112318
and registered address at
Hacienda Office, Nathalie Poutiatin Tabone Street, Sliema, SLM 1870, Malta

with the joint and several Guarantee* of

AB INVESTMENTS LIMITED

a private limited company registered in Malta with company registration number C 70554

**Prospective investors are to refer to the Guarantee contained in Annex I of the Base Prospectus and Section 18.4 of the Base Prospectus for a description of the Guarantee*

Approved by the Directors:

Alan Bonnici
in his capacity as director of the Issuer and for and on behalf of
Sam Abela, Michael Sciriha and Arthur Gauci

Part A – Contractual Terms

Capitalised terms used in these Final Terms which are not otherwise herein defined, shall have the definitions assigned to them in the Base Prospectus dated 29 August 2025, which was approved by the Malta Financial Services Authority on 29 August 2025, and which constitutes a base prospectus for purposes of the Prospectus Regulation.

The following capitalised terms used in these Final Terms shall have the following meanings:-

Deed of Hypothec	A notarial deed to be entered into by and between the Issuer, the Guarantor, the Security Trustee and APS Bank p.l.c. whereby inter alia the Guarantor shall constitute in favour of the Security Trustee that part of the Collateral over the Secured Assets owned by it which according to law requires the execution of a notarial deed, namely the first ranking special hypothecs referred to in section 6 of these Final Terms below;
Financial Analysis Summary	The report drawn up by the Sponsor in terms of the Capital Markets Rules and attached to these Final Terms as Annex III;
Issuer-Guarantor Loan / Tranche 1 Series 1	The loan facility between the Issuer, as lender, and the Guarantor, as borrower, referred to in section 4 of these Final Terms below, by virtue of which the net proceeds of the Bonds issued under these Final Terms will be made available by the Issuer to the Guarantor;
Nominal Value	€100 per Bond;

This document constitutes the Final Terms of Tranche 1 of Series 1/2025 Bonds described herein for the purpose of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and any supplement thereto in order to obtain all the relevant information on the Issuer and the offer of the Tranche of Bonds under these Final Terms. The issue-specific summary, required in terms of Article 8(8) (and drawn up in accordance with Article 7) of the Prospectus Regulation, is being annexed as Annex I to these Final Terms.

The Base Prospectus is available for viewing at the registered office of the Issuer and on its website (www.agb.com.mt) and copies may be obtained free of charge from the registered office of the Issuer.

Information concerning the Bonds

1.	Issuer	AGB Finance p.l.c.
2.	Series Number	1/2025
3.	Tranche Number	1
4.	Currency of the Bonds	Euro (€)
5.	Aggregate nominal amount:	
	i. Series	i. up to €25,000,000 which may be issued in Tranches forming part of this Series 1/2025 or in combination with other Tranche/s forming part of one or more separate Series
	ii. Tranche	ii. up to €16,300,000
6.	Total number of Bonds offered	Up to 163,000 at Nominal Value

7.	Bond Issue Price	€100 (Nominal Value) per Bond
8.	Expected net proceeds	Approximately €15,975,000
9.	Denomination of Bonds	€100 per Bond
10.	Issue Date (expected)	10 October 2025
11.	Redemption Date	10 October 2035
12.	Redemption Value	€100 (Nominal Value) per Bond
13.	Date/s of the corporate authorisations for issuance of the Bonds under these Final Terms	Resolution of the Board of Directors dated 29 August 2025
14.	Rate of interest	5.4% per annum payable annually in arrears
15.	Interest Payment Date/s	10 October of each year between and including each of the years 2026 and 2035, with the first Interest Payment Date being 10 October 2026: provided that if any such day is not a Business Day, such Interest Payment Date will be carried over to the next following day that is a Business Day.
16.	Commencement of interest	3 October 2025
17.	i. Yield	5.4%
	ii. Method of calculating the yield	The gross yield is calculated on the basis of the interest on the Bonds, the Bond Issue Price and the Redemption Value of the Bonds on Redemption Date.
18.	Credit ratings assigned to the Bonds	No credit ratings have been assigned to the Bonds of this Tranche 1 of Series 1/2025 at the request or cooperation of the Issuer in the rating process.
19.	Taxation	As per section 20, “Taxation” of the Base Prospectus

Other Information

1. Admission to listing and trading

i. Admission to listing

The Bonds were authorized as admissible to listing in Malta on the Official List of the Malta Stock Exchange by virtue of a letter issued by the Malta Financial Services Authority dated 29 August 2025.

ii. Admission to trading

Application has been made to the Malta Stock Exchange in Malta for the Bonds issued pursuant to these Final Terms to be admitted to trading thereon. The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 10 October 2025 and trading is expected to commence on 13 October 2025.

Trading in the Bonds shall not commence before the Issuer has been admitted to the Official List of the Malta Stock Exchange.

iii. Previous admission to trading

Not applicable.

iv. *Estimate of total expenses related to admission to trading*

€325,000

2. *Third Party Information*

Save for the Financial Analysis Summary, these Final Terms do not contain any statement or report attributed to any person as an expert.

The Financial Analysis Summary has been prepared by the Sponsor, Calamatta Cuschieri Investment Services Limited, a private limited liability company registered under the laws of Malta with company registration number C 13729, and registered address at Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta, and has been included in the form and context in which it appears with the authorisation of the said Sponsor, who has given, and has not withdrawn, its consent to the inclusion of the said report herein. Save for its appointment as Sponsor of the Bond Issue and as an Authorised Financial Intermediary of the Bonds of this Tranche 1 of Series 1/2025 and any fees payable to it in such capacities, the Sponsor does not have any material interest in the Issuer or the Guarantor.

The Issuer confirms that the Financial Analysis Summary drawn up by the Sponsor has been accurately reproduced in these Final Terms and that there are no facts of which the Issuer is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

3. *Interests of natural and legal persons involved in the issue of this Tranche*

Without prejudice to the potential conflicts of interest of Directors disclosed in section 11.5 of the Base Prospectus, and save for any subscription for Bonds by the Authorised Financial Intermediaries, which include the Sponsor, and any fees payable in connection with the issue of Bonds to such Authorised Financial Intermediaries, or the fees payable to the advisers of the Issuer in connection with the offer of the Bonds, so far as the Issuer is aware no person involved in the issue of Bonds of this Tranche 1 of Series 1/2025 has a material interest in it.

4. *Reasons for the offer and use of proceeds, estimated net proceeds and total expenses*

i. *Reasons for the offer and use of proceeds*

The net proceeds (net of expenses) from the issue of Bonds under these Final Terms, which are expected to amount to €15,975,000, will be used by the Issuer to provide a loan facility to the Guarantor, to be used as provided below (the **"Issuer-Guarantor Loan / Tranche 1 Series 1"**). The Issuer-Guarantor Loan will bear interest at 6.4% per annum payable 15 days prior to the Interest Payment Date of the Bonds of each year, and the outstanding loan amount thereof shall be repayable by 2035 not later than 15 days prior to the Bonds' Redemption Date.

In turn, the Issuer-Guarantor Loan / Tranche 1 Series 1 will be used by the Guarantor for the following purposes, in the amounts and order of priority set out below:

1. **Re-financing of Relevant Bank Loans:** an amount of approximately €3,300,000 will be used to re-finance the outstanding Relevant Bank Loans due by the Guarantor to APS Bank p.l.c., which bank loans were originally principally utilised to finance site acquisition and/or development of properties owned by the Guarantor, and which Relevant Bank Loans are secured *inter alia* by the Bank Security Interests over the Secured Assets securing the Bonds issued under these Final Terms or parts thereof;

2. **Development and/or finishing costs of the Corks Hotel owned by the Guarantor:** an amount of approximately €3,500,000 will be used to finance the development and finishing costs of the Corks Hotel;

3. **Finishing costs of the Gzira Hotel owned by the Guarantor:** an amount of approximately €3,800,000 will be used to finance the finishing costs of the first phase of the Gzira Hotel consisting of nine floors currently already constructed in shell form; and

4. **General corporate funding:** the amount of approximately €5,375,000 shall be utilised for general corporate funding purposes of the Group.

The Issuer-Guarantor Loan / Tranche 1 Series 1 shall be drawn down as follows:

a) the amount to be used to repay the Relevant Bank Loans to APS Bank p.l.c. will be deemed immediately drawn down upon execution of the Deed of Hypothec creating the Issuer-Guarantor Loan / Tranche 1 Series 1;

b) a sum of €4,200,000 which is intended to be used partly to finance the finishing works of the first phase of the Gzira Hotel owned by the Guarantor as referred to in paragraph 3 above and partly to finance part of the finishing works of Corks Hotel owned by the Guarantor as referred to in paragraph 2 above, which will be held by the Security Trustee, will be drawn down in one or more subsequent drawdowns following a request by the Guarantor, in order to pay invoices for finishing works on the Gzira Hotel and on the Corks Hotel, as such invoices are received from the relevant contractors of such finishing works and against presentation of such invoices and upon presentation of certification of completion of relevant works covered by the relevant invoices made by an independent architect. The said drawdowns will not be paid by the Security Trustee to the Guarantor, but will be paid by the Security Trustee directly to the respective contractors in satisfaction of the relevant invoices. The drawdown requests and payments so made to satisfy invoices for finishing works on the Gzira Hotel and on the Corks Hotel as aforesaid will for all intents and purposes constitute and be deemed to constitute, as between the Issuer and the Guarantor, loans made by the Issuer to the Guarantor under the Issuer-Guarantor Loan / Tranche 1 Series 1 from inception (namely from the date of the Deed of Hypothec) notwithstanding that they are paid to contractors at a later date, and the payment of the relevant invoices to the contractors will be considered as payments made by the Guarantor to such contractors.;

c) the balance will be advanced in one or more subsequent drawdowns following a request by the Guarantor to the Issuer, whereupon the Security Trustee shall be requested and directed to release the respective amount/s to or to the order of the Guarantor.

ii. Estimated total expenses of the issue

An amount of approximately €325,000 which shall be attributed to professional, MSE, regulatory and ancillary fees and selling commission fees in respect of the Bonds to be issued under these Final Terms, with no particular order of priority between them. These shall be paid from the proceeds of the Series 1/2025 Tranche 1 Bonds.

iii. Estimated net amount of the proceeds

A maximum of €15,975,000.

5. Conditions to which the offer is subject

The issue and final allotment of the Bonds under these Final Terms is subject to this first Tranche of Bonds being admitted to the Official List of the Malta Stock Exchange by not later than 15 Business Days from the closing of the Offer Period.

There is no minimum subscription amount for this Tranche 1.

In the event that the aforesaid condition is not satisfied, the subscription for the Bonds shall be deemed not to have been accepted by the Issuer, the issue of Bonds under this first Tranche shall be cancelled forthwith and any Application monies received by the Issuer will be returned without interest by direct credit into the Applicant's bank account.

6. Collateral

i. Security Provider

The Guarantor

ii. Secured Asset(s)

The G Hotel and the Gzira Hotel.

iii. Security to be provided by a Security Provider to secure the Bond Obligations in respect of this Tranche

The Issuer's Bond Obligations under this Tranche of Bonds will be secured by the Collateral granted or to be granted by the Guarantor in favour of the Security Trustee for the benefit of Bondholders, as provided below.

Pursuant to the Security Trust Deed, the Guarantor agreed to jointly and severally guarantee the punctual performance by the Issuer of its payment obligations under the various Tranches issued from time to time under the Secured Bonds Issuance Programme by entering into the Guarantee, as part of the Collateral.

Security will also be given, inter alia, by way of Collateral in the form of a first ranking special hypothec over the G Hotel for an amount of €6,800,000 and a first ranking special hypothec over the Gzira Hotel for an amount of €15,000,000 (the Hypothec). Whilst the hypothecary value of the Hypothec over the Gzira Hotel will be €15,000,000, it should be noted that as at the date hereof the Gzira Hotel in its existing state has been valued at €6,400,000 (as set out in Table A under the sub-heading 'Valuation of Guarantor's Properties' under section 7.2 of the Base Prospectus). Its value will however increase gradually once works are executed until its expected value upon completion reaches €15,400,000 or (if planning permission is granted to construct additional overlying 2 floors) €17,100,000 (always as set out in the said Table A), whereupon the hypothecary value of the Hypothec over the Gzira Hotel may be realised in full.

It is intended to utilise part of the proceeds of issue of Bonds to be issued under these Final Terms to re-finance the Relevant Bank Loans due by the Guarantor to APS Bank p.l.c.

As stated in section 8 of the Base Prospectus, the said Relevant Bank Loans are secured inter alia by Bank Security Interests over or in respect of the Secured Assets or parts thereof and/or otherwise affecting the possibility to constitute or the ranking of the Hypothec over the Secured Assets. These will be released once the outstanding amounts under the said Relevant Bank Loans are settled, to be replaced, as applicable, by the Hypothec on the Secured Assets forming part of the Collateral being created in favour of the Security Trustee for the benefit of Bondholders under this Tranche.

The said Hypothec will secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the repayment of the Redemption Value and interest under the Bonds of this Tranche by a preferred claim over the Secured Assets up to the stated amounts. Accordingly, upon the issue of the Bonds of this Tranche and application of the Bond Issue proceeds in accordance with the terms of these Final Terms, the Security Trustee will have the benefit of a first ranking special hypothec over the Secured Assets up to the stated amounts for the full Redemption Value of the Bonds issued and interests thereon.

The current market value and the value as at completion of the Secured Assets, as set out in the Property Valuation Report dated 10 July 2025, are reproduced in Table A under the sub-heading 'Valuation of Guarantor's properties' under section 7.2 of the Base Prospectus.

In their existing state, the Secured Assets have been valued in aggregate for a total amount which is less than, and which is not sufficient to cover, the full Redemption Value of the Bonds, as shown in the valuations set out in the Property Valuation Report as set out in the said Table A under the sub-heading 'Valuation of Guarantor's properties' under section 7.2 of the Base Prospectus. However, as mentioned under section 4 above of these Final Terms and paragraph iv. ('Constitution of Security and release of Bond proceeds') under this section 6 of these Final Terms below, a sum of €4,200,000 out of the proceeds of the Bond Issue which is intended to be used to partly finance the finishing works of the first phase of the Gzira Hotel owned by the Guarantor as referred to in paragraph 3 of section 4 of these Final Terms above and partly to finance part of the finishing works of Corks Hotel owned by the Guarantor as referred to in paragraph 2 of section 4 of these Final Terms, although they will constitute part of the loan by the Issuer to the Guarantor under the Issuer-Guarantor Loan / Tranche 1 Series 1 from inception, they will not be transferred to such Guarantor but will be retained in cash by the Security Trustee under trust, who will be irrevocably authorised by the Guarantor (by way of security for the benefit of the Security Trustee and the Bondholders) to retain the same in cash, and to release and pay the same only to the relevant contractors against invoices and architect's certification of completion of works covered by such invoices for finishing works on the Gzira Hotel and on the Corks Hotel. As noted in the Property Valuation Report and in Table A under the sub-heading 'Valuation of Guarantor's properties' under section 7.2 of the Base Prospectus, the estimated aggregate value of the Secured Assets after completion of the first phase of the Gzira Hotel will increase, and should be more than sufficient to cover payment obligations under the Bonds and accordingly, whilst the respective amount secured by the Hypothec over the G Hotel (€6,800,000), which is already completed, is already covered by the value of such G Hotel in its existing completed state, the respective amount secured by the Hypothec over the Gzira Hotel (€15,400,000) should be adequately covered by the value of such Gzira Hotel after completion of the first phase of the said Gzira Hotel.

iv. Constitution of Security and release of Bond proceeds

All proceeds from the Bond Issue of this Tranche shall be received by the Registrar which shall apply and forward the same as provided herein.

If the condition referred to in section 5 of these Final Terms above is not satisfied or if the subscription for the Bonds is not accepted by the Issuer for any reason whatsoever, no allotment of the Bonds shall be made, all proceeds received from Applicants shall be refunded by the Registrar accordingly, and the Bond Issue shall be cancelled forthwith.

Where the said condition is satisfied and the subscription of the Bonds is accepted by the Issuer, all net proceeds of the Bond Issue shall be forwarded by the Registrar to, and shall be held by, the Security Trustee. The Security Trustee shall retain all net bond proceeds until the occurrence of the events specified below.

It is expected that by not later than 15 Business Days following listing of the Bonds, the Issuer, the Guarantor, the Security Trustee and APS Bank p.l.c. shall appear on the Deed of Hypothec to repay the Relevant Bank Loans to APS Bank p.l.c. and consequently obtain the cancellation of the Bank Security Interests securing such Relevant Bank Loans over or in respect of the Secured Assets or parts thereof and/or otherwise affecting the possibility to constitute or the ranking of the Hypothec over the Secured Assets. Pursuant to such Deed of Hypothec, the Security Trustee will concurrently obtain from the Guarantor the Hypothec (first ranking special hypothec) over the Secured Assets owned by it, and the Issuer will agree to make the Issuer-Guarantor Loan / Tranche 1 Series 1 to the Guarantor, namely to make available a loan facility in the total amount equal to the net proceeds from the Bond Issue under this Tranche.

The Issuer-Guarantor Loan / Tranche 1 Series 1 shall be drawn down as provided in section 4 of these Final Terms above.

Accordingly, following the constitution of the Hypothec over the Secured Assets pursuant to the Deed of Hypothec and the publication of such Deed of Hypothec, and the receipt by the Security Trustee of appropriate assurance that registration of the Deed of Hypothec and the Hypothec constituted thereunder will be effected, the Security Trustee shall release the remaining net proceeds from the issue of the Bonds which are then in its possession, namely the net proceeds remaining after the payment of the Relevant Bank Loans to APS Bank p.l.c., less a sum of €4,200,000, in one or more payments to or to the order of the Guarantor following a request by the Guarantor to the Issuer, whereupon the Security Trustee shall be requested and directed by the Issuer to release the respective amount/s to or to the order of the Guarantor as aforesaid.

As stated above, the sum of €4,200,000 retained by the Security Trustee will not be transferred to the Guarantor but will be retained in cash by the Security Trustee under trust, who will be irrevocably authorised by the Guarantor (by way of security for the benefit of the Security Trustee and the Bondholders) to so retain the same in cash, and to pay the same only and directly to the relevant contractors against invoices for finishing works on the Gzira Hotel and for finishing works on the Corks Hotel received from such contractors and presented to the Security Trustee together with a certification of completion of works covered by such invoices prepared by an independent architect. Notwithstanding the retention of such sum of €4,200,000 by the Security Trustee, the said sum shall nonetheless constitute and be deemed for all intents and purposes to constitute part of the loan by the Issuer to the Guarantor under the Issuer-Guarantor Loan / Tranche 1 Series 1 from inception, namely from the date of the Deed of Hypothec.

v. Ranking of the Bonds

The Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer and shall at all times rank pari passu, without any priority or preference among themselves and shall rank pari passu with all other unsecured and unsubordinated obligations of the Issuer.

The Bonds shall be guaranteed in respect of both the interest due and the Redemption Value by the Guarantor on a joint and several basis in terms of the Guarantee. The Guarantee shall constitute a direct and unconditional obligation of the Guarantor, but it does not give a right of preference over other obligations of the Guarantor and the Guarantor's obligations under the Guarantee shall rank pari passu with all its other unsecured and unsubordinated obligations.

The Bonds to be issued under these Final Terms shall also be secured by the Hypothec, being a first ranking special hypothec, over the Secured Assets of the Guarantor up to the amounts secured thereby, and save for such exceptions as may be provided by applicable law, the Bonds shall accordingly rank with priority or preference to all present and future unsecured obligations of the said Guarantor, by virtue of and to the extent of the amounts secured by the first ranking special hypothec over the Secured Assets owned by it which it will constitute in favour of the Security Trustee for the benefit of the Bondholders.

In the event of the enforcement of the Collateral, Bondholders of this Tranche 1 of Series 1/2025 shall be paid out of the said Secured Assets in priority to other creditors of the Guarantor (up to the amounts secured by the Hypothec), except for privileged creditors. The first ranking special hypothec to be constituted by the Issuer over the Secured Assets shall rank after the claims of any privileged creditors should a note of inscription of a special privilege be registered with the Public Registry securing the privileged creditor's claims. Privileged creditors include, but are not limited to, architects, contractors, masons and other workmen, over an immovable constructed, reconstructed or repaired for the debts due to them in respect of the expenses and the price of their work, as well as the vendor over the immovable sold by means of a public deed for the whole or the residue of the price. The Guarantor will not necessarily manage to obtain a waiver of privilege from persons or entities which may from time to time become entitled thereto at law. Any such privileged creditors will rank with preference to the Security Trustee in whose favour the Hypothec under the Collateral shall be constituted.

vi. Security Trust Deed

The Collateral shall be constituted in favour of the Security Trustee for the benefit of the relevant Bondholders, as applicable, from time to time registered by the CSD.

The Issuer and the Guarantor have entered into a Security Trust Deed dated 29 August 2025 with the Security Trustee for the benefit of the Bondholders and having as trust property security which consists of the covenants of the Issuer to pay the applicable Redemption Value of the Bonds on the Redemption Date and interest thereon on the Interest Payment Dates, the hypothecary rights under the Hypothec over the Secured Assets to be constituted by virtue of the Deed of Hypothec, the undertakings of the Guarantor under the Guarantee, the other undertakings of the Issuer and/or the Guarantor under the Security Trust Deed and all the rights and benefits under the Security Trust Deed. The Collateral will be vested in the Security Trustee for the benefit of the Bondholders in proportion to their respective holding of Bonds.

The Security Trustee's role includes holding of the Collateral for the benefit of the Bondholders and the enforcement of the said Collateral upon the happening of certain events. The Security Trustee shall have no payment obligations to Bondholders under the Bonds which remain exclusively the obligations of the Issuer.

In terms of the Security Trust Deed, the parties thereto have agreed that (a) at any time before the Collateral shall have become enforceable and the Security Trustee shall have determined or become bound to enforce the same, the Security Trustee may at the cost and request of the Guarantor and with due regard to the interests of all the Bondholders do or concur with the Guarantor in doing certain transactions in respect of the Secured Assets or part thereof, including without limitation, the sale, letting, exchange, surrender, development, dealing with or exercise any rights in respect of all or any part of the Secured Assets upon such terms or for such consideration or in any such manner as the Security Trustee may think fit, always having due regard to the interests of the Bondholders, and the Security Trustee has also acknowledged that it is aware of the current lease of the G Hotel and of the terms thereof and agreed to the same and has also acknowledged that it is aware and finds no objection that the Gzira Hotel is being developed and finished following which it will be let to third parties; and (b) the Security Trustee retained the discretion and/or right, upon a request of the Issuer or of the Guarantor, to reduce, cancel and create or otherwise redefine the special hypothec/s burdening any elements of the Secured Assets or the amounts secured thereby or to substitute any part of the Secured Assets with another or other immovable property/ies owned by the Group or some affiliated company, subject to a property valuation report by an independent architect to be appointed by the Issuer or by the Guarantor with the consent of the Security Trustee, confirming that the value of the elements of the Secured Assets as redefined, reconfigured or relocated (including through substitution of any part thereof with another immovable property/ies as aforesaid) is at least equal to the Redemption Value of the outstanding Bonds of this Tranche in issue at the relevant time. Under the Security Trust Deed the Security Trustee also reserves the right to demand further immovable property owned by the Group as Secured Assets or other security acceptable to it should at any given time the value of the Secured Assets, which shall be determined pursuant to an architect's independent valuation report, by an independent architect to be appointed by the Issuer or the Group with the consent of the Security Trustee, together with the value of any bond proceeds still held by the Security Trustee at the relevant time, be lower than the Redemption Value of outstanding Bonds of this Tranche in issue at the relevant time.

The terms and conditions of the Security Trust Deed, which is available for inspection as set out in section 23 of the Base Prospectus, shall be binding on each registered Bondholder as if it had been a party thereto and as if the Security Trust Deed contained covenants on the part of each registered Bondholder to observe and be bound by all the provisions thereof applicable thereto, and the Security Trustee is authorised and required to do the things required of it by the Security Trust Deed.

7. Expected Timetable

1	Offer Period:	5 September 2025 to 26 September 2025
2	Placement Date:	26 September 2025
3	Intermediaries' Offer Date:	26 September 2025
4	Expected announcement of basis of acceptance:	3 October 2025
5	Commencement of interest:	3 October 2025
6	Expected date of admission of Bonds to listing:	10 October 2025
7	Expected Issue Date:	10 October 2025
8	Expected date of commencement of trading in the Bonds:	13 October 2025
9	Latest date of constitution of Collateral:	31 October 2025

The Issuer reserves the right to shorten or extend the closing of the Offer Period, in which case, the remaining events set out above will be brought forward or moved backwards (as the case may be) in the same chronological order set out above. In the event that the timetable is revised as aforesaid, the revised dates will be communicated by the Issuer by company announcement and/or on its website, without the requirement to amend these Final Terms.

8. Plan of distribution and allotment

i. Categories of potential investors

The Bonds may be applied for by all categories of investors, including the general public. Applications may be made through Authorised Financial Intermediaries as descried in section 9 iv. of these Final Terms below.

ii. Preferred Applicants (if any)

Not applicable.

iii. Placement Agreements (if any)

The Issuer may enter into a Placement Agreement with any one or more of the Authorised Financial Intermediaries, for the placement of an agreed amount in nominal value of Bonds, which will be reserved for such Authorised Financial Intermediaries under the Placement Agreements.

In terms of each Placement Agreement, if any, the Issuer will be conditionally bound to issue, and the relevant Authorised Financial Intermediary will be conditionally bound to subscribe on a best efforts basis to, the number of Bonds indicated therein, subject to the Bonds being admitted to listing on the Official List of the Malta Stock Exchange, and subject to other terms and conditions as will be set out in the Placement Agreements.

In terms of each of the said Placement Agreements (if any), the relevant Authorised Financial Intermediary will have the right to subscribe for Bonds for its own account (where applicable) or for the account of underlying customers, and shall in addition be entitled to either: (i) distribute to the underlying customers any portion of the Bonds subscribed for upon commencement of trading, or (ii) complete a data file representing the amount being allocated in terms of the respective Placement Agreement as provided by the Registrar by latest 26 September 2025, being the Placement Date. In any case, each underlying Application is subject to a minimum of €5,000 in Bonds and in multiples of €100 thereafter.

Authorised Financial Intermediaries which enter into Placement Agreements with the Issuer, if any, will be required to effect payment to the Issuer for the Bonds subscribed to by not later than the Placement Date.

iv. Intermediaries' Offer (if any)

The remaining balance of Bonds not covered by the Placement Agreements, if any, will be reserved by the Issuer for subscription by Authorised Financial Intermediaries pursuant to an Intermediaries' Offer. In this regard, the Issuer may enter into conditional subscription agreements with a number of Authorised Financial Intermediaries whereby it shall bind itself to allocate Bonds to the Authorised Financial Intermediaries in accordance with the terms of such subscription agreements, up to a maximum amount of Bonds remaining after those reserved for Authorised Financial Intermediaries under the Placement Agreements (if any).

The subscription agreements shall be subject to the terms and conditions of the Base Prospectus and these Final Terms and will be conditional on the Bonds being admitted to listing on the Official list of the Malta Stock Exchange, and other conditions set out in the relevant subscription agreement. Moreover, the subscription agreements shall become binding on each of the Issuer and the respective Authorised Financial Intermediary upon signing, provided that the Authorised Financial Intermediary would have paid the Registrar all subscription proceeds in cleared funds by latest 26 September 2025, this being the Intermediaries' Offer Date.

The minimum which each Authorised Financial Intermediary may apply for in terms of the applicable subscription agreement is €5,000 and in multiples of €100 thereafter and such minimum and multiples shall also apply to each underlying Applicant in the case of applications under nominee.

Completed subscription agreements, together with evidence of payment, are to reach the Registrar by the Intermediaries' Offer Date. The Issuer acting through the Registrar shall communicate the amount allocated under each subscription agreement. Where the Authorised Financial Intermediary has been allocated a lesser number of Bonds than the amount being subscribed for, such unsatisfied amount shall be refunded by the Registrar to the Authorised Financial Intermediary to the account specified in the respective subscription agreement.

In terms of the subscription agreements to be entered into, Authorised Financial Intermediaries will have the right to subscribe for the Bonds either for their own account or for the account of underlying customers and shall in addition be entitled to distribute any portion of the Bonds subscribed to their underlying clients upon commencement of trading or to complete a data file representing the amount being allocated in terms of the respective subscription agreement as provided by the Registrar by latest 26 September 2025.

v. Selling commissions

1.25%

9. Additional information

i. Reservation of the Tranche, or part thereof, in favour of specific retail and/or non-retail investors or categories of either

Not applicable

ii. Time period, including any possible amendments, during which the offer will be open

The Offer Period during which the Bonds are on offer shall commence at 08:00 hours on 5 September 2025 and end at 12:00 hours on 26 September 2025, both days included. The Issuer reserves the right to shorten or extend the closing of the Offer Period. In the event that the Offer Period is amended as aforesaid, the revised dates will be communicated by the Issuer by company announcement and/or on its website, without the requirement to amend these Final Terms.*Arrangements for publication of final size of issue/offer*

iii. Arrangements for publication of final size of issue/offer

Not applicable. The maximum amount of €16,300,000 of Bonds of Tranche 1 of Series 1/2025 shall be on offer.

iv. Description of the application process

Investors who wish to subscribe for Bonds are to contact any of the Authorised Financial Intermediaries through whom they may participate in the Bond Issue of this Tranche 1 of Series 1/2025. Investors may apply for the subscription of Bonds by submitting an Application to an Authorised Financial Intermediary, in the manner instructed thereby, during the Offer Period.

Submission of Application must be accompanied by the full price of the Bonds applied for, in Euro. Payments may be made through any method of payment as accepted by the respective Authorised Financial Intermediary.

v. Details of the minimum/maximum amount of application (whether in numbers of securities or aggregate amount to invest)

All Applications are subject to a minimum subscription amount of €5,000 in Nominal Value of Bonds and in multiples of €100 thereafter. Authorised Financial Intermediaries subscribing to the Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €5,000 to each underlying client.

The minimum subscription amount set out above shall only apply during the Offer Period. No minimum holding requirement shall be applicable once the Bonds are admitted to listing on the Official List of the Malta Stock Exchange and commence trading thereafter, subject to trading in multiples of €100 per Bond.

vi. Description of possibility to reduce subscriptions and manner for refunding excess amount paid by Applicants

As set out in section 19 of the Base Prospectus:

a) the Issuer, the Registrar and the relevant Authorised Financial Intermediary reserve the right to reject, in whole or in part, or to scale down, any Application, including the right to refuse any Application which in the opinion of the Issuer, the Registrar or Authorised Financial Intermediary is not accompanied by the required documents;

b) without prejudice to the generality of paragraph (a) above, the Issuer reserves the right, in its discretion, to reject all Applications and revoke the issue and not to allot any Bonds of this Tranche 1 of Series 1/2025 if the Bond Issue under such Tranche is not fully subscribed and taken up during its Offer Period; the Issuer may however, in its discretion, accept Applications made and proceed with the issue and allotment of the Bonds of this Tranche in case the Bond Issue under this Tranche is subscribed only in part during the Offer Period, whatever the amount so subscribed; and

c) without prejudice to paragraphs (a) and (b) above, the Issuer reserves the right to revoke the issue of Bonds of this Tranche 1 of Series 1/2025 at any time before the closing of its Offer Period. The circumstances in which such revocation might occur are expected to be exceptional, for example where a significant change in market conditions occurs.

In the event that an Applicant has not been allocated any Bonds or has been allocated a number of Bonds which is less than the number applied for, the Applicant shall receive a full refund or, as the case may be, the balance of the price of the Bonds applied for but not allocated, without interest, by credit transfer to such account indicated in the Application, at the Applicant's sole risk. The respective Authorised Financial Intermediary or the Issuer shall not be responsible for any charges, loss or delay in transmission.

vii. Method and time limits for paying up the securities and for delivery of the securities

Payment of the full price of the Bonds applied for must be made not later than the submission of Application and must be made in Euro through any method of payment as accepted by the respective Authorised Financial Intermediary through whom the Application is made.

Authorised Financial Intermediaries which enter into Placement Agreements with the Issuer, if any, will be required to effect payment to the Issuer for the Bonds subscribed to by not later than the Placement Date.

Authorised Financial Intermediaries who enter into subscription agreements with the Issuer pursuant to the Intermediaries' Offer must pay all subscription proceeds in cleared funds by not later than the Intermediaries' Offer Date.

viii. Full description of the manner and date in which results of the offer are to be made public

The results of the offer of Bonds of this Tranche 1 of Series 1/2025 shall be announced by the Issuer through a company announcement published and uploaded on the Issuer's website, namely www.agb.com.mt, by not later than 3 October 2025.

ix. Procedure for the exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised

Not applicable

x. Indication of the expected price at which the securities will be offered or the method of determining the price and the process for its disclosure

The Bonds will be offered at their Nominal Value of €100 per Bond.

xi. Amount of any expenses and taxes specifically charged to the subscriber

Not applicable.

xii. Process for notification to applicants of the amount of Bonds allotted and indication whether dealing may begin before notification is made

It is expected that Applicants will be notified of the amount of Bonds allocated to them respectively by means of an allotment letter to be sent within five (5) Business Days of the announcement of the result of the Bond Issue. Dealings in the Bonds shall not commence prior to such notification.

It is expected that a registration advice will be made available to Applicants by the CSD shortly after listing of the Bonds.

Annex I · **Issue-specific summary**

SUMMARY

Dated 29 August 2025

This Summary is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the Malta Financial Services Authority and in accordance with the Prospectus Regulation. This Summary contains key information which investors require in order to understand the nature and the risks of the Issuer and the Bonds to be issued pursuant to the Final Terms. Except where the context otherwise requires, the capitalised words and expressions used in this Summary shall bear the meanings assigned to them in the Base Prospectus and the Final Terms, as the case may be.

1. Introduction and Warnings

This Summary contains key information on the Issuer, the Guarantor and the Tranche 1, Series 1/2025 Bonds, summarised details of which are set out below:

Issuer	AGB Finance p.l.c., a public limited liability company registered in Malta, with company registration number C 112318 and legal entity identifier (LEI) number 98450010ECAF56B45D80.
Address	Hacienda Office, Nathalie Poutiatin Tabone Street, Sliema, SLM 1870, Malta.
Telephone number	+356 21339298
Issuer Website	www.agb.com.mt
Competent authority approving the prospectus	The MFSA, established in terms of the Financial Markets Act (Cap. 345 of the laws of Malta)
Address	Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara, Malta, CBD 1010.
Telephone number	+ 356 2144 1155
MFSA Website	https://www.mfsa.mt/
Nature of the securities	The Tranche 1 Series 1/2025 Bonds are secured bonds of an aggregate principal amount of up to €16,300,000, of a Nominal Value of €100 per Bond, issued at par and redeemable at their Nominal Value on 10 October 2035, and bearing interest at the rate of 5.4% per annum.
ISIN number of Bonds	MT0002931203
Base Prospectus approval date	29 August 2025

Prospective investors are hereby warned that:

i. this Summary should be read as an introduction to the Base Prospectus. It is being provided to convey the key characteristics and risks associated with the Issuer and the Tranche 1, Series 1/2025 Bonds being offered pursuant to the Base Prospectus and these Final Terms. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this Summary in making a decision as to whether to invest in the securities described in this document;

ii. any decision of the investor to invest in the Bonds should be based on a consideration of the Base Prospectus and these Final Terms as a whole by the investor;

iii. an investor could lose all or part of the capital invested in subscribing for the Bonds;

iv. where a claim relating to the information contained in the Base Prospectus and these Final Terms is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Base Prospectus and these Final Terms before the legal proceedings are initiated; and

v. civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only if the Summary, when read together with the other parts of the Base Prospectus and these Final Terms, is misleading, inaccurate, or inconsistent or does not provide key information in order to aid investors when considering whether to invest in the Bonds.

2. Key Information on the Issuer

2.1 WHO IS THE ISSUER OF THE BONDS?

Domicile and legal form, its LEI and country of incorporation

The Issuer is AGB Finance p.l.c., a public limited liability company registered in Malta in terms of the Companies Act (Cap. 386 of the laws of Malta). The Issuer was incorporated and is domiciled in Malta and with legal entity identifier (LEI) number 98450010ECAF56B45D80.

Principal activities of the Issuer

The Issuer does not undertake any trading activities itself and its sole purpose is that of acting as the finance arm of the Group, principally by raising finance and advancing same to members of the Group. The assets of the Issuer therefore principally consist of loans granted to Group companies, currently its parent company, the Guarantor.

Organisational structure of the Group

The Group currently consists of the Issuer and its parent company, namely AB Investments Limited (C 70554), which is the Guarantor of the Bond Issue under the Secured Bonds Issuance Programme.

Major shareholders of the Issuer

The Issuer's majority shareholder is the Guarantor which holds all of the issued shares except for one (1) share (namely 249,999 ordinary A shares of a nominal value of €1 each), whereas the 1 remaining share (namely 1 ordinary B share of €1 which has no voting rights) is held by Mr Alan Bonnici, being the ultimate beneficial owner of the Group. The Guarantor is in turn owned, and the Group is ultimately beneficially owned, by the said Alan Bonnici.

Key managing directors

The board of directors of the Issuer is composed of the following persons: Dr Sam Abela (Chairman and Non-Executive Director), Dr Michael Sciriha (Independent Non-Executive Director), Mr Arthur Gauci (Independent Non-Executive Director) and Alan Bonnici (Executive Director and Group CEO).

Statutory Auditors

The auditors of the Issuer as of the date of this Summary are Forvis Mazars (Malta) of The Watercourse, Level 2, Zone 1, Mdina Road, Central Business District, Birkirkara, Malta. The Accountancy Board registration number of Forvis Mazars (Malta) is AB/26/84/39.

2.2 WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

The Issuer was incorporated on 12 June 2025 and hence, has not published its first set of audited financial statements. The key financial information regarding the Guarantor, which is the parent company of the Issuer, is found in the relevant section hereunder.

2.3 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?

The most material risk factor specific to the Issuer is the following:

Dependence of the Issuer on the Group

The Issuer does not undertake any trading activities itself and its sole purpose is that of acting as the finance arm of the Group, principally by raising finance and advancing same to members of the Group. Its assets therefore consist primarily of loans issued to Group companies, and the only revenue generating activities of the Issuer is the receipt of principal and interest income received on the said loans. The Issuer is therefore economically dependent on the operational results, financial condition and performance of its borrower Group companies, principally the Guarantor, which may in turn be negatively affected by various risks affecting it and its business and operations. Therefore, the risks intrinsic in the business and operations of the Guarantor, and underperformance of the said Guarantor, may have an adverse effect on the ability of the Issuer to meet its obligations in connection with the payment of interest and principal under the Bonds.

3. Key Information on the Securities

3.1 WHAT ARE THE MAIN FEATURES OF THE SECURITIES?

Pursuant to these Final Terms up to 163,000 Bonds are being issued in an aggregate amount of up to €16,300,000, with a nominal value of €100 per Bond issued and redeemable at par and redeemable on 10 October 2035. The Bonds bear interest at the rate of 5.4% per annum on the nominal value of the Bonds, payable on 10 October of each year, with the first interest payment being due on 10 October 2026 and the last interest payment being due on Redemption Date.

The Bonds shall be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. On admission to trading the Bonds shall have the following ISIN: MT0002931203. The Bonds shall be freely transferable.

The Bonds constitute the general, direct and unconditional obligations of the Issuer and shall at all times rank pari passu, without any priority or preference among themselves and shall rank pari passu with all other unsecured and unsubordinated obligations of the Issuer. The Bonds shall be jointly and severally guaranteed in respect of both the interest due and the principal amount by the Guarantor in terms of the Guarantee. They shall also be secured by the Hypothec, being a first ranking special hypothec to be constituted by the Guarantor over the Secured Assets owned by it, essentially a first ranking special hypothec over the G Hotel for an amount of €6,800,000 and a first ranking special hypothec over the Gzira Hotel for an amount of €15,000,000, in favour of the Security Trustee for the benefit of the Bondholders. In respect of the Guarantor, save for such exceptions as may be provided by applicable law, the Bonds shall rank with priority or preference to all present and future unsecured obligations of the said Guarantor, by virtue and to the extent of the amounts secured by the said first ranking special hypothec over the Secured Assets owned by it.

Furthermore, a sum of €4,200,000 out of the proceeds of the Bond Issue which is intended to be used partly to finance the finishing works of the first phase of the Gzira Hotel owned by the Guarantor and partly to finance part of the finishing works of Corks Hotel owned by the Guarantor, although they will constitute part of the loan by the Issuer to the Guarantor under the Issuer-Guarantor Loan / Tranche 1 Series 1 from inception, they will not be transferred to such Guarantor but will be retained in cash by the Security Trustee under trust, who will be irrevocably authorised by the Guarantor (by way of security for the benefit of the Security Trustee and the Bondholders) to retain the same in cash, and to release and pay the same only to the relevant contractors against invoices and architect's certification of completion of works covered by such invoices for finishing works on the Gzira Hotel and on the Corks Hotel.

There are no special rights attached to the Bonds other than the right of the Bondholders to (i) repayment of capital and payment of interest on the due dates; (ii) the benefit of the Collateral (namely the Guarantee and the first ranking Hypothec over the Secured Assets) through the Security Trustee; (iii) attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bonds; and (iv) such other rights attached to the Bonds emanating from the Base Prospectus and these Final Terms.

3.2 WHERE WILL THE SECURITIES BE TRADED?

Application has been made to the Malta Stock Exchange for the Bonds to be listed and traded on its Official List.

3.3 IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?

The Guarantee

Apart from the above-mentioned first ranking special hypothec on the Secured Assets to be granted by the Guarantor, the Bonds of Tranche 1 of Series 1/2025 (as well as those to be issued under other Tranche/s from time to time under the Secured Bonds Issuance Programme) will also be secured through the joint and several guarantee of the Guarantor in terms of the Guarantee dated 29 August 2025. Accordingly, the Security Trustee, for the benefit of itself and the Bondholders, shall be entitled to request the Guarantor to pay both the interest due and the Redemption Value under said Bonds if the Issuer fails to meet any amount, when due. The Guarantee also entitles the Security Trustee to take action against the Guarantor without having to first take action against the Issuer. The Guarantee constitutes a direct and unconditional obligation of the Guarantor, and the Guarantor's obligations under the Guarantee shall rank pari passu with all its other unsecured and unsubordinated obligations.

The Guarantor

The Guarantor is AB Investments Limited, a private limited liability company registered in Malta in terms of the Companies Act (Cap. 386 of the laws of Malta) having company registration number C 70554. The legal entity identifier (LEI) number of the Guarantor is 984500EE770FF5E9D417. The Guarantor is the parent company of the Group and acts mainly as a property owning company and also as a holding company, holding the shares in its Subsidiary, the Issuer.

Key financial information regarding the Guarantor

The Issuer was incorporated on 12 June 2025 and as such, no set of audited financial statements are available as at the date of the Final Terms. As the Issuer is a wholly-owned subsidiary of the Guarantor, the financial information of the Guarantor is hereby being provided below.

Key figures extracted from the Guarantor's stand-alone financial statements are being represented below:

AB Investments Limited	**FY2022** (Audited)	**FY2023** (Audited)	**FY2024** (Audited)
	€000	€000	€000
Statement of comprehensive income			
Revenue	-	59	57
Operating income/(loss) for the year	(3)	41	36
(loss) / Profit for the year	(26)	14	(1)
Total comprehensive income	(26)	14	5,374
Statement of finacial position			
Total assets	3,668	3,367	11,510
Total liabilities	3,018	2,702	5,472
Total equity	650	664	6,038
Net Debt	2,772	1,658	3,204
Statement of Cash Flows			
Net cash generated from/(used in) operating activities	(115)	1,462	455
Net cash used in investing activities	(1,430)	(336)	(2,001)
Net cash from/(used in) financing activities	947	(799)	1,180

Economic and financial risks

Risks arising from war and/or conflict

Wars and conflicts which may from time to time occur in various parts of the world, including the current Russia – Ukraine and the Middle East armed conflicts, may present new risks or exacerbate certain risks to which the operations of the Group are subject, including shortage of and/or increase in prices and delay in importation and delivery of building material and supplies needed for the development of properties, apart from the negative effects these conflicts may have on the economy as a whole and on particular economic drivers, including possibly tourism, hospitality and rental of properties.

Risks relating to inflation

As at the date of this Summary, inflation is relatively high. Inflation is the rising level of prices for goods and services. Inflation may negatively affect the future financial performance of the Group, including through the consequent increase in the prices of goods and services and the cost of new opportunities, higher borrowing costs, and the overall decrease in purchasing power.

Risks relating to financing of the Group

As at the date of this Summary, the Guarantor has bank debt. Whilst most of these bank facilities will be repaid through the proceeds of issue of the Bonds under this first Tranche of the Secured Bonds Issuance Programme, the Group's overall financial gearing levels will further increase pursuant to the Bond Issue, and may also increase as a result of further future indebtedness. The increase in the level of financial gearing gives rise to all risks typically associated with higher leverage, including lower asset cover and lower debt service cover levels. This may have an adverse effect on the profitability of the Guarantor or the Group. Furthermore, there can be no assurance that the Group will have access to such further debt financing as may be required from time to time at reasonable terms.

Business and operational risks

Risks relating to the rental business of the Group

The Group's main business is the letting of various immovable properties to third parties for commercial operation or for residential purposes, as applicable, including hotels, commercial units and residential units. This business sector may be affected by a number of factors, including national economy, political developments, factors affecting the tourism sector, demographic factors, government regulations, changes in planning or tax laws, interest rate fluctuations, inflation and other economic, political and social factors. A loss of rent, rent reductions and increased vacancies, which could result from various factors, would lead to a decline in total current forecasted rental income for the Group. An increase in the supply of or decrease in demand for commercial accommodation and/or other commercial properties and/or residential properties could impact negatively upon capital values and income streams of the Group's properties, and the Group's ability to source new lessees upon termination or non-renewal of the then current leases. The business, revenue and projected profits of the Group would also be negatively impacted if lessees fail to honour their respective lease obligations. There is also the risk that lessees may terminate or elect not to renew their respective lease upon termination. The Group may also be subject to increases in operating and other expenses with respect to the properties owned by the Group and rented out, which costs and expenses may not necessarily be recoverable from the tenants.

Risks relating to the hospitality industry

The Group, through the Guarantor, owns three hotels, which are leased or will upon completion and finishing thereof be leased to third parties to operate the same as hotels. The rental revenues of the Group from the letting of these hotels therefore largely depends and will depend on the success of the hotel operations of the said third party lessees. These operations and the hospitality industry in general are exposed to a number of external factors and risks, including, without limitation, changes in travel patterns and customer trends, the seasonality and cyclical nature of the tourism industry, the impact of outbreaks of contagious diseases and other unexpected calamities on patterns and/or volume of travel, the introduction of legal requirements or restrictions related to the hospitality industry, increases in operating costs and taxes and increasing competition.

Risks relating to real estate acquisition and development

The Guarantor is involved and may from time to time continue to get involved in development of new properties for its property portfolio, mainly with a view to let the same. A number of factors may affect the real estate development industry, which could adversely affect the financial performance of the Group and the value of the immovable properties under development within its portfolio and/or the amount or timing of rental receivables therefrom. Such factors include planning permit delays and costs, changes in local market conditions (such as oversupply or reduction in demand for real estate), increased market competition, shortages and/or price increases in raw materials and services leading to cost overruns, insufficiency of resources to complete the projects, penalties or litigation resulting from delays in completion, possible structural and environmental problems, acts of God and other force majeure events, health and safety risks and litigation associated therewith. Furthermore, real estate investments are generally illiquid.

The Group depends on third parties in connection with its business, giving rise to counter-party risks

The Group relies upon third party or related service providers for the construction and completion and, where applicable, subsequent operation of its property developments, including architects, project managers, building contractors, subcontractors, suppliers, estate agent and others, as well as on planning permits and other action being taken by the relevant competent authorities in connection with such proposed developments. This gives rise to counter-party risks where such third parties default on their contractual obligations, including the resulting development cost overruns or delays in completion or loss of rental revenue, with the resultant negative impact on the Group's business, financial condition, results of operations and prospects, and may also expose the Group to complaints, claims or litigation by prospective tenants, owners of neighboring tenements and other third parties for contractual default or for damages.

Legal and regulatory risks

Risks relative to changes in laws and new industry standards and practices

The Group and its current and future operations are subject to laws and regulatory requirements applicable to property development, real estate letting and other business sectors within which they operate. The regulatory environment in which the Group operates is constantly evolving, with the introduction of new rules, regulations and policies, or the amendment of existing ones, which may result in the imposition of new requirements for the Group in terms of sustainability factors, building standards, housing standards, health and safety and other matters. The Group is at risk in relation to changes in laws and regulations to which it is subject and the timing and effects thereof, their interpretation, and in administrative practices, which cannot be predicted and which can negatively affect the Group's business and operations and also its profitability, even in terms of additional costs of compliance and potential additional taxation.

Risks relating to the Collateral

Risks relating to the Guarantee

The Guarantee does not give a right of preference over other obligations of the Guarantor and the Guarantor's obligations under the Guarantee shall rank pari passu with all its other unsecured and unsubordinated obligations. The strength of the undertakings on the part of the Guarantor under the Guarantee and therefore, the level of recoverability by the Security Trustee from the Guarantor of any amounts due under any of the Bonds, is dependent upon and directly linked to the financial position and solvency of the Guarantor, which will be affected by the level of indebtedness and liabilities incurred by such Guarantor as well as by the operational and financial performance of the Guarantor and its business.

Risks relating to the Collateral and the value thereof

Whilst the Hypothec (first ranking special hypothec) in respect of the Tranche 1 Series 1/2025 Bonds will grant the Security Trustee, in the interest of Bondholders, a right of preference and priority for repayment of the Bonds over the creditors of the Guarantor in respect of the Secured Assets owned by it up to the respective amounts secured thereby, there can be no guarantee that the value of the said Secured Assets over the term of the Bonds will be and/or remain sufficient to cover the full amount of interest and Redemption Value outstanding under the said Bonds. This may be the result of various factors, including general economic factors that could have an adverse impact on the value of the Secured Assets. There is also no guarantee that the value of Secured Assets determined in the independent valuation is necessarily correct or would actually be achieved on the market. The valuation of property is inherently subjective.

3.5 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?

Suitability of the Bonds

An investment in the Bonds may not be suitable for all recipients of the Base Prospectus and applicable Final Terms and prospective investors are urged to read and understand the Base Prospectus and these Final Terms in full and to consult an investment advisor before making an investment decision with a view to ascertain that s/he has sufficient knowledge and understanding of the Bonds and the merits and risks of investing in the Bonds, and that s/he has sufficient financial resources and liquidity to bear all the risks of an investment in the Bonds. Otherwise there is a risk that such investor may acquire an investment which is not suitable for his/her risk profile.

Interest rate risk and the potential impact of inflation

Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. In particular, if interest rates rise, the prices that market participants will generally be willing to pay for the Bonds can be expected to decline. Moreover, price risks for longer maturity bonds tend to be higher than for shorter maturity bonds. Furthermore, prices of Bonds and returns thereon will also be affected by inflation. Inflation typically leads to a rise in short-term interest rates, and intermediate and longer-term rates also tend to go up as a consequence, and this will lead to a fall in the prices of bonds. Furthermore, inflation can wipe away the yields generated by a bond, in view of the loss of purchasing power brought about by inflation.

Trading and liquidity risks

There can be no assurance that an active secondary market for the Bonds will develop or, if it develops, that it will continue. Nor can there be any assurance that an investor will be able to re-sell his/her Bonds at or above the Bond Issue Price or at all. A trading market having the desired characteristics of depth, liquidity and orderliness depends on a number of factors, which are dependent upon the individual decisions of investors and the general economic conditions of the market, over which the Issuer has no control. The outbreak of the COVID-19 pandemic in 2020, has resulted in a highly volatile economy. This volatility may also increase as a result of wars or conflicts between countries, including the current Russia – Ukraine and the Middle East armed conflicts. Continued or increased volatility and disruption in the capital markets may impair the saleability of the Bonds.

Status and ranking of the bonds and additional indebtedness and security

The Bonds, as and when issued and allotted pursuant to the Secured Bonds Issuance Programme and these Final Terms, shall constitute the general, direct, unconditional obligations of the Issuer. Whilst the Bonds will be secured by a first ranking special hypothec over the Secured Assets owned by the Guarantor, they may rank after causes of preference which may be constituted by operation of law, in particular privileged creditors. The first ranking special hypothec to be constituted by the Guarantor over the Secured Assets shall rank after the claims of any privileged creditors specified by law should a note of inscription of a special privilege be registered with the Public Registry securing the privileged creditor's claims. There can be no guarantee that the Guarantor will necessarily manage to obtain a waiver of privilege from persons or entities which may from time to time become entitled thereto at law.

4. Key Information on the Offer of Securities to the Public and the Admission to Trading on a Regulated Market

4.1 UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY?

Application for the Bonds

Application for the Bonds must be lodged with any of the Authorised Financial Intermediaries. All Applications are subject to a minimum subscription amount of €5,000 in Nominal Value of Bonds and in multiples of €100 thereafter.

Expected timetable

1	Offer Period:	5 September 2025 to 26 September 2025
2	Placement Date:	26 September 2025
3	Intermediaries' Offer Date:	26 September 2025
4	Expected announcement of basis of acceptance:	3 October 2025
5	Commencement of interest:	3 October 2025
6	Expected date of admission of Bonds to listing:	10 October 2025
7	Expected Issue Date:	10 October 2025
8	Expected date of commencement of trading in the Bonds:	13 October 2025
9	Latest date of constitution of Collateral by means of Hypothec on the Secured Assets:	31 October 2025

The Issuer reserves the right to shorten or extend the closing of the Offer Period, in which case, the remaining events set out above will be brought forward or moved backwards (as the case may be) in the same chronological order set out above.

Plan of distribution and allotment and allocation policy

The Bonds will be available for subscription by all categories of investors, as follows:

i. The Issuer may enter into a Placement Agreement with any of the Authorised Financial Intermediaries listed in Annex II of these Final Terms, for the placement of an agreed portion of the nominal value of Bonds (which will be reserved for such Authorised Financial Intermediaries under the Placement Agreements) to be subscribed to by each such Authorised Financial Intermediary either in its own name or in the name of its underlying clients in terms of the respective Placement Agreement; and

ii. The remaining balance of Bonds not covered by the Placement Agreements, if any, shall be made available for subscription by Authorised Financial Intermediaries through an Intermediaries' Offer, who may subscribe the same in their own name or in the name of their underlying clients in terms of the subscription agreements to be entered into with them.

The issue and final allotment of the Bonds of Tranche 1 of Series 1/2025 is subject to this first Tranche of Bonds being admitted to the Official List of the Malta Stock Exchange by not later than 15 Business Days from the closing of the Offer Period. In the event that the aforesaid condition is not satisfied, the subscription for the Bonds shall be deemed not to have been accepted by the Issuer, the issue of Bonds under this first Tranche shall be cancelled forthwith and any Application monies received by the Issuer will be returned without interest by direct credit into the Applicant's bank account.

Total estimated expenses

The total estimated expenses of the issue of Bonds of Tranche 1 of Series 1/2025 are €325,000.

4.2 WHY IS THIS PROSPECTUS BEING ISSUED?

Use and estimated net amount of proceeds

The net proceeds (net of expenses) from the Bond Issue under these Final Terms, will be used by the Issuer to provide a loan facility to the Guarantor, namely the Issuer-Guarantor Loan / Tranche 1 Series 1, to be used as provided below. The Issuer-Guarantor Loan / Tranche 1 Series 1 will bear interest at 6.4% per annum payable 15 days prior to the Interest Payment Date of the Bonds of each year, and the outstanding loan amount thereof shall be repayable by 2035 not later than 15 days prior to the Bonds' Redemption Date.

In turn, the Issuer-Guarantor Loan / Tranche 1 Series 1 will be used by the Guarantor for the following purposes, in the amounts and order of priority set out below:

i. **Re-financing of Relevant Bank Loans:** an amount of approximately €3,300,000 will be used to re-finance the outstanding Relevant Bank Loans due by the Guarantor to APS Bank p.l.c., which bank loans were originally principally utilised to finance site acquisition and/or development of properties owned by the Guarantor, and which Relevant Bank Loans are secured inter alia by the Bank Security Interests over the Secured Assets securing the Bonds issued under these Final Terms or or parts thereof;

i. **Development and/or finishing costs of the Corks Hotel owned by the Guarantor:** an amount of approximately €3,500,000 will be used to finance the development and finishing costs of the Corks Hotel;

ii. **Finishing costs of the Gzira Hotel owned by the Guarantor:** an amount of approximately €3,800,000 will be used to finance the finishing costs of the first phase of the Gzira Hotel consisting of nine floors currently already constructed in shell form;

iii. **General corporate funding:** the amount of approximately €5,375,000 shall be utilised for general corporate funding purposes of the Group.

The expenses of the Bond Issue (expected to amount to approximately €325,000) will be borne by the Issuer.

Underwriting

The Bond Issue is not subject to an underwriting agreement on a firm commitment basis.

Conflicts of interest

Save for the subscription for Bonds by the Authorised Financial Intermediaries (which include the Sponsor), and any fees payable in connection with the issue of Bonds to such Authorised Financial Intermediaries, or the fees payable to the advisers of the Issuer in connection with the offer of the Bonds, so far as the Issuer is aware no person involved in the issue of Bonds of this Tranche 1 of Series 1/2025 has any material conflicts of interest pertaining to the offer of Bonds or their admission to trading.

Annex II · List of Authorised Financial Intermediaries

Calamatta Cuschieri Investment Services Limited (C 13729)	Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta	Tel: 25688688
FINCO Treasury Management Ltd	The Bastions, Office No 2 Emvin Cremona Street Floriana FRN 1281	Tel: 21220002

Annex III · **Financial Analysis Summary**

The Directors
AGB Finance p.l.c.
Hacienda Office, Nathalie Poutiatin Tabone Street,
Sliema, SLM 1870,
Malta

29 August 2025

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 the Issuer and the Guarantor.

The data is derived from various sources or is based on our own computations as follows:

a) Historical financial data for the three years ending 31 December 2022, 2023 and 2024 has been extracted from the audited financial statements of the Guarantor.

b) The forecast data for the financial years 2025 to 2026 has been provided by management.

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

d) 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 websites of the companies concerned or financial statements filed with the Registrar of Companies.

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

The Analysis is meant to assist investors in the Issuer's securities and potential investors by summarising the more important financial data of the Company and is meant to complement, and not replace, the contents of the full prospectus.

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,

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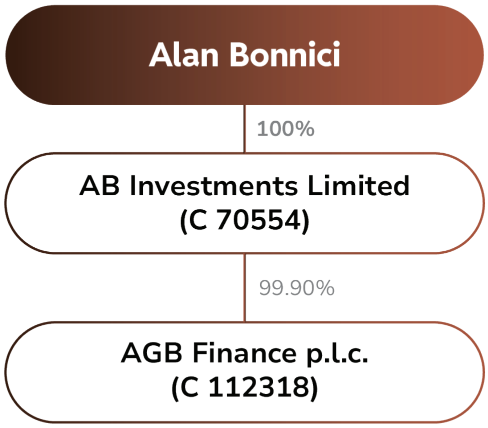
Part 1 · **Information about the Group**

1.1 Group's Key Activities and Structure



The company intends to issue secured bonds amounting to approximately €25 million (the "**Bond**"). The Bond will be issued through AGB Finance p.l.c. (the "**Issuer**"), a Special Purpose Vehicle ("SPV") that will be wholly owned by AB Investments.

AB Investments Limited (the "Guarantor"), bearing company registration number C 70554, was incorporated on 13 May 2015. The Guarantor's registered office is situated Hacienda Office, Nathalie Poutiatin Tabone Street, Sliema, SLM 1870, Malta. Together, AB Investments Limited and AGB Finance p.l.c. shall be referred to as (the "**Bond Group**" or the "**Group**").

The issued share capital of AB Investments comprises 10,183,526 ordinary shares of €1 each, all of which are issued and fully paid up. Mr. Alan Bonnici, the ultimate beneficial owner ("**UBO**"), holds 100% of the shareholding and also serves as both Director and Company Secretary of the Guarantor.

RESTRUCTURING :

Strategic Overview

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

This reorganisation was designed to align the ownership framework with the Group's long-term strategic objectives and to better support its funding requirements for ongoing and future real estate developments.

Post-Restructuring Group Structure

Following the restructuring process, the Group is composed of the following entities:

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

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

Capitalisation

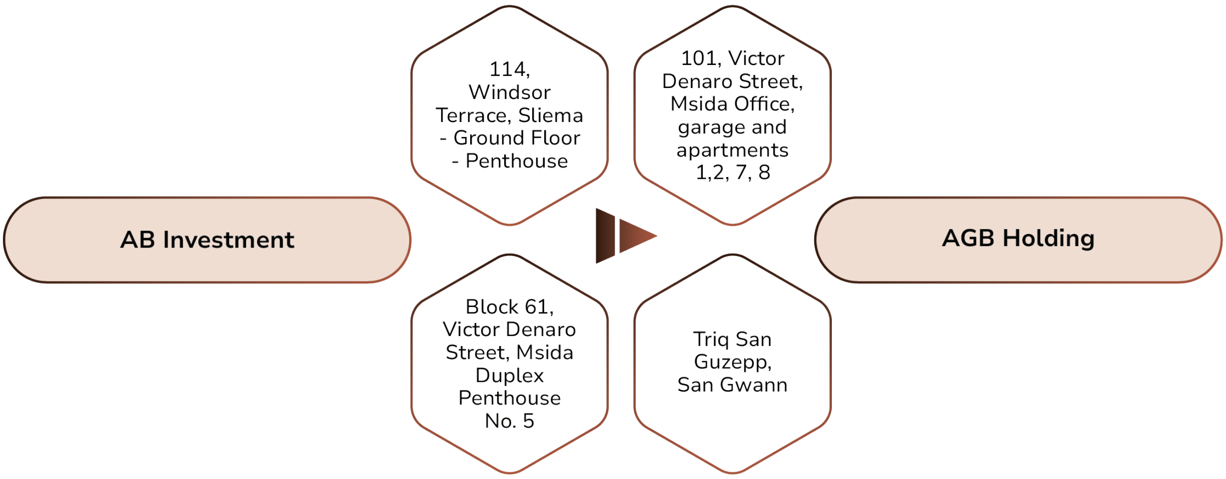
As part of the restructuring exercise:

The properties transferred by AGB Holdings Limited to AB Investments were assigned a total value of €12,780,000.

In parallel, AB Investments transferred certain non-core properties to AGB Holdings Limited at an aggregate adjusted value of €3,820,000.

Subsequently, AB Investments, AGB Holdings Limited, and Mr. Alan Bonnici entered into an assignment agreement whereby each company transferred its receivables from the other to Mr. Bonnici in consideration of the respective amounts owed. The parties further agreed to a mutual set-off of receivables to the extent of the lower balance. As a result, the outstanding debt of €8,182,326 due by AB Investments to Mr. Bonnici was capitalised through the issuance of 8,182,326 fully paid-up ordinary shares of €1 each by AB Investments in favour of Mr. Bonnici.

Transfer of Non-Core Assets from AB Investments to the AGB Holdings Limited



Transfer of Core Assets from AGB Holdings Limited to the Bond Group

1.2 Major Assets owned by the Group Post-Restructuring

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

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

G HOTEL – ST. JULIANS

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

The development was granted planning approval under permit PA/6765/16 in 2017. The hotel is currently leased to third-party operators pursuant to a lease agreement dated 1 June 2022. Originally executed by AGB Holdings Limited as lessor, the agreement was subsequently assigned to the Guarantor following its acquisition of the property from AGB Holdings Limited.

- Valuation as at date of restructuring: €6,800,000.

CORKS HOTEL – ST. JULIANS

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

The project received planning approval in 2021 through permit PA/1466/19. In 2024, a subsequent permit (PA/05611/24) was obtained for the demolition and reconstruction of a Class 4D restaurant situated at basement and ground floor levels, which will lie beneath the hotel. This restaurant—currently leased under temporary emphyteusis to third parties—will be operated independently of the hotel. The demolition and rebuilding are intended to provide the necessary structural foundations for the hotel development above.

- Valuation as at date of restructuring: €3,500,000.

GZIRA HOTEL – GZIRA

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

Planning permission for the project was granted in 2021 through permit PA/01139/19.

- Valuation as at date of restructuring: €6,400,000

GZIRA COMMERCIAL OUTLETS – GZIRA

This property comprises two adjacent, fully completed commercial outlets with a combined footprint of approximately 300 square metres. The outlets have frontage on two different roads—one located at 'Jungle Joy', Msida Road, Gżira, and the other at 'Chef Choice', Triq ix-Xatt, Gżira.

These outlets were developed on the former site of the "Auto Sales Showroom" and underwent substantial alterations, including the establishment of a new Class 4D outlet, approved under planning permit PA/03603/15 in 2016. Currently:

The 'Jungle Joy' premises are leased to third parties and operated as a restaurant.

The 'Chef Choice' premises are also leased to third parties and operated as a butcher-style retail shop.

- Valuation as at date of restructuring: €2,480,000

SLIEMA DEVELOPMENT – SLIEMA

This project concerns a proposed real estate development over a site measuring approximately 141 square metres, located at 80 and 80A, Sqaq il-Fawwara, Sliema. The site, including the existing buildings, is still legally owned by third parties. However, the Guarantor has entered into a promise of sale agreement dated 5 August 2024 for the conditional purchase of the site, subject to the successful granting of full development permits and other stipulated terms.

- Agreed purchase price: €1,900,000
- Permit application submitted: PA/8500/24 (currently under review)
- Promise of sale valid until: 30 November 2025

MISRAH IL-BARRIERI MSIDA DEVELOPMENT – MSIDA

This completed residential development, situated at 'Cantera Mansions', Misraħ il-Barrieri Street, Msida, stands on a site measuring approximately 260 square metres. The block consists of a ground-floor garage accommodating five car spaces and 12 overlying residential units, including two penthouses spread across six upper levels.

The development was approved under planning permit PA/04848/21 in 2021. It is nearing completion, with units already subject to preliminary sale agreements with third-party buyers.

The underlying site was acquired via a notarial deed executed on 20 September 2022. Ownership of the development is held in equal undivided shares by the Guarantor and DMC Holdings Limited (C 97511), a third-party entity unrelated to the Group.

- Acquisition price of the property: €750,560

1.3 Directors and Key Employees

Board of Directors - Issuer

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

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

The business address of the Directors is at the registered office of the Issuer.

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

Board of Directors - Guarantor

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

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

1.4 Use of Proceeds

The prospective secured Bond programme is structured to be issued in two tranches, with Tranche I targeting proceeds of €16.3 million, and Tranche II aiming to raise a further €8.7 million, for an aggregate total of €25.0 million. The primary objective of this funding initiative is to support the Bond Group's broader strategic goals, including expansion, financial restructuring, and the advancement of corporate growth initiatives.

This Financial Analysis Summary has been prepared specifically in relation to Tranche I of the proposed Bond issuance. The net proceeds from the issue of Tranche I Bonds—estimated at €15,975,000 after deducting expenses—will be on-lent by the Issuer to the Guarantor through a loan facility denominated Issuer–Guarantor Loan / Tranche I, Series I.

The Guarantor will utilise the proceeds of this loan in accordance with the priorities and estimated allocations outlined below:

- **Re-financing of Existing Bank Facilities:**

  An amount of approximately **€3,300,000** will be allocated to refinance existing bank loans owed by the Guarantor to **APS Bank p.l.c.** These bank loans were originally obtained to fund the acquisition and/or development of the Guarantor's property portfolio. The facilities being refinanced are secured, in part, by **Bank Security Interests** over the same **Secured Assets** that will secure the Bonds;

- **Development and Finishing of Corks Hotel:**

  Approximately **€3,500,000** will be applied towards the development and completion of the **Corks Hotel** project in St. Julian's, a key asset owned by the Guarantor.

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

  An estimated **€3,800,000** will be used to finance the finishing works of the **first phase of the Gżira Hotel**, which currently comprises nine completed structural levels in shell form.

- **General Corporate Purposes**

  The remaining balance—approximately **€5,375,000**, will be allocated towards the **general corporate funding requirements** of the Group. These may include working capital needs, operational expenses, or investment in future development opportunities aligned with the Group's long-term strategy;

Part 2 · **Historical Performance and Forecasts**

The Issuer was recently incorporated for the purposes of the proposed bond issuance and, as such, does not have any historical financial information available. Accordingly, the financial analysis presented herein is based solely on projected figures.

In sub-sections 2.1. To 2.6. of this Analysis include the financial performance of the Guarantor for the Historical period ending 31 December 2022, 2023 and 2024 as well as the forecasted performance during the projected period ending 31 December 2025 and 2026.

The projected financial statements detailed below relate to events in the future and are based on assumptions which the Company 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 Issuer's Income Statement

Income Statements	2025F	2026F
	€000s	€000s
Finance Income	613	1,593
Finance Costs	(481)	(1,250)
Net Finance Income	**132**	**343**
Administrative expenses	(50)	(99)
Amortisation of bond issue costs	(19)	(51)
Profit before taxation	**63**	**193**
Taxation	(22)	(67)
Profit/(Loss) after taxation	**41**	**126**

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

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

The Issuer is expected to raise €25 million in debt capital through a secured bond issuance, to be drawn in two tranches:

- Tranche I: €16.3 million
- Tranche II: €8.7 million

The Bond issuance is forecasted to take place in full during the financial year ending 31 December 2025, and the financial projections accordingly reflect the impact of the full €25 million issue.

The Issuer is projected to earn finance income from the interest charged on the intercompany loan advanced to the Guarantor. This loan accrues interest at a fixed rate of 6.4% per annum, applied to the total principal of €24.5 million (net of issue costs), and recognised on a pro-rata basis in line with the expected drawdown and timing of the Bond tranches.

Finance costs primarily reflect interest payable to Bondholders. As the Bond proceeds are expected to be fully drawn in 2025, both interest income and interest expense are projected to scale accordingly from 2025 to 2026.

- The Issuer is expected to generate net finance income of €132k in 2025, increasing to €343k in 2026, reflecting the full-year impact of the Bond's interest differential.

Administrative costs, projected at €50kin 2025 and increasing to €99k in 2026, comprise recurring overheads including audit fees, directors' remuneration, listing and supervisory fees. These are assumed to increase annually by 5% and are calculated proportionately to the period during which the Bond is outstanding.

The total Bond issue costs of €500k are amortised over the term of the Bond, with projected amortisation expenses of €19k in 2025 and €51k in 2026.

The Issuer is forecasted to remain profitable throughout the projection period, with profit before tax of €63k in 2025 and €193k in 2026. After accounting for taxation at an effective rate of 35%, net profit is projected to amount to €41k in 2025 and €126k in 2026.

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

2.2 Issuer's Statement of Financial Position

Balance Sheet	2025F	2026F
	€000s	€000s
Assets		
Non-current assets		
Intercompany loan receivable	24,500	24,500
Total non-current assets	**24,500**	**24,500**
Current assets		
Accrued intercompany interest income	613	796
Deferred expenditure	481	430
Cash and cash equivalents	1,950	2,154
Total current assets	**3,044**	**3,380**
Total assets	**27,544**	**27,880**
Equity and liabilities		
Equity		
Share capital	250	250
Retained earnings	41	166
Total equity	**291**	**416**
Liabilities		
Non-current liabilities		
Debt securities in issue	25,000	25,000
Intercompany loan payable	1,772	1,839
Total non-current liabilities	**26,772**	**26,839**
Current liabilities		
Accrued bond Interest	481	625
Total current liabilities	**481**	**625**
Total liabilities	**27,253**	**27,464**
Total equity and liabilities	**27,544**	**27,880**

The Issuer's projected balance sheet demonstrates a clearly defined and disciplined structure consistent with its role as a non-operating, special purpose financing vehicle within the Group. As at 31 December 2025 and 2026, total assets are forecasted to amount to €27.5 million and €27.9 million, respectively. The balance sheet remains fully funded by a single bond issuance, with proceeds structured to support long-term intercompany lending to the Guarantor. The overall financial position of the Issuer reflects minimal operational risk, strong asset-to-liability matching, and a stable capital base.

The Issuer's assets are straightforward and closely aligned with its financing mandate. The asset base is projected to comprise the following:

- Intercompany Loan Receivable: The principal asset of the Issuer is the €24.5 million loan receivable from the Guarantor, representing the on-lending of net Bond proceeds.

- Accrued Interest Income: Interest income on the intercompany loan is accrued annually and is projected at €613k in FY2025 and €796k in FY2026, reflecting the growing annual interest revenue as both Bond tranches become fully active.

- Deferred Expenditure: This represents the unamortised portion of Bond issue costs, totalling €481k in 2025 and reducing to €430k by end-2026 as amortisation is recognised in line with the Bond's term.

- Cash and Cash Equivalents: Projected to amount to €1.95 million in 2025 and €2.15 million in 2026, cash balances reflect interest income collections less administrative and finance costs, and provide a liquidity buffer for the Issuer.

- Total liabilities are forecasted at €27.3 million in FY2025, increasing slightly to €27.5 million in FY2026. These liabilities are composed as follows:

- Debt Securities in Issue: Representing the full €25.0 million bond issuance. This constitutes the Issuer's primary source of funding.

- Intercompany Loan Payable: An internal liability arising due to the structural relationship between the Issuer and the Guarantor. This is projected at €1.77 million in 2025, increasing modestly to €1.84 million in 2026, in line with accruals related to the Guarantor's obligations.

- Accrued Bond Interest: Reflecting the year-end accrual of coupon interest payable to Bondholders, this item increases from €481k in 2025 to €625k in 2026, as a full year's interest becomes payable on both tranches of the Bond.

The Issuer's equity base is composed of €250k in fully paid-up ordinary share capital, representing the initial shareholder contribution. Retained earnings are projected to increase steadily in line with annual profitability, rising from €41k in FY2025 to €166k in FY2026. As a result, total equity is expected to grow from €291k to €416k over the projection period. This gradual build-up in reserves reflects the accumulation of retained profits from the positive net interest margin and supports a stable solvency profile.

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

2.3 Issuer's Statement of Cash Flows

Statement of Cash Flows	2025F	2026F
	€000s	€000s
Profit before Tax	63	193
Finance Income	(613)	(1,593)
Finance Costs	481	1,250
Amortisation of bond issue costs	19	51
Net Cash used in operating activities	**(50)**	**(99)**
Proceeds from Bond Issue	25,000	-
Bond Issue costs	(500)	-
Cash movement in intercompany loan receivable	(24,500)	-
Cash movement in intercompany loan payable	1,750	-
Injection of Share Capital	250	-
Intercompany Interest Received	-	1,409
Bond Interest Paid	-	(1,106)
Net Cash used in financing activities	**2,000**	**303**
Movement in cash and cash equivalents	**1,950**	**204**
Cash and cash equivalents at start of year	-	1,950
Cash and cash equivalents at end of year	**1,950**	**2,154**

The Issuer's cash flows reflect its specialised role as the Group's financing vehicle, focused predominantly on managing interest receipts and payments associated with the Bond and the related intercompany financing arrangements.

Cash flows from operating activities primarily comprise interest movements, including interest receivable from AB Investments and interest payable to bondholders. The net cash used in operating activities €50k in 2025, increasing to €99k in 2026 mainly relates to administrative expenses paid on a cash basis and the amortisation of bond issue costs, with no working capital movements anticipated.

Following the Bond issuance, the Issuer advances the net proceeds (€24.5 million) to AB Investments through an intercompany loan receivable. This loan represents the primary asset on the Issuer's balance sheet and corresponds with the funding of the Group's property development and investment projects.

To ensure liquidity for coupon interest payments, particularly in the early years of the Bond, AB Investments is projected to provide funding to the Issuer through an intercompany loan payable. This funding, amounting to €1.75 million in 2025, will be sourced from AB Investments' own resources, including equity injections from the ultimate beneficial owner, rental income, investment income, and proceeds from asset disposals. Notably, this funding will exclude any direct use of Bond proceeds, ensuring clear segregation of funds.

In 2025, the Issuer's financing cash flows are characterised by the €25 million gross proceeds from the Bond issuance, less issue costs, which are immediately transferred to AB Investments via the intercompany loan receivable. This makes the overall cash flow impact of the Bond issuance effectively neutral for the Issuer. Consequently, the net cash inflow from financing activities in 2025 mainly arises from the initial €250k share capital injection and the €1.75 million loan from AB Investments to support coupon payments. This latter funding is itself financed by a combination of share capital cash injections (€1.35 million) and operational cash flows from AB Investments.

In 2026, financing cash inflows moderate, with interest receipts and payments largely balancing out, resulting in a modest net positive cash flow of approximately €303k.

The Issuer's cash and cash equivalents reaches €1.95 million by 2025, reflecting the initial capital injection and intercompany loan funding. This balance grows further to €2.15 million by the end of 2026, providing sufficient liquidity to meet the Issuer's ongoing operational and financing obligations.

2.4 Guarantor's Income Statement

i. Pre-Restructuring:

Income Statements	2022A	2023A	2024A
	€000s	€000s	€000s
Revenue	-	59	57
Administrative expenses	(3)	(17)	(20)
Operating income/(loss)	**(3)**	**41**	**36**
Net finance costs	(23)	(18)	(29)
Profit / (loss) before taxation	**(26)**	**23**	**8**
Taxation	-	(9)	(8)
Profit / (loss) for the year	**(26)**	**14**	**(1)**

Ratio Analysis	2023A	2024A
Profitability		
Growth in Revenue (YoY Revenue Growth)	n/a	(3.5%)
Operating Margin (Operating Profit / Revenue)	69.5%	63.2%
Net Margin (Profit for the year / Revenue)	23.7%	0.0%
Return on Common Equity (Net Income / Average Equity)	2.1%	0.0%
Return on Assets (Net Income / Average Assets)	0.4%	0.0%
Return on capital employed (Operating Profit/ Total Assets - Current Liabilities)	1.4%	0.4%

AB Investments' financial performance over the period FY2022 to FY2024 reflects the company's early-stage operational development and evolving cost structure.

No revenue was generated in FY2022 as the Company's properties were not yet operational. Revenue commenced in FY2023 at €59k, primarily driven by rental income, and slightly declined to €57k in FY2024.

Administrative expenses escalated from €3k in FY2022 to €17k in FY2023, and further to €20k in FY2024. The increases align with the Company's expanding operational activities and higher professional fees, including accountancy, legal, and promotional expenses.

The Company reported an operating loss of €3k in FY2022, turning profitable with an operating income of €41k in FY2023. Operating income moderated to €36k in FY2024, consistent with the slight decline in revenues and increased administrative costs.

Net finance costs amounted to €23k in FY2022, decreasing to €18k in FY2023 before rising again to €29k in FY2024. These costs primarily represent interest expenses on bank borrowings, partially offset by minimal interest income. The FY2024 increase reflects higher debt levels and associated financing charges.

The Company recorded a pre-tax loss of €26k in FY2022, followed by a turnaround to a pre-tax profit of €23k in FY2023. In FY2024, pre-tax profit declined to €8k, reflecting the pressures from rising administrative and finance costs.

Tax charges of €9k and €8k were incurred in FY2023 and FY2024 respectively, with no tax expense in FY2022 due to losses.

Net losses of €26k were incurred in FY2022, followed by a net profit of €14k in FY2023. FY2024 concluded with a marginal net loss, effectively breaking even.

ii. Post-Restructuring:

Income Statements	2025F	2026F
	€000s	€000s
Rental Income	304	408
Administrative Expenses	(203)	(300)
Operating Profit	**101**	**108**
Amortisation of bond Issue Costs	(19)	(51)
Gain on disposal of Investment Property	4,031	-
EBIT	**4,113**	**57**
Investment Income	156	287
Finance Costs	(458)	(936)
Profit/(loss) before Taxation	**3,811**	**(592)**
Corporate Tax	86	517
Final Withholding Tax	(324)	-
Profit/(Loss) for the year	**3,573**	**(75)**

Ratio Analysis	2025F	2026F
Profitability		
Operating Profit Margin (Operating Profit / Revenue)	33.2%	26.5%
Net Margin (Profit for the year / Revenue)	1175.3%	-18.4%
Return on Common Equity (Net Income / Average Equity)	31.1%	-0.4%
Return on Assets (Net Income / Average Assets)	12.8%	-0.2%
Return on capital employed (Operating Profit/ Total Assets - Current Liabilities)	0.2%	0.2%

Following the anticipated completion of the restructuring process by mid-August 2025, the Bond Group's financial results for FY2025 reflect a transitional period with partial-year operations, while FY2026 marks a return to full-year operational activity.

Rental income for FY2025 is projected at €304k, reflecting the limited half-year operational contributions from G Hotel, Gzira Commercial Outlets, and Victor Denaro Street properties. In FY2026, rental income is expected to increase substantially to €408k as these properties operate for the full year and the Gzira Hotel begins generating income in December 2026.

Administrative expenses are estimated at €203k for the half-year in FY2025, reflecting costs related to directors' remuneration, professional fees, listing-related expenses, and salaries, commencing post-restructuring. These expenses are anticipated to rise to €300k in FY2026.

Operating profit, excluding non-recurring items, is projected at €101k for FY2025 and €108k for FY2026, evidencing the stable Group's core operations.

FY2025 includes a significant gain on disposal of investment property of €4.0 million. This gain arises from the anticipated sale of units related to Windsor Terrace (€606k), Misrah il-Barrieri (€204k), and Senglea (€89k), as well as the transfer of properties to related parties reflecting the fair value uplifts on Windsor Terrace (€1.8m) and Victor Denaro Street (€1.3m) prior to restructuring. As such, Earnings Before Interest and Taxes (EBIT) in FY2025 are markedly elevated at €4.1 million. No comparable gains are expected in FY2026, with EBIT at €57k reflecting ongoing operational earnings.

Finance costs increase from €458k in FY2025 to €936k in FY2026, consistent with the increased debt servicing requirements post-restructuring and as the Group transitions to full operational scale.

Investment income is forecasted at €156k in FY2025, rising to €287k in FY2026. This increase aligns with the prudent deployment of unutilised Bond proceeds into liquid, investment-grade assets yielding approximately 2.5% per annum.

Profit before taxation is therefore forecasted at €3.81 million in FY2025, driven largely by the one-off property disposal gains, and a loss of €592k in FY2026, reflective of increased finance costs and the absence of significant disposals.

The resulting net profit for FY2025 stands at €3.6 million, while FY2026 records a small net loss of €75k.

3.5 Guarantor's Statement of Financial Position

i. **Pre-Restructuring:**

Statement of Financial Position	2022A	2023A	2024A
	€000s	€000s	€000s
Assets			
Non-current assets			
Investment property	2,330	2,666	10,714
Total non-current assets	**2,330**	**2,666**	**10,714**
Current assets			
Receivables	1,105	153	387
Cash at Bank	233	548	409
Total current assets	**1,339**	**701**	**796**
Total assets	**3,668**	**3,367**	**11,510**
Equity and liabilities			
Equity			
Share Capital	651	651	651
Revaluation Reserve	-	-	5,374
Retained earnings / (Accumulated Losses)	(1)	13	12
Total equity	**650**	**664**	**6,038**
Liabilities			
Non-current liabilities			
Borrowings	3,005	2,206	3,386
Total non-current liabilities	**3,005**	**2,206**	**3,386**
Current liabilities			
Trade and Other Liabilities	13	488	1,177
Deferred Tax Liability	-	-	674
Bank Overdraft	-	-	227
Taxation	-	9	8
Total current liabilities	**13**	**496**	**2,086**
Total liabilities	**3,018**	**2,702**	**5,472**
Total equity and liabilities	**3,668**	**3,367**	**11,510**

Ratio Analysis	2023A	2024A
Financial Strength		
Gearing 1 (Net Debt / Net Debt and Total Equity)	71.4%	34.7%
Gearing 2 (Total Liabilities / Total Assets)	80.2%	47.5%
Gearing 3 (Net Debt / Total Equity)	x 2.5	x 0.5
Net Debt / Operating Profit	x 40.4	x 89.0
Interest Coverage (Operating Profit / Finance costs)	x 2.3	x 1.2

As at 31 December 2024, AB Investments demonstrated a significant strengthening of its financial position, marked by a substantial increase in total assets to €11.5 million, up from €3.7 million in FY2022. This growth is primarily driven by the expansion and revaluation of its property portfolio, which constitutes the bulk of the Company's asset base.

The non-current assets, predominantly investment properties, rose sharply from €2.3 million in FY2022 and €2.7 million in FY2023 to €10.7 million in FY2024. This increase reflects the capitalisation of ongoing developments and strategic acquisitions, including key properties such as the Windsor Terrace apartments (€1.3 million), the Gzira Hotel (€6.4 million)—which remains under construction—the Misrah il Barrieri property in Msida (€751k), and properties located on Victor Denaro Street (€2.0 million). Notably, the significant revaluation uplifts of €4.7 million on the Gzira Hotel and €1.3 million on the Victor Denaro Street properties underscore the enhanced market value and the growth potential of the Group's portfolio. A property in Senglea valued at €172k was disposed of in FY2025.

Current assets totalled €796k as at FY2024, comprising mainly receivables of €387k—largely related party loans—and cash balances of €409k. The reduction in current assets from previous years reflects a normalisation of working capital as the company moves from an initial investment phase towards operational maturity.

On the equity side, AB Investments exhibited a robust capital position, with total equity increasing markedly from €650k in FY2022 to €6.0 million in FY2024. This growth is chiefly attributable to the recognition of revaluation reserves amounting to €5.4 million, resulting from the upward revaluation of significant investment properties, net of deferred tax liabilities. Retained earnings remain modest but positive, evidencing a stable accumulation of profits retained within the company. The share capital has remained stable at €651k throughout the period, reflecting a consistent shareholder equity base.

Liabilities rose to €5.5 million in FY2024 from €3.0 million in FY2022, driven by increased borrowing and operational payables consistent with the company's expanding scale of activities. Non-current liabilities consist primarily of bank borrowings totalling €3.4 million, which were utilised to finance property development and acquisitions. These borrowings are expected to be partially refinanced through forthcoming Bond proceeds, potentially improving the company's debt profile and financing costs. Current liabilities, which increased to €2.1 million by the end of FY2024, mainly comprise trade and other payables amounting to €1.2 million, reflecting deposits received on promises of sale for units primarily at Windsor Terrace and Senglea. These deposits are expected to be fully settled upon completion of these sales.

ii. **Post-Restructuring:**

Statement of Financial Position	2025F	2026F
	€000s	€000s
Assets		
Non-current assets		
Investment property	24,184	36,977
Investment in financial assets	15,552	8,327
Deferred tax asset	86	604
Total non-current assets	**39,822**	**45,908**
Current assets		
Deferred expenditure	481	430
Related Party receivables	573	573
Other receivables	3	3
Bank Guarantee	177	177
Cash & Cash Equivalents	3,302	2,591
Total current assets	**4,536**	**3,774**
Total assets	**44,358**	**49,682**
Equity and liabilities		
Equity		
Share Capital	10,184	10,184
Shareholder Contribution	158	158
Fair Value reserve	3,016	7,246
Retained earnings	3,584	3,510
Total equity	**16,942**	**21,098**
Liabilities		
Non-current liabilities		
Bond	25,000	25,000
Deferred tax liability	1,935	2,958
Total non-current liabilities	**26,935**	**27,958**
Current liabilities		
Accrued bond Interest	481	625
Total current liabilities	**481**	**625**
Total liabilities	**27,416**	**28,583**
Total equity and liabilities	**44,358**	**49,682**

Ratio Analysis	2025F	2026F
Financial Strength		
Gearing 1 (Net Debt / Net Debt and Total Equity)	56.7%	52.2%
Gearing 2 (Total Liabilities / Total Assets)	61.8%	57.5%
Gearing 3 (Net Debt / Total Equity)	x1.3	x1.1
Net Debt / Operating Profit	x219.6	x213.3
Interest Coverage (Operating Profit / Finance costs)	x0.2	x0.1

The Bond Group's consolidated asset base is forecasted to expand significantly following the restructuring and ongoing development activities. Total assets are expected to increase from €44.4 million in FY2025 to €49.7 million in FY2026, driven primarily by substantial growth in investment properties and associated financial assets.

Non-current assets represent the majority of the Group's asset base, increasing from €39.8 million in FY2025 to €45.9 million in FY2026. This growth is principally attributable to the fair value appreciation and completion of key development projects, including Gzira Hotel, Corks Hotel, and Fawwara Lane property. The investment property portfolio alone is projected to rise markedly, from €24.2 million to €37.0 million, reflecting both completed assets and ongoing construction activity. Concurrently, investments in financial assets, comprising unutilised Bond proceeds deployed in liquid investment-grade securities, are projected to reduce from €15.6 million to €8.3 million as funds are gradually deployed towards development projects.

Current assets, while smaller in proportion, maintain a robust profile, amounting to €4.5 million in FY2025 and moderating to €3.8 million in FY2026. This category includes deferred expenditure related to unamortised Bond issue costs, stable related party receivables totaling €573k, a bank guarantee of €177k, and a healthy cash and cash equivalents balance projected at €3.3 million in FY2025, slightly decreasing to €2.6 million in FY2026. The maintenance of this liquidity level ensures operational flexibility, facilitates coupon interest payments, and supports bond repayment obligations.

On the equity side, the Group is expected to exhibit a strong capital structure post-restructuring. Share capital is projected to increase substantially to €10.2 million in FY2025 from the prior €651k in FY2024, reflecting a €1.35 million cash injection by the ultimate beneficial owner alongside the capitalisation of €8.2 million in shareholder contributions. The fair value reserve is forecasted to grow from €3.0 million to €7.2 million, mirroring unrealised gains from the revaluation of investment properties. Retained earnings are anticipated to remain steady at approximately €3.5 million, cumulatively enhancing total equity to €16.9 million in FY2025 and further to €21.1 million in FY2026. This robust equity base indicates a healthy solvency position, underpinning the Group's long-term financial stability.

Liabilities predominantly comprise the €25 million Bond issuance, alongside deferred tax liabilities arising from fair value adjustments and timing differences, which are expected to increase from €1.9 million in FY2025 to €3.0 million in FY2026. Current liabilities include accrued bond interest of €481k and €625k for FY2025 and FY2026 respectively, reflecting the annual coupon payments due in July. Total liabilities are projected to grow modestly from €27.4 million to €28.6 million over the period, consistent with the Group's financing strategy to support ongoing developments and operations.

The low interest cover and high net debt/operating profit reflects the current investment phase of the group which is still constructing its investment properties with the full income potential deferred to when the projects are completed. The existing cash balances give piece of mind that the group has sufficient liquidity to support its obligations including servicing of interest due.

Overall, the Bond Group's Statement of Financial Position post-restructuring reflects a substantial growth trajectory, driven by strategic capital injections, prudent deployment of bond proceeds, and value accretion through property development and revaluation.

3.6 Guarantor's Statement of Cash Flows

i. **Pre-Restructuring:**

Statement of Cash Flows	2022A	2023A	2024A
	€000s	€000s	€000s
Cash flows from operating activities			
Profit / (loss) before taxation	(26)	23	8
Working Capital Changes			
Trade and other receivables	(87)	952	(233)
Trade and other payables	(2)	487	689
Tax paid	-	-	(9)
Net Cash generated from operating activities	**(115)**	**1,462**	**455**
Cash flows from investing activities			
Acquisition of property , plant and equipment	(1,430)	(336)	(2,001)
Net cash flows generated from / (used in) investing activities	**(1,430)**	**(336)**	**(2,001)**
Cash flows from financing activities			
Dividend paid	(600)	-	-
Movement in Loans	1,547	(799)	1,180
Net cash flows generated from / (used in) financing activities	**947**	**(799)**	**1,180**
Movement in cash and cash equivalents	**(599)**	**327**	**(366)**
Cash and cash equivalents at start of year	820	221	548
Cash and cash equivalents at end of year	**221**	**548**	**182**

In FY2022, the Company recorded a net cash outflow of €115k from operating activities. This primarily reflected a loss before taxation of €26k, combined with an €87k increase in trade and other receivables, largely due to related party loan movements, and a modest €2k decrease in trade and other payables. No tax payments were recorded during this period.

In contrast, FY2023 demonstrated a robust recovery, with net cash generated from operating activities amounting to €1.46 million. This was supported by a profit before tax of €23k, a substantial €952k decrease in receivables reflecting repayments of related party loans, and a €487k increase in trade and other payables, mostly deposits collected on promises of sale. Tax payments remained negligible in this period.

In FY2024, net cash generated from operating activities moderated to €455k. The profit before tax decreased to €8k, and there was a €233k increase in receivables, partially offset by a significant €687k rise in trade and other payables. Tax payments of €9k were also made.

The Company's investing activities reflected ongoing investment in property development, with net cash outflows of €1.43 million, €336k, and €2.0 million in FY2022, FY2023, and FY2024 respectively. These outflows mainly represent capital expenditure related to construction and finishing costs of investment properties.

Financing cash flows over the period reflected the Company's strategy to fund its property development and operational needs. In FY2022, net cash inflow from financing activities was €947k, driven by loan drawdowns of €1.55 million, partially offset by a dividend payment of €600k to the ultimate shareholder. In FY2023, there was a net cash outflow of €799k due to loan repayments, while FY2024 saw a net inflow of €1.18 million from additional loan drawdowns.

Overall, the Company's cash position declined from €820k at the beginning of FY2022 to €182k at the end of FY2024, reflecting the significant investment activities during the period and fluctuations in financing cash flows.

ii. Post-Restructuring:

Statement of Cash Flows	2025F	2026F
	€000s	€000s
Cash flows from operating activities		
Profit / (loss) before taxation	2,713	4,661
Investment income	(156)	(287)
Finance cost	458	936
Depreciation and amortisation	19	51
Loss/(Gain) on sale of investment property	(4,031)	-
FV movement on investment property	1,097	(5,253)
Movement in working capital	(175)	-
Final withholding tax paid	(332)	-
Net Cash generated from operating activities	**(406)**	**108**
Cash flows from investing activities		
Investment income	156	287
Construction/finishing of investment property	(5,921)	(7,225)
Proceeds on sale of investment property (net of barters)	3,626	-
Movement in investment in financial assets	(15,552)	7,225
Net cash flows generated from / (used in) investing activities	**(17,691)**	**287**
Cash flows from financing activities		
Bank loan drawdowns	298	-
Proceeds from bond issue	25,000	-
Bond issue costs	(500)	-
Injection of share capital	1,350	-
Repayment of loans	(1,497)	-
Refinancing of loans	(3,257)	-
Bond interest paid	-	(1,106)
Net cash flows generated from / (used in) financing activities	**21,394**	**(1,106)**
Movement in cash and cash equivalents	**3,297**	**(711)**
Cash and cash equivalents at start of year	5	3,302
Cash and cash equivalents at end of year	**3,302**	**2,591**

During the projected period, cash flows from operating activities reflect the transition of the Bond Group into a consolidated post-restructuring structure, comprising both the Guarantor and the Issuer.

In FY2025, net cash used in operating activities is projected at €406k, driven by various transitional and structural factors. Although the Group expects a profit before tax of €2.7m, this includes a non-cash gain of €4.0m arising from the disposal of investment property and a fair value uplift of €1.1m on investment property revaluations. These non-cash gains are excluded from operating cash flows. Moreover, the Group incurs €332k in final withholding tax payments, while working capital movements (primarily the net collection from a debtor, offset by settlement of short-term liabilities) contribute a further €175k net outflow.

In FY2026, operating cash flows are forecasted to turn positive at €108k, reflecting normalised rental operations with a full-year contribution from the Gzira Commercial Outlets and G Hotel, and an end-of-year rental contribution from the newly completed Gzira Hotel. The rental income, combined with stable administrative expenses and negligible working capital movement, supports modest but steady cash generation from core operations.

Investing cash flows are driven primarily by capital deployment into the Bond Group's core property developments and the temporary placement of surplus funds into liquid financial assets.

In FY2025, net cash used in investing activities amounts to €17.7m, comprising:

- €5.9m in capital expenditure for the development of the Gzira Hotel, Corks Hotel, and other sites, net of units bartered in exchange for construction works;

- €15.6m invested in financial assets, representing a prudent allocation of excess bond proceeds into investment-grade securities yielding an estimated 2.5% annually;

- Partially offset by €3.6m in proceeds from unit sales at Windsor Terrace and Misrah il-Barrieri prior to restructuring, and

- €156k in investment income received during the year.

In FY2026, as development works ramp up, capital expenditure increases to €7.2m. However, this is fully funded by the partial liquidation of investment securities acquired in the prior year, leaving net cash from investing activities at a positive €287k. Continued investment income of €287k further contributes to the Group's liquidity.

Financing cash flows in FY2025 reflect the one-off nature of the Group's restructuring and capitalisation process. Net cash generated from financing activities totals €21.4m, primarily due to:

- The Issue of a €25m Bond, net of €500k in bond issue costs;
- A €1.35m equity injection by the UBO; and
- Restructuring-related bank loan drawdowns (€298k) and repayments (€4.8m) including refinancing.

In FY2026, net financing cash flows are negative at €1.1m, solely reflecting the annual bond coupon payment, assumed to be paid in July.

The combined cash flows result in a strong cash position at the end of FY2025, with a net cash inflow of €3.3m, increasing cash and cash equivalents from €5k to €3.3m. Despite continued capital outlays and the first bond coupon payment, cash is forecasted to decrease by €711k in FY2026, ending the year at €2.6m.

The Bond Group's liquidity position throughout the projected period remains healthy, supported by disciplined cash flow management, phased development expenditures, and a buffer of investment-grade financial assets, ensuring the Group is well-positioned to meet both operational and financing obligations.

Part 3 · **Key Market and Competitor Data**

3.1 General Market Conditions

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

3.2 Malta Economic Update[1]

The Central Bank of Malta's Business Conditions Index (BCI) suggests that in June, annual growth in activity rose slightly, thereby staying moderately above its long-term average estimated since January 2000.

The European Commission's confidence surveys show that sentiment in Malta increased in June to exceed its long-term average, estimated since November 2002. In month-on-month terms, the improvement was driven by the construction sector and industry, as in the remaining sectors sentiment deteriorated or was broadly stable.

Meanwhile, the Central Bank of Malta's Economic Policy Uncertainty (EPU) index declined further below its historical average estimated since 2004, indicating lower economic policy uncertainty. By contrast, the European Commission's Economic Uncertainty Indicator (EUI) for Malta increased compared with May, indicating higher uncertainty surrounding financial and business decisions. Uncertainty increased in the services sector, and to a lesser extent, among consumers.

In May, industrial production rose, while retail trade contracted marginally in annual terms. In April, services production contracted for the third consecutive time.

In May, the unemployment rate increased slightly to 2.7% from 2.6% in April but remained below that of 3.2% in May 2024.

In May, commercial building permits fell compared with April but were practically unchanged on a year earlier. Residential permits increased marginally compared to April and were also higher on a year earlier. In June, the number of residential promise-of-sale agreements increased on a year earlier, as did the number of final deeds of sale.

The annual inflation rate based on the Harmonised Index of Consumer Prices (HICP) stood at 2.5% in June, slightly down from 2.7% in the previous month. HICP excluding energy and food in Malta stood at 2.4%.

Both indices stood above the euro area average. In June, inflation based on the Retail Price Index (RPI) remained unchanged at 2.4%.

3.3 Malta Economic Outlook[2]

According to the Central Bank of Malta's latest forecasts, Malta's real GDP growth is set to ease from 6.0% in 2024 to 4.0% in 2025. Growth is set to moderate further in the following two years, reaching 3.3% in 2027. Compared to the Bank's previous projections, the outlook for GDP growth is broadly unchanged as some small downward revisions related to the effects of additional US tariffs announced since the previous projections exercise are counterbalanced by a reassessment for government consumption and investment.

Growth over the projection horizon is expected to be driven by domestic demand, reflecting continued brisk growth in private consumption, while investment should also continue to recover. Furthermore, net exports are projected to retain a positive contribution over the forecast horizon, driven by trade in services, although the contribution is expected to be smaller than that of domestic demand.

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[1] *Central Bank of Malta – Economic Update 07/2025*

[2] *Central Bank of Malta – Economic Projections 2024 - 2026*

Together with GDP, employment growth is expected to moderate gradually from 5.1% in 2024 to 2.3% by 2026 and 2027. The unemployment rate is forecast to edge down slightly to 3.0% in 2025 and remain at this rate throughout the forecast horizon.

As tightness in the labour market is projected to dissipate over time and inflation continues to moderate, this should dampen upward pressure on wages. Wage growth is expected to moderate to 4.4% in 2025 from 5.9% in the previous year, and is then expected to decelerate further in the following years.

Annual inflation based on the Harmonised Index of Consumer Prices (HICP) is projected to moderate further, falling from 2.4% in 2024, to 2.3% this year and further to 2.0% by 2027. Compared to the Bank's previous forecast publication, overall HICP inflation has been revised up by 0.2 percentage points in 2025 and 0.1 percentage points in 2026, while it remains unchanged in 2027. In 2025, the upward revision mostly reflects recent outcomes. The upward revision for 2026 reflects an upward revision in services inflation due to some spillover from the upward revisions in 2025.

The general government deficit-to-GDP ratio is set to narrow to 3.4% in 2025, to 3.0% in 2026 and to 2.7% in 2027. The government debt-to-GDP ratio is to reach 48.6% by 2026 and remain around this level in 2027. The forecast deficit-to-GDP ratio between 2025 and 2027 is slightly higher compared with the Bank's March projections. Meanwhile, the debt-to-GDP ratio was revised slightly downwards, largely due to revisions in national accounts data.

Risks to activity are broadly balanced. Downside risks largely emanate from possible adverse effects on foreign demand arising from geopolitical tensions, US tariffs higher than those included in the baseline, and the possibility of additional retaliatory measures. On the other hand, the labour market could exhibit stronger dynamics than envisaged, which could result in stronger private consumption and investment growth than envisaged.

Risks to inflation are broadly balanced over the projection horizon and mainly related to external factors. Upside risks to inflation in the short term could arise from developments in global trade policy. Retaliatory measures by the EU, would also have an immediate upward impact on inflation in the near term. Such risks could also be counterbalanced by the rerouting of exports from competitor countries to the EU and heightened competitive pressures in markets targeted by tariffs. On the downside, imported inflation could fall more rapidly than expected if the adverse effects of trade barriers on global demand turn out stronger than expected.

Fiscal risks are mostly tilted to the downside (deficit-increasing). These mainly reflect the possibility of slippages in current expenditure. They also reflect the possibility of additional increases in pensions and wages in the outer years

3.4 Property Market Malta[3-4]

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

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

According to the most recent data, the areas with the highest rental price for retail include: Valletta, St. Julian's, Sliema and Gzira. These localities are the most frequently visited by tourists and also have the highest rental prices for retail properties ranging between €600 and €280 per square metre per annum. Popular localities by the Maltese retail community include: Fgura, Bugibba and Birkikara. These as of 2024 tend to have a rental retail price ranging between €140 and €210 per square metre per annum.
Market data demonstrated that overall in the Maltese market and the average asking price for retail space increased by 5.9%. The region that has perceived the highest surge in asking price was in the Grand Harbour, with an increase of 10.4%. Strong growth was also observed in the Central and Southern region with surges equating to 5.7% and 5.4% respectively. The North Harbour being also the most expensive region on the island, experienced a surge of in rates of 4.4%. Gozo and North West regions of the island were excluded due to limited sample size.

[3] *Grant Thornton - The Malta Property Landscape – A True Picture – 2025*
[4] *KPMG – Construction Industry and Property Market Report 2024*

3.5 Tourism

Comparison between the data of 2023 and 2024 provides valuable insights into the trajectory of the local tourism industry over the span of a single year, reflecting the pace and direction of recovery following the disruptions caused by the pandemic.

Inbound tourist arrivals experienced a notable surge from 2,976k in 2023 to 3,564k in 2024, marking an impressive increase of 19.6%. This significant uptick underscores the industry's robust recovery momentum and highlights the successful implementation of strategic initiatives aimed at rejuvenating tourism demand and stimulating visitor traffic.

Correspondingly, the metric of tourist guest nights witnessed a substantial growth, escalating from 20,242k in 2023 to 22,900k in 2024, reflecting a noteworthy increase of 13.1%. This surge in guest nights not only indicates a resurgence in tourist engagement but also underscores the sustained interest and participation in the local tourism offerings, contributing to the overall vibrancy of the sector.

However, amidst the recovery, there was a notable decline in the average length of stay, dropping from 6.8 days in 2023 to 6.4 days in 2024, representing a significant decrease of 5.9%. This decline may raise concerns regarding visitor engagement and expenditure patterns, necessitating a deeper examination into the underlying factors driving this trend and potential strategies to address it.

On the economic front, tourist expenditure exhibited a remarkable increase from €2,671m in 2023 to €3,300m in 2024, depicting a substantial surge of 23.5%. This surge in spending reflects the revitalization of tourism-related economic activities and underscores the sector's pivotal role in driving economic growth and employment.

Furthermore, the metric of tourist expenditure per capita demonstrated a modest increase, rising from €898 in 2023 to €924 in 2024, representing a marginal increment of 2.9%. While this increase reflects improved spending capacity and propensity among tourists, further analysis is required to discern the underlying factors influencing spending behaviour and patterns. The trends are also summarised in the following table, illustrating the number of tourist arrivals over the last four years:

Category[5]	2021	2022	2023	2024	2023 vs. 2024
Inbound tourists*	968	2,287	2,976	3,564	19.7%
Tourist guest nights*	8,390	16,600	20,242	22,900	13.1%
Avg. length /stay	8.7	7.3	6.8	6.4	-5.9%
Tourist expenditure**	871	2,013	2,671	3,300	23.5%
Tourist exp. per capita (€)	899	880	898	924	2.9%

*in thousands

**in € millions

JANUARY-JUNE 2025[6]

Inbound tourists for the first six months of 2025 amounted to 1.8m, an increase of 13.5% over the same period in 2024. Total nights spent by inbound tourists went up by 13.2%, reaching 10.7m nights.

Total tourist expenditure was estimated at €1,564.1m, 21.1% higher than that recorded for 2024. Total expenditure per capita increased to €866 from €812 in 2024, a 6.7% increase.

The number of tourists visiting Gozo and Comino, including both same-day and overnight visitors, totalled 988.1k, or 54.7% of total tourists.

[5] *National Statistics Office, Malta - Inbound Tourism June 2025*
[6] *https://nso.gov.mt/inbound-tourism-June-2025/*

3.6 Comparative Analysis

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

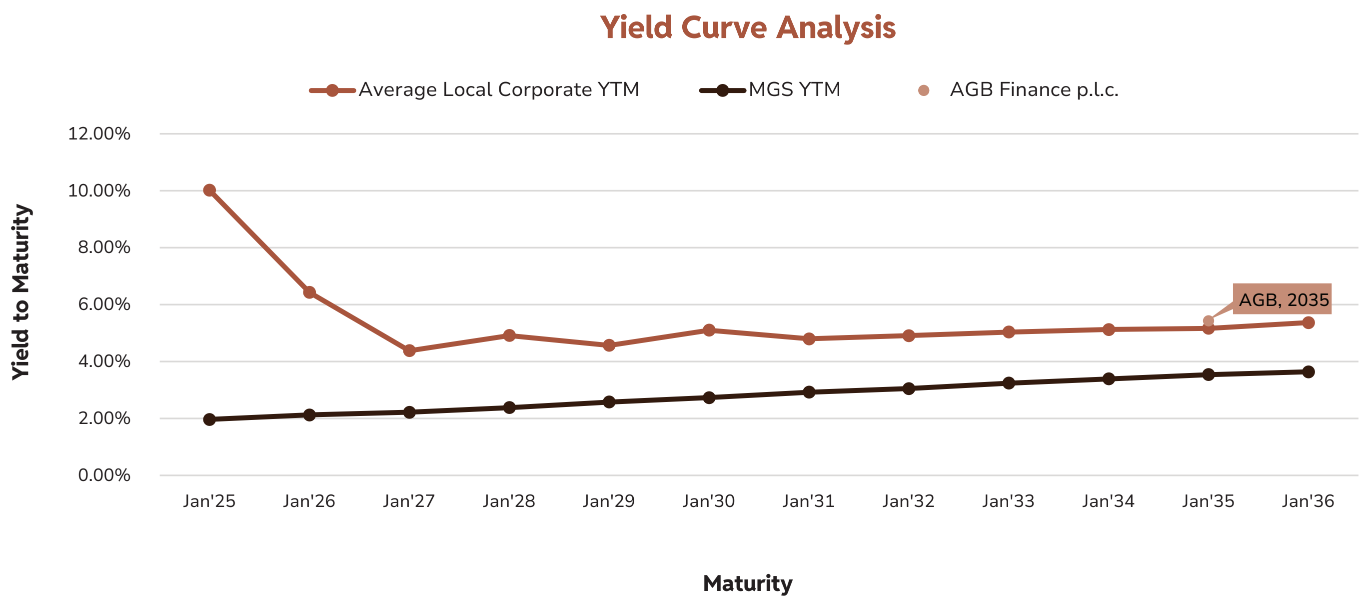
It is important to note that the Issuer is a newly incorporated entity. As such, certain financial ratios and metrics are not yet available for the current period.

Security	Nom Value	Yield to Maturity	Interest coverage (EBITDA)	Total Assets	Total Equity	Total Liabilities / Total Assets	Net Debt / Net Debt and Total Equity	Net Debt / EBITDA	Current Ratio	Return on Common Equity	Net Margin	Revenue Growth (YoY)
	€000's	(%)	(times)	(€'millions)	(€'millions)	(%)	(%)	(times)	(times)	(%)	(%)	(%)
5% CF Estates Finance plc Secured € 2028-2033	30,000	5.00%	0.0x	37.1	0.3	99.2%	99.1%	145.6x	1.2x	56.6%	6.7%	4.4%
5.25% Qawra Palace plc Secured € 2033	25,000	4.76%	(.5)x	43.5	2.8	93.6%	92.5%	32.5x	0.6x	-97.1%	-20.3%	129.5%
5.25% Bonnici Bros Properties plc Unsecured € 2033 S1 T1	12,000	4.96%	2.1x	39.8	17.9	54.9%	43.3%	10.0x	0.4x	5.1%	61.4%	26.4%
6% JD Capital plc Secured Bonds 2033 S2 T1	11,000	5.29%	5.8x	126.9	34.0	73.2%	99.5%	564.4x	1.7x	19.4%	40.5%	26.0%
5.85% AX Group plc Unsecured € 2033	40,000	5.09%	2.6x	513.1	248.8	51.5%	41.6%	8.5x	1.3x	2.1%	6.1%	67.1%
4% Central Business Centres plc Unsecured € 2027-2033	21,000	4.55%	(1.6)x	77.6	27.3	64.8%	57.7%	18.2x	0.1x	13.6%	146.7%	35.2%
6% International Hotel Investments plc 2033	60,000	5.27%	1.7x	1,795.3	910.4	57.5%	42.2%	8.8x	0.8x	-0.1%	-0.4%	6.6%
4.75% Dino Fino Finance plc Secured € 2033	7,800	4.73%	(1.4)x	14.8	1.6	88.9%	83.2%	(15.7)x	0.4x	-38.2%	-19.4%	-3.1%
5.75% Phoenicia Finance Company plc Unsec Bonds 2028-2033	50,000	5.43%	2.2x	160.3	77.2	51.8%	46.2%	10.6x	0.7x	-0.5%	-1.7%	23.3%
6.25% Camilleri Finance plc € Unsecured Bonds 2034	15,000	5.79%	1.1x	49.7	16.5	66.8%	54.6%	13.1x	0.9x	-6.6%	-6.0%	-4.4%
4.50% The Ona plc Secured € 2028-2034	16,000	4.50%	(2.3)x	38.9	8.0	79.6%	77.3%	12.8x	1.4x	-9.7%	-10.6%	110.3%
5.3% Mercury Projects Finance plc Secured € Bonds 2034	20,000	5.16%	(.8)x	279.0	66.1	76.3%	73.2%	(46.3)x	0.6x	-1.8%	-12.5%	-58.8%
5.2% VBL plc Secured € Bonds 2030-2034	10,000	5.06%	7.6x	95.4	67.7	29.0%	21.0%	4.9x	2.7x	3.7%	37.5%	25.3%
5.2% TUM Finance plc Secured Callable € Bonds 2031 -2034	12,000	5.20%	1.3x	137.8	40.0	71.0%	54.5%	46.8x	0.8x	-3.6%	-79.0%	-49.4%
5.30% International Hotel Investments € Unsec Bonds 2035	35,000	4.96%	1.7x	1,795.3	910.4	57.5%	42.2%	8.8x	0.8x	-0.1%	-0.4%	6.6%
5.5% Juel Group plc € Secured 2035	32,000	5.23%	16.6x	94.7	30.8	67.5%	58.7%	21.1x	0.9x	17.9%	83.3%	780.5%
5.40% AGB Finance p.l.c. € Secured Bonds 2035	16,300	5.40%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	Average*	5.09%										

* Last closing price as at 20/08/2025

**Average figures do not capture the financial analysis of the Issuer

Source: Latest available audited financial statements



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

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

As at 14 August 2025, the average spread over the MGS for corporates with maturity range of 8 - 10 years (2033 -2035) was 174 basis points. The proposed AGB Finance p.l.c. is being priced at 5.4% coupon issued at par, meaning a spread of 186 basis points over the equivalent MGS, and thereafter at a premium on the market of 12 basis points.

Part 4 · **Glossary and Definitions**

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

Act Income Statement	
Growth in Revenue (YoY)	This represents the growth in revenue when compared with previous financial year.
Operating Profit Margin	Operating Profit as a percentage of total revenue.
Net Margin	Net income expressed as a percentage of total revenue.
Return on Common Equity	Return on common equity (ROE) measures the rate of return on the shareholders' equity of the owners of issued share capital, computed by dividing the net income by the 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	The profit made by the Group/Company during the financial year net of any income taxes incurred.
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.
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	
Interest Coverage Ratio	The interest coverage ratio is calculated by dividing Operating Profit of one period by finance costs of the same period.
Gearing Ratio	The gearing ratio indicates the relative proportion of shareholders' equity and debt used to finance total assets.
Gearing Ratio Level 1	Is calculated by dividing Net Debt by Net Debt and Total Equity.
Gearing Ratio Level 2	Is calculated by dividing Total Labilities by Total Assets.
Gearing Ratio Level 3	Is calculated by dividing Net Debt by Total Equity.
Net Debt / Operating Profit	The Net Debt / Operating Profit ratio measures the ability of the Group/ Company to refinance its debt by looking at the Operating Profit.

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