ACB

FINAL TERMS

TRANCHE 1 / SERIES 2

Final Terms

Dated 27 May 2026

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

Tranche Number 1
Up to €8,700,000 5.7% Secured Bonds 2036
Of a nominal value of €100 per Bond
Series Number 2/2026
ISIN MT0002931211

issued by

FINANCE P.L.C

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 the purposes of the Prospectus Regulation.

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

STD Addendum / Tranche 1 Series 2	The Addendum to the Security Trust Deed dated 29th August 2025, which was entered into between the Issuer, the Guarantor and the Security Trustee on 27 May 2026, relating specifically to the Collateral to secure the Issuer's obligations under Bonds issued under this Tranche, which is available for inspection at the registered address of the Issuer and also on the Issuer's website, on the following hyperlink www.agb.com.mt/investor-relations/;
Deed of Hypothec / Tranche 1 Series 2	A notarial deed to be entered into by and between the Issuer, the Guarantor and the Security Trustee 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, as security in respect of the Bonds of Tranche 1 of Series 2/2026 issued under these Final Terms, 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 2	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;
Property Valuation Report / Tranche 1 Series 2	The valuation report dated 8 May 2026 and prepared by Architect Elena Borg Costanzi referring to property owned by the Group which is available for inspection at the registered address of the Issuer and also on the Issuer's website, on the following hyperlink www.agb.com.mt/investor-relations/;
Sliema Development Site	The site situated at 80 and 80A, Sqaq il-Fawwara, Sliema at which the development referred to in section 4(i)(2) of these Final Terms, which was acquired by the Guarantor by means of a notarial deed in the records of Notary Tiziana Maria Refalo of 28 November 2025.

This document constitutes the Final Terms of Tranche 1 of Series 2/2026 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/investor-relations/) and copies may be obtained free of charge from the registered office of the Issuer. The Base Prospectus is also available for viewing on the website of the MFSA during a period of twelve months from the date of approval of the Base Prospectus.

Information concerning the Bonds

1.	Issuer	AGB Finance p.l.c.
2.	Series Number	2/2026
3.	Tranche Number	1
4.	Currency of the Bonds	Euro (€)
5.	Aggregate nominal amount: i. Series ii. Tranche	 i. up to €8,700,000, which may be issued in Tranches forming part of this Series 2/2026 or in combination with other Tranche/s forming part of one or more separate Series ii. up to €8,700,000
6.	Total number of Bonds offered	Up to 87,000 at Nominal Value
7.	Bond Issue Price	€100 (Nominal Value) per Bond
8.	Expected net proceeds	Approximately €8,525,000
9.	Denomination of Bonds	€100 per Bond
10.	Issue Date (expected)	25 June 2026
11.	Redemption Date	25 June 2036
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 18 May 2026
14.	Rate of interest	5.7% per annum payable annually in arrears
15.	Interest Payment Date/s	25 June of each year between and including each of the years 2027 and 2036 and on the Redemption Date, with the first Interest Payment Date being 25 June 2027 and the last Interest Payment Date being the Redemption Date: 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	19 June 2026
17.	i. Yield ii. Method of calculating the yield	5.7% 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 2/2026 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 25 June 2026 and trading is expected to commence on 26 June 2026.

Trading in the Bonds under these Final Terms shall not commence before the Bonds have 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

€175,000

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 2/2026 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 2/2026 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 €8,525,000, 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 2**"). The Issuer-Guarantor Loan / Tranche 1 Series 2 will bear interest at 6.7% 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 2036 not later than 15 days prior to the Bonds' Redemption Date.

In turn, the Issuer-Guarantor Loan / Tranche 1 Series 2 will be used by the Guarantor for the following purposes, in the amounts and order of priority set out below:

1. **Development and finishing costs of the second phase of the Gzira Hotel owned by the Guarantor:** an amount of approximately €1,700,000 will be used to finance the development and finishing costs of the second phase of the Gzira Hotel consisting mainly of the additional two uppermost floors, which second phase was approved by the planning authorities in 2025 by virtue of planning permit PA/00388/25;

2. **Acquisition, development and finishing costs of the Sliema development owned by the Guarantor:** an amount of approximately €4,000,000 will be used to finance the site acquisition, development and finishing costs of the development to take place at the Sliema Development Site and which development (which will consist of a commercial outlet at ground floor level and overlying ten apartments, including a receded floor level with an overlying rooftop area) was approved by the planning authorities in 2025 by virtue of planning permit PA/08500/24;

3. **General corporate funding:** the amount of approximately €2,825,000 shall be utilised for general corporate funding purposes of the Group.

The Issuer-Guarantor Loan / Tranche 1 Series 2 shall be drawn down as follows:

a) a sum of €300,000 which is intended to be used to finance part of the development and finishing works of the Sliema Development Site 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 development and finishing works on the Sliema Development Site as aforesaid, as such invoices are received from the relevant contractors of such development and 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 development and finishing works on the Sliema Development Site 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 2 from inception (namely from the date of the Deed of Hypothec / Tranche 1 Series 2) 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;

b) 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 €175,000 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 2/2026 Tranche 1 Bonds.

iii. Estimated net amount of the proceeds

A maximum of €8,525,000.

5. Conditions to which the offer is subject

The issue and final allotment of the Bonds under these Final Terms is subject to this Tranche 1 of Series 2/2026 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 of Series 2/2026 Bonds.

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 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 Corks Hotel and the Sliema Development Site, together with all improvements carried out thereon from time to time.

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 (including this Tranche 1 of Series 2/2026) by entering into the Guarantee dated 29 August 2025, 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 Corks Hotel together with all improvements carried out thereon from time to time for an amount of €5,000,000 and a first ranking special hypothec over the Sliema Development Site together with all improvements carried out thereon from time to time for an amount of €4,300,000 (the Hypothec).

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.

Whilst the hypothecary value of the Hypothec over the Sliema Development Site will be €4,300,000, it should be noted that such Sliema Development Site in its existing state has been valued at €4,000,000, as set out in the Property Valuation Report / Tranche 1 Series 2, and the remaining €300,000 forming part of the Collateral will initially comprise of Bond Issue proceeds retained by the Security Trustee. The value of the Sliema Development Site will however increase gradually once works are executed and its value upon completion is expected to reach €7,000,000, whereupon the hypothecary value of the Hypothec over the Sliema Development Site may be realised in full.

In terms of the Property Valuation Report / Tranche 1 Series 2, the Corks Hotel is valued in its existing state at €5,000,000, and its value upon completion is expected to reach €9,600,000.

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 plus one year's interest thereon, as shown in the valuations set out in the Property Valuation Report / Tranche 1 Series 2. 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 €300,000 out of the proceeds of the Bond Issue which is intended to be used to finance part of the development and finishing works of the Sliema Development Site owned by the Guarantor as referred to in paragraph 2 of section 4 of these Final Terms above, although they will constitute part of the loan by the Issuer to the Guarantor under the Issuer-Guarantor Loan / Tranche 1 Series 2 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 development and finishing works on the Sliema Development Site. As noted in the Property Valuation Report / Tranche 1 Series 2, the estimated aggregate value of the Secured Assets will increase during works up to completion, and should be more than sufficient to cover payment obligations under the Bonds and accordingly, the respective amount secured by the Hypothec over the Sliema Development Site (€4,300,000) should be adequately covered by the value of such Sliema Development Site after completion of the development planned thereon.

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 and the Security Trustee shall appear on the Deed of Hypothec / Tranche 1 Series 2 whereby the Security Trustee will obtain from the Guarantor the Hypothec (first ranking special hypothec) over the Secured Assets owned by the Guarantor, and the Issuer will agree to make the Issuer-Guarantor Loan / Tranche 1 Series 2 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 2 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 execution of the Deed of Hypothec / Tranche 1 Series 2 and the receipt by the Security Trustee of appropriate assurance that registration of the Deed of Hypothec / Tranche 1 Series 2 and the Hypothec constituted thereunder will be effected, the Security Trustee shall release the net proceeds from the issue of the Bonds which are then in its possession, less a sum of €300,000, 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 €300,000 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 development and finishing works on the Sliema Development Site 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 €300,000 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 2 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 2/2026 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 29th August 2025 with the Security Trustee for the benefit of the Bondholders under this Tranche and other Tranches issued from time to time under the Secured Bonds Issuance Programme, to regulate 'inter alia' the holding under trust of Collateral for each such Tranche by the Security Trustee for the benefit of Bondholders. By virtue of an Addendum to such Security Trust Deed dated 27 May 2026 entered into between the Issuer, the Guarantor and the Security Trustee (the STD Addendum / Tranche 1 Series 2), the provisions of the Security Trust Deed were expressly extended to the Collateral created or to be created to secure the Issuer's obligations towards Bondholders of this Tranche 1 of Series 2/2026 as referred to in these Final Terms. Accordingly, in terms of the said Security Trust Deed and STD Addendum / Tranche 1 Series 2, the Security Trustee will hold in trust as security trustee for the benefit of Bondholders of this Tranche 1 of Series 2/2026 security which consists of the covenants of the Issuer to pay the applicable Redemption Value of the Bonds issued under this Tranche 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 / Tranche 1 Series 2, the undertakings of the Guarantor under the Guarantee, the other undertakings of the Issuer and/or the Guarantor under the Security Trust Deed and STD Addendum / Tranche 1 Series 2 and all the rights and benefits under the Security Trust Deed as they relate to the Bonds issued under this Tranche. The Collateral will be vested in the Security Trustee for the benefit of the Bondholders under this Tranche in proportion to their respective holding of Bonds issued under this Tranche.

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 and finds no objection that the Corks Hotel and the Sliema Development Site are being developed and finished following which they will or may 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 and the STD Addendum / Tranche 1 Series 2, which is available for inspection at the registered address of the Issuer and also on the Issuer's website on the following hyperlink www.agb.com.mt/investor-relations/, shall be binding on each registered Bondholder as if it had been a party thereto and as if the Security Trust Deed and the STD Addendum / Tranche 1 Series 2 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 and the STD Addendum / Tranche 1 Series 2.

7. Expected Timetable

1	Offer Period:	27 May 2026 to 16 June 2026
2	Placement Date:	16 June 2026
3	Intermediaries' Offer Date:	16 June 2026
4	Expected announcement of basis of acceptance:	19 June 2026
5	Commencement of interest:	19 June 2026
6	Expected date of admission of Bonds to listing:	25 June 2026
7	Expected Issue Date:	25 June 2026
8	Expected date of commencement of trading in the Bonds:	26 June 2026
9	Latest date of constitution of Collateral by means of Hypothec on the Secured Assets:	17 July 2026

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 described 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 16 June 2026, 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 16 June 2026, 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 16 June 2026.

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 27 May 2026 and end at 12:00 hours on 16 June 2026, 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.

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

Not applicable. The maximum amount of €8,700,000 of Bonds of Tranche 1 of Series 2/2026 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 2/2026. 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 2/2026 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 2/2026 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 2/2026 shall be announced by the Issuer through a company announcement published and uploaded on the MSE's website (namely https://www.borzamalta.com.mt/officially-appointed-mechanism) and on the Issuer's website (namely www.agb.com.mt/investor-relations/), by not later than 19 June 2026.

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 27 May 2026

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 of Tranche 1 of Series 2/2026 to be issued pursuant to the applicable 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 2/2026 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/investor-relations/
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 2/2026 Bonds are secured bonds of an aggregate principal amount of up to €8,700,000, of a Nominal Value of €100 per Bond, issued at par and redeemable at their Nominal Value on 25 June 2036, and bearing interest at the rate of 5.7% per annum.
ISIN number of Bonds	MT0002931211
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 2/2026 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 has published its first set of audited financial statement covering the period from the date of incorporation until the 31 December 2025. The key financial information regarding the Issuer is set out below:

AGB Finance P.L.C.	FY2025 (Audited)
	€000
Statement of comprehensive income	
Net interest income	60
Profit before tax	18
Total comprehensive income	(5)
Statement of financial position	
Total assets	16,384
Total liabilities	16,140
Total equity	245
Net Debt	11,423
Statement of Cash Flows	
Net cash generated from/(used in) operating activities	(41)
Net cash used in investing activities	(11,410)
Net cash from/(used in) financing activities	16,124

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 the Final Terms up to 87,000 Bonds are being issued in an aggregate amount of up to €8,700,000, with a nominal value of €100 per Bond issued and redeemable at par and redeemable on 25 June 2036. The Bonds bear interest at the rate of 5.7% per annum on the nominal value of the Bonds, payable on 25 June of each year and on the Redemption Date, with the first interest payment being due on 25 June 2027 and the last interest payment being due on the 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: MT0002931211. 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 dated 29 August 2025. 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 Corks Hotel for an amount of €5,000,000 and a first ranking special hypothec over the Sliema Development Site for an amount of €4,300,000, 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 €300,000 out of the proceeds of the Bond Issue which is intended to be used to finance part of the development and finishing works of the Sliema Development Site 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 2 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 development and finishing works on the Sliema Development Site.

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 the 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 2/2026 (as well as those issued or 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. 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 key consolidated financial information regarding the Guarantor is set out below.

AB Investments Limited	FY2023 (Audited)	FY2024 (Audited)	FY2025 (Audited)
	€000	€000	€000
Statement of comprehensive income			
Revenue	59	57	4,201
Operating income/(loss) for the year	41	36	2,234
(Loss) / Profit for the year	14	(1)	1,858
Total comprehensive income	14	5,373	2,691
Statement of financial position			
Total assets	3,367	11,510	35,819
Total liabilities	2,702	5,472	17,558
Total equity	664	6,038	18,261
Net Debt	1,658	3,046	10,138
Statement of Cash Flows			
Net cash generated from/(used in) operating activities	1,462	455	41
Net cash used in investing activities	(336)	(2,001)	(7,005)
Net cash from/(used in) financing activities	(799)	1,180	12,740

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

Inflation currently remains to some extent at elevated levels when compared to the past decades. 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.

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 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 2/2026 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 the 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 of Tranche 1 of Series 2/2026 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 Tranche 1 Series 2/2026 Bonds, as and when issued and allotted pursuant to the Secured Bonds Issuance Programme and the 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:	27 May 2026 to 16 June 2026
2	Placement Date:	16 June 2026
3	Intermediaries' Offer Date:	16 June 2026
4	Expected announcement of basis of acceptance:	19 June 2026
5	Commencement of interest:	19 June 2026
6	Expected date of admission of Bonds to listing:	25 June 2026
7	Expected Issue Date:	25 June 2026
8	Expected date of commencement of trading in the Bonds:	26 June 2026
9	Latest date of constitution of Collateral by means of Hypothec on the Secured Assets:	17 July 2026

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 the 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 2/2026 is subject to this 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 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 2/2026 are €175,000.

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 of Tranche 1 Series 2/2026, will be used by the Issuer to provide a loan facility to the Guarantor, namely the Issuer-Guarantor Loan / Tranche 1 Series 2, to be used as provided below. The Issuer-Guarantor Loan / Tranche 1 Series 2 will bear interest at 6.7% 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 2036 not later than 15 days prior to the Bonds' Redemption Date.

In turn, the Issuer-Guarantor Loan / Tranche 1 Series 2 will be used by the Guarantor for the following purposes, in the amounts and order of priority set out below:

i. **Development and finishing costs of the second phase of the Gzira Hotel owned by the Guarantor:** an amount of approximately €1,700,000 will be used to finance the development and finishing costs of the second phase of the Gzira Hotel consisting mainly of the additional two uppermost floors, which second phase was approved by the planning authorities in 2025 by virtue of planning permit PA/00388/25;

ii. **Acquisition, development and finishing costs of the Sliema development owned by the Guarantor:** an amount of approximately €4,000,000 will be used to finance the site acquisition, development and finishing costs of the development to take place at the Sliema Development Site and which development (which will consist of a commercial outlet at ground floor level and overlying ten apartments (including a receded floor level with an overlying rooftop area) was approved by the planning authorities in 2025 by virtue of planning permit PA/08500/24;

iii. **General corporate funding:** the amount of approximately €2,825,000 shall be utilised for general corporate funding purposes of the Group.

The expenses of the Bond Issue (expected to amount to approximately €175,000) 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 2/2026 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	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
MeDirect Bank (Malta) plc	The Centre, Tigné Point, Sliema TPO 0001	Tel: 25574400
Michael Grech Financial Investment Services Ltd	The Brokerage, Level 0A, St Marta Street, Victoria, Gozo VCT 2551	Tel: 22587000

Annex III · **Financial Analysis Summary**

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

27 May 2026

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

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

a) Historical financial data for the years ending 31 December 2022, 2023, 2024 and 2025 has been extracted from the audited financial statements of the Guarantor and for the year ending 31 December 2025 from the audited financial statements of the Issuer.

b) The forecast data for the financial years ending 31 December 2026 and 2027 has been provided by management.

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

d) Relevant financial data in respect of competitors has been extracted from public sources such as the websites of the companies concerned or financial statements filed with the Registrar of Companies.

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

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

Yours sincerely,

Patrick Mangion
Head of Capital Markets

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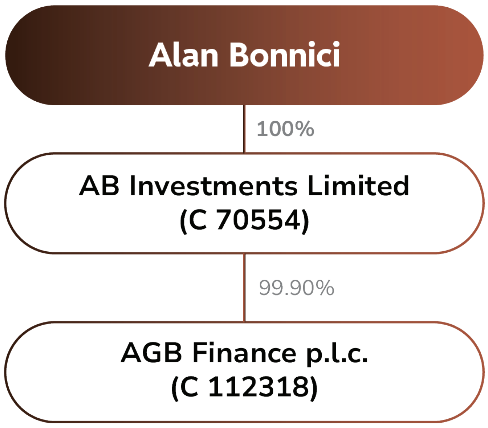
Part 1 · **Information about the Group**

1.1 Group's Key Activities and Structure



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

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

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

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

- The Guarantor: Serves as the parent company and holds the Group's key property assets. It also acts as a holding company with full ownership and control over the Issuer. The Guarantor is a single-member entity, entirely owned and controlled by the Group's UBO.

- The Issuer: A special purpose vehicle with no significant operating assets, established solely for the purpose of raising finance on behalf of the Group. The Issuer will serve as the vehicle through which the Group will fund existing and future property-related investments, enabling it to capitalise on emerging market opportunities.

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

As part of the restructuring exercise. The properties transferred by AGB Holdings Limited to AB Investments were assigned a total value of €11,199,303. In parallel, AB Investments transferred certain non-core properties to AGB Holdings Limited at an aggregate adjusted value of €3,016,977. Subsequently, AB Investments, AGB Holdings Limited, and Mr. Alan Bonnici entered into an assignment agreement whereby each company transferred its receivables from the other to Mr. Bonnici in consideration of the respective amounts owed. The parties further agreed to a mutual set-off of receivables. As a result, the outstanding debt of €8,182,326 due by AB Investments to Mr. Bonnici was capitalised through the issuance of 8,182,326 fully paid-up ordinary shares of €1 each by AB Investments in favour of Mr. Bonnici.

1.2 Directors and Key Employees

Board of Directors - Issuer

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

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

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

Board of Directors - Guarantor

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

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

1.3 Major Assets owned by the Group Post-Restructuring

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

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

G HOTEL – ST. JULIAN'S

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

CORKS HOTEL – ST. JULIAN'S

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

GŻIRA HOTEL – GŻIRA

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

GŻIRA COMMERCIAL OUTLETS – GŻIRA

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

SLIEMA DEVELOPMENT – SLIEMA

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

MISRAĦ IL-BARRIERI MSIDA DEVELOPMENT – MSIDA

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

1.4 Operational Developments

- **Development and Finishing of Corks Hotel**

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

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

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

1.5 Use of Proceeds

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

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

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

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

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

- **General Corporate Purposes**

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

Part 2 · **Historical Performance and Forecasts**

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

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

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

2.1 Issuer's Income Statement

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

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

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

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

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

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

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

2.2 Issuer's Statement of Financial Position

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

The Issuer's balance sheet demonstrates a clearly defined and disciplined structure consistent with its role as a non-operating, special purpose financing vehicle within the Group. As at 31 December 2026 and 2027, total assets are forecasted to amount to €25.4m and €25.6m, respectively. This is a sharp increase from the €16.4m recorded in FY25. The balance sheet remains mainly funded by the Bond Programme with proceeds structured to support long-term intercompany lending to the Guarantor. During FY25 the Issuer issued the Tranche 1 Bonds. Of this, €7.2m was advanced to the Guarantor, €4.7m was kept as cash and cash equivalents and €4.2m were invested in T-Bills. The monies advanced to the Guarantor are expected to increase to €15.8m in FY26 as the Tranche 2 Bonds are issued and remain at this level in FY27. Accrued intercompany interest reflects the interest on the intercompany loan which is accrued annually and is projected at €549k in FY26 and FY27. As mentioned earlier, financial assets held at FVTPL reflect the T-Bills used to park excess cash. This amounted to €4.2m in FY25 and is expected to increase to €7.0m in FY26 before coming down to €4.5m in FY27. Cash and cash equivalents, on the other hand, amounted to €4.7m in FY25 and are projected to amount to €2.1m in FY26 and €4.8m in FY27.

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

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

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

2.3 Issuer's Statement of Cash Flows

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

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

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

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

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

2.4 Guarantor's Income Statement Pre-Restructuring

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

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

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

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

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

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

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

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

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

2.5 Guarantor's Statement of Financial Position Pre-Restructuring

Statement of Financial Position	2022A	2023A	2024A
	€000s	€000s	€000s
Assets			
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	549	410
Total current assets	**1,338**	**702**	**797**
Total assets	**3,668**	**3,368**	**11,511**
Equity and liabilities			
Equity			
Share Capital	651	651	651
Revaluation Reserve	-	-	5,374
Retained earnings / (Accumulated Losses)	(1)	13	12
Total equity	**650**	**664**	**6,037**
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**	**497**	**2,086**
Total liabilities	**3,018**	**2,703**	**5,472**
Total equity and liabilities	**3,668**	**3,367**	**11,509**

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

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

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

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

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

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

2.6 Guarantor's Statement of Cash Flows Pre-Restructuring

Statement of Cash Flows	2022A	2023A	2024A
	€000s	€000s	€000s
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
	(115)	**1,462**	**464**
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	**(598)**	**327**	**(366)**
Cash and cash equivalents at start of year	820	222	549
Cash and cash equivalents at end of year	**222**	**549**	**183**

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

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

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

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

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

2.7 Guarantor's Income Statement Post-Restructuring

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

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

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

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

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

2.8 Guarantor's Statement of Financial Position Post-Restructuring

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

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

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

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

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

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

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

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

2.9 Guarantor's Statement of Cash Flows Post-Restructuring

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

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

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

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

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

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

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

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

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

3.1 General Market Conditions

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

3.2 Malta Economic Update[1]

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

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

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

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

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

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

3.3 Malta Economic Outlook[2]

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

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

[1] *Central Bank of Malta – Economic Update 04/2026*

[2] *Central Bank of Malta – Economic Projections 2024 - 2025*

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

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

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

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

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

3.4 Property Market 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 and even while considering the COVID-19 pandemic and the war in Ukraine recorded a 9.7% growth was recorded since 2021H1.

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

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

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

3.5 Tourism[5]

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

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

[4] *KPMG – Construction Industry and Property Market Report 2024*

[5] *National Statistics Office, Malta - Inbound Tourism December 2025*

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

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

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

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

3.6 Comparative Analysis

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

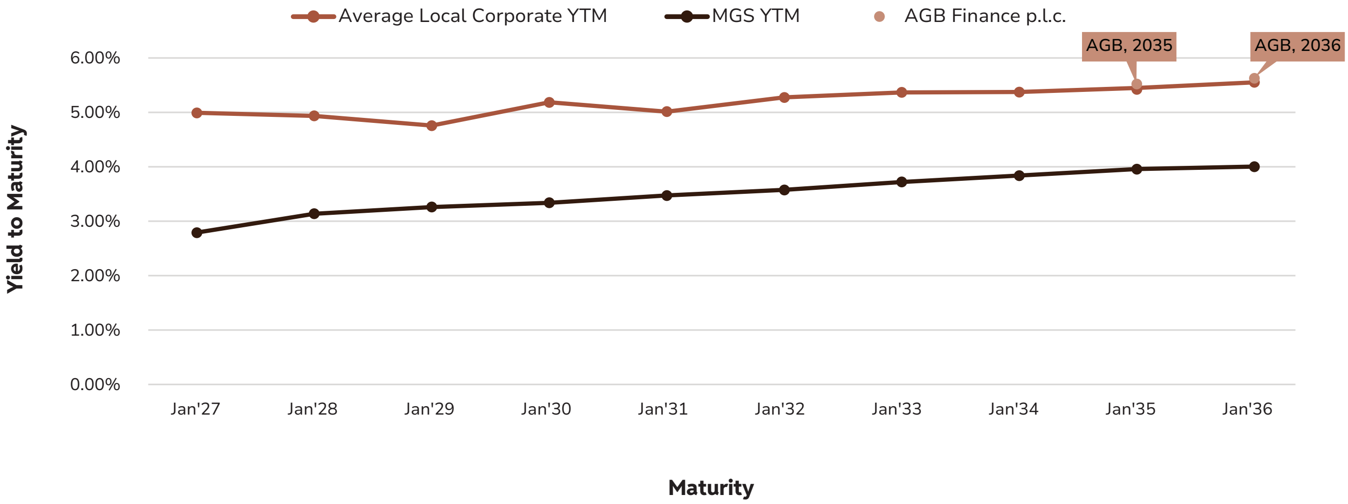
It is important to note that the Issuer is a newly incorporated entity. As such, certain financial ratios and metrics are not yet available for the current period.

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

Source: Latest available audited financial statements

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

Yield Curve Analysis



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

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

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

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

Part 4 · **Glossary and Definitions**

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

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

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

Balance Sheet	
Total Assets	What the Group/Company owns which can 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.