

smartcare

FINANCE PLC

REGISTRATION DOCUMENT

SMARTCARE FINANCE P.L.C.

14 SEPTEMBER 2026

REGISTRATION DOCUMENT

Dated 14 September 2026

This EU Follow-on Registration Document is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the Malta Financial Services Authority and of the Prospectus Regulation.

smartcare
FINANCE PLC

a public limited liability company registered in Malta with company registration number C 90123,
with the joint and several Guarantee* of Smartcare Holdings Ltd (C 90121)

**Prospective investors are to refer to the Guarantee contained in Annex I of the EU Follow-on Securities Note forming part of the EU Follow-on Prospectus for a description of the scope, nature and terms of the Guarantee. Prospective investors are also to refer to sub-section 5.5 of the EU Follow-on Securities Note for a description of the Collateral. Reference should also be made to the sections entitled "Risk Factors" contained in the EU Follow-on Prospectus for a discussion of certain risk factors which should be considered by prospective investors in connection with the Bonds and the Guarantee provided by the Guarantor, as well as the Collateral granted by SBHL and BSS.*

THIS EU FOLLOW-ON REGISTRATION DOCUMENT HAS BEEN APPROVED BY THE MFSA AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MFSA ONLY APPROVES THE EU FOLLOW-ON PROSPECTUS AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHALL NOT BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER THAT IS THE SUBJECT OF THIS EU FOLLOW-ON REGISTRATION DOCUMENT. IN PROVIDING THIS AUTHORISATION, THE MFSA DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN ANY INSTRUMENT ISSUED BY THE COMPANY. FURTHERMORE, SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENTS.

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A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN FINANCIAL ADVISOR.

LEGAL COUNSEL



SPONSOR, MANAGER
& REGISTRAR



Approved by the Directors

ANDREW DEBATTISTA SEGOND

WILLIAM WAIT

signing in their capacity as Directors of the Company and for and on behalf of each of Sandro Grech, Adrian Sciberras, Isabella Vella and Saverio Laurretta.

IMPORTANT INFORMATION

THIS EU FOLLOW-ON REGISTRATION DOCUMENT CONTAINS INFORMATION ON SMARTCARE FINANCE P.L.C. (C 90123) IN ITS CAPACITY AS ISSUER AND ON SMARTCARE HOLDINGS LTD IN ITS CAPACITY AS GUARANTOR, IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES ISSUED BY THE MFSA, THE COMPANIES ACT AND THE PROSPECTUS REGULATION.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE DIRECTORS TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SALE OF SECURITIES OF THE ISSUER, OTHER THAN THOSE CONTAINED IN THIS EU FOLLOW-ON REGISTRATION DOCUMENT AND IN THE DOCUMENTS REFERRED TO HEREIN, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE DIRECTORS OR ADVISORS.

THE MFSA ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE EU FOLLOW-ON PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM, OR IN RELIANCE UPON, THE WHOLE OR ANY PART OF THE CONTENTS OF THE EU FOLLOW-ON PROSPECTUS.

THE EU FOLLOW-ON PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES BY ANY PERSON IN ANY JURISDICTION (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THE EU FOLLOW-ON PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

THE EU FOLLOW-ON PROSPECTUS AND THE OFFERING, SALE OR DELIVERY OF ANY SECURITIES ISSUED BY THE ISSUER MAY NOT BE TAKEN AS AN IMPLICATION: (I) THAT THE INFORMATION CONTAINED IN THE EU FOLLOW-ON PROSPECTUS IS ACCURATE AND COMPLETE SUBSEQUENT TO ITS DATE OF ISSUE; OR (II) THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN THE FINANCIAL POSITION OF THE ISSUER OR THE GUARANTOR SINCE SUCH DATE; OR (III) THAT ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE EU FOLLOW-ON PROSPECTUS IS ACCURATE AT ANY TIME SUBSEQUENT TO THE DATE ON WHICH IT IS SUPPLIED OR, IF DIFFERENT, THE DATE INDICATED IN THE DOCUMENT CONTAINING THE SAME.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN PROFESSIONAL ADVISORS.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THE EU FOLLOW-ON PROSPECTUS AND ANY PERSONS WISHING TO APPLY FOR ANY SECURITIES ISSUED BY THE ISSUER TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY SUCH SECURITIES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

A COPY OF THE EU FOLLOW-ON PROSPECTUS HAS BEEN SUBMITTED TO THE MFSA IN SATISFACTION OF THE CAPITAL MARKETS RULES, TO THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES IN ACCORDANCE WITH THE COMPANIES ACT.

IN TERMS OF ARTICLE 12(1) OF THE PROSPECTUS REGULATION, THE EU FOLLOW-ON PROSPECTUS SHALL REMAIN VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE OF THE APPROVAL OF THE EU FOLLOW-ON PROSPECTUS BY THE MFSA. THE ISSUER IS OBLIGED TO PUBLISH A SUPPLEMENT ONLY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKE OR MATERIAL INACCURACY RELATING TO THE INFORMATION SET OUT IN THE EU FOLLOW-ON PROSPECTUS WHICH MAY AFFECT THE ASSESSMENT OF THE SECURITIES AND WHICH ARISES OR IS NOTED BETWEEN THE TIME WHEN THE EU FOLLOW-ON PROSPECTUS IS APPROVED AND THE CLOSING OF THE OFFER PERIOD OR THE TIME WHEN TRADING ON A REGULATED MARKET COMMENCES, WHICHEVER OCCURS LATER. THE OBLIGATION TO SUPPLEMENT THE EU FOLLOW-ON PROSPECTUS IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES DOES NOT APPLY WHEN THE EU FOLLOW-ON PROSPECTUS IS NO LONGER VALID.

STATEMENTS MADE IN THIS EU FOLLOW-ON REGISTRATION DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.

ALL THE ADVISORS TO THE ISSUER NAMED IN SUB-SECTION 4.4 OF THIS EU FOLLOW-ON REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS PUBLIC OFFER AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL, ACCORDINGLY, NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE EU FOLLOW-ON PROSPECTUS.

UNLESS OTHERWISE STATED, THE CONTENTS OF THE ISSUER'S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S WEBSITE DO NOT FORM PART OF THE EU FOLLOW-ON PROSPECTUS. ACCORDINGLY, NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITE AS THE BASIS FOR A DECISION TO INVEST IN ANY SECURITIES OF THE ISSUER.

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE EU FOLLOW-ON PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISORS.

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1 • DEFINITIONS

In this EU Follow-on Registration Document the following words and expressions shall bear the following meanings whenever such words and expressions are used in their capitalised form, except where the context otherwise requires:

2021 Smartcare Bonds	the €13,000,000 4.65% secured bonds 2031 (ISIN: MT0002251214) issued by the Issuer and listed and trading on the Official List of the Malta Stock Exchange pursuant to and in accordance with the terms and conditions set out in the 2021 Smartcare Prospectus (as defined immediately below). Further details on the 2021 Smartcare Bonds are set out in sub-section 5.1 of this EU Follow-on Registration Document;
2021 Smartcare Prospectus	the prospectus dated 19 February 2021 published in connection with the issue by the Issuer of the 2021 Smartcare Bonds and setting out the terms and conditions thereof;
2022 Smartcare Bonds	the €7,500,000 4.65% secured bonds 2032 (ISIN: MT0002251222) issued by the Issuer and listed and trading on the Official List of the Malta Stock Exchange pursuant to and in accordance with the terms and conditions set out in the 2022 Smartcare Prospectus (as defined immediately below). Further details on the 2022 Smartcare Bonds are set out in sub-section 5.1 of this EU Follow-on Registration Document;
2022 Smartcare Prospectus	the prospectus dated 22 July 2022 published in connection with the issue by the Issuer of the 2022 Smartcare Bonds and setting out the terms and conditions thereof;
Act or Companies Act	the Companies Act (Chapter 386 of the laws of Malta);
Authorised Intermediaries	the licensed financial intermediaries whose details are listed in Annex II of the EU Follow-on Securities Note forming part of the EU Follow-on Prospectus;
Bella Sicilia Srl or BSS	Bella Sicilia Srl, a company incorporated in Italy on 10 November 2023, with its registered office at Via Variante S.S. 115 1/B, CAP 97015, Modica (RG);
Bond Issue or Issue	the issue of the Bonds;
Bond Obligations	the punctual performance by the Issuer of all of its obligations under the Bond Issue, including the repayment of principal and payment of interest thereon;
Bondholder	a holder of Bonds to be issued by the Issuer in terms of the EU Follow-on Prospectus;
Bonds	a maximum of €11,000,000 secured bonds due in 2036 of a nominal value of €100 per bond issued at par by the Issuer and redeemable on the Redemption Date at their nominal value, bearing interest at the rate of 5.75% <i>per annum</i> . The Bonds are guaranteed jointly and severally by the Guarantor (as defined below);
Capital Markets Rules	the capital markets rules issued by the Malta Financial Services Authority, as may be amended and/or supplemented from time to time;
Care Home	the Dar Pinto care home for the elderly situated at 326, Mdina Road, Qormi, Malta, as described in sub-section 5.5.1 of this EU Follow-on Registration Document;
Collateral	the following security rights granted by Segond Boutique Hotels Limited and Bella Sicilia Srl, respectively, in favour of the Security Trustee for the benefit of Bondholders: • a first ranking special hypothec over the Security Property I (as defined below) up to an amount of €6,500,000 in favour of the Security Trustee in its capacity as trustee of the Smartcare Security Trust III pursuant to the terms of the Security Trust Deed III and the Deed of Hypothec I. Segond Boutique Hotels Limited owns the Security Property I; • a first ranking special hypothec over the Security Property II (as defined below) up to an amount of €5,500,000 in favour of the Security Trustee in its capacity as trustee of the Smartcare Security Trust III pursuant to the terms of the Security Trust Deed III and the Deed of Hypothec III. Bella Sicilia Srl owns the Security Property II; • a pledge over the proceeds from the Insurance Policy I (as defined below) in favour of the Security Trustee in its capacity as trustee of the Smartcare Security Trust III pursuant to the terms of the Security Trust Deed; and • a pledge over the proceeds from the Insurance Policy II (as defined below) in favour of the Security Trustee in its capacity as trustee of the Smartcare Security Trust III pursuant to the terms of the Security Trust Deed, which will be taken out and revised, as necessary, as development cycles of Security Property II progress;

Deed of Hypothec I	a deed to be entered into on or around 21 October 2026 by and between the Security Trustee, the Issuer and Segond Boutique Hotels Limited in the acts of Notary Sam Abela whereby Segond Boutique Hotels Limited constitutes in favour of the Security Trustee that part of the Collateral over the Security Property I which according to law requires the execution of a notarial deed;
Deed of Hypothec II	a deed to be entered into on or around 21 October 2026 by and between the Security Trustee, the Issuer and Bella Sicilia Srl in the acts of Notary Filippo Morello whereby Bella Sicilia Srl constitutes in favour of the Security Trustee that part of the Collateral over the Security Property II which according to law requires the execution of a notarial deed;
Deeds of Hypothec	collectively, Deed of Hypothec I and Deed of Hypothec II;
Directors or Board	the directors of the Issuer whose names are set out in sub-section 4.1 of this EU Follow-on Registration Document;
EU Follow-on Prospectus	means the Prospectus prepared in accordance with Article 14 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended, supplemented or replaced from time to time) and the applicable delegated acts adopted thereunder, including Commission Delegated Regulation (EU) 2026/773, which sets out the specific disclosure requirements applicable to follow-on issuances by issuers whose securities are already admitted to trading on a regulated market;
EU Follow-on Registration Document	this document in its entirety issued by the Issuer dated 14 September 2026, forming part of the EU Follow-on Prospectus;
EU Follow-on Securities Note	the securities notes issued by the Issuer dated 14 September 2026, forming part of the EU Follow-on Prospectus;
EU Follow-on Summary	the summary issued by the Issuer dated 14 September 2026, forming part of the EU Follow-on Prospectus;
Euro or €	the lawful currency of the Republic of Malta;
Exchange or Malta Stock Exchange or MSE	Malta Stock Exchange plc, as originally constituted in terms of the Financial Markets Act (Chapter 345 of the laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
Financial Analysis Summary	the financial analysis summary dated 14 September 2026 compiled by the Sponsor in line with the applicable requirements of the MFSA Listing Policies, a copy of which is set out in Annex III of the EU Follow-on Securities Note forming part of the EU Follow-on Prospectus;
Guarantee	the guarantee dated 9 September 2026 granted by the Guarantor as security for the punctual performance of all the obligations undertaken by the Issuer under the Bonds and, without prejudice to the generality of the foregoing, the undertaking on the part of the Guarantor to pay all amounts of principal and interest which may become due and payable by the Issuer to Bondholders under the Bonds, within 60 days from the date such amount falls due and remains unpaid by the Issuer. A copy of the Guarantee and a description of the nature, scope and terms of the Guarantee are appended to the EU Follow-on Securities Note forming part of the EU Follow-on Prospectus as Annex I thereto;
Guarantor or Smartcare Holdings Ltd or SHL	Smartcare Holdings Ltd, a private limited liability company registered and existing under the laws of Malta with company registration number C 90121 and having its registered office situated at 326, Mdina Road, Qormi, Malta. SHL is the parent company of the Group and is acting as Guarantor in terms of the Guarantee;
Insurance Policy I	the insurance policy providing for the full replacement value of the Security Property I;
Insurance Policy II	the insurance policy providing for the full replacement value of the Security Property II, which will be taken out and revised, as necessary, as development cycles of Security Property II progress;
Insurance Policies	collectively the Insurance Policy I and Insurance Policy II;
Issuer or Company	Smartcare Finance p.l.c., a public limited liability company registered and existing under the laws of Malta with company registration number C 90123 and having its registered office at 326, Mdina Road, Qormi, Malta;

Laguna Residences	the development project located at Via Pozzalesi D'america, 97016 Pozzallo Rg, Sicily, Italy as described in sub-section 5.5.7 of this EU Follow-on Registration Document and, more specifically, in the property valuation report dated 16 July 2026, a copy of which is available for inspection as set out in section 16 of this EU Follow-on Registration Document and which shall be deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus;
Memorandum and Articles of Association or M&As	the memorandum and articles of association of the Issuer in force at the time of publication of the EU Follow-on Prospectus, and the terms "Memorandum of Association" and "Articles of Association" shall be construed accordingly;
MFSA	the Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Chapter 330 of the laws of Malta) in its capacity as the competent authority in terms of the Financial Markets Act (Chapter 345 of the laws of Malta) authorised to approve prospectuses and admissibility to listing and to monitor and supervise local regulated markets and participants thereof falling within the regulatory and supervisory remit of the MFSA;
MSE Bye-Laws	the MSE bye-laws issued by the authority of the Board of Directors of Malta Stock Exchange plc, as may be amended from time to time;
Official List	the list prepared and published by the Malta Stock Exchange as its official list in accordance with the MSE Bye-Laws;
Permesso di Costruire	the formal authorisation issued by the competent Italian local authority permitting the construction, extension, renovation or other specified development of a property in accordance with approved plans and applicable planning and building regulations.
Prospectus Regulation	Commission Regulation (EU) 2017/1129 of 14 June 2017 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as may be amended and/or supplemented from time to time, and in accordance with the provisions of Commission Delegated Regulation No. 2019/979 and Commission Delegated Regulation No. 2019/980 issued thereunder;
Security Property I	the immovable property comprising of two separate wings (wing 1 and wing 2) forming part of the Segond Boutique Hotel (as defined below), owned by Segond Boutique Hotels Limited, as better described in sub-section 5.5.2 of this EU Follow-on Registration Document and, more specifically, in the property valuation report dated 4 September 2026, a copy of which is available for inspection as set out in section 16 of this EU Follow-on Registration Document and which shall be deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus;
Security Property II	the immovable property situated at Via Pozzalesi D'america, 97016 Pozzallo Rg, Sicily, Italy, owned by Bella Sicilia Srl, as better described in sub-section 5.5.7 of this EU Follow-on Registration Document and, more specifically, in the property valuation report dated 16 July 2026, a copy of which is available for inspection as set out in section 16 of this EU Follow-on Registration Document and which shall be deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus;
Security Trust Deed III	the security trust deed to be entered into on or around 21 October 2026 by and between the Issuer, Segond Boutique Hotels Limited, Bella Sicilia Srl and the Security Trustee in connection with the granting of the Collateral;
Security Trustee	Onyx Trustees Limited, a private limited liability company duly registered and validly existing under the laws of Malta, with company registration number C 105362 and having its registered office at 52, St. Christopher Street, Valletta VLT 1462, Malta, duly authorised and qualified to act as a trustee or co-trustee in terms of article 43(3) of the Trusts and Trustees Act (Chapter 331 of the laws of Malta), in its capacity as trustee of the Smartcare Security Trust III pursuant to the terms of the Security Trust Deed III;
Segond Boutique Hotel	the Segond Boutique Hotel situated in Xaghra, Gozo, as described in sub-section 5.5.2 of this EU Follow-on Registration Document and also in the property valuation report dated 4 September 2026, a copy of which is available for inspection as set out in section 16 of this EU Follow-on Registration Document and which shall be deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus;

Segond Boutique Hotels Limited or SBHL	Segond Boutique Hotels Limited, a private limited liability company registered and existing under the laws of Malta with company registration number C 92650 and having its registered office situated at 326, Mdina Road, Qormi, Malta;
Smart Suites Limited or SSL	Smart Suites Limited, a private limited liability company registered and existing under the laws of Malta with company registration number C 102278 and having its registered office situated at The Segond, Triq ta' Gajdoru c/w Triq il-Komittiva, Xaghra (Gozo) XRA 2543, Malta;
Smartcare Developments Ltd	Smartcare Developments Ltd, a private limited liability company registered and existing under the laws of Malta with company registration number C 94871 and having its registered office situated at 326, Mdina Road, Qormi, Malta;
Smartcare Group Investments Ltd or SGIL	Smartcare Group Investments Ltd, a private limited liability company registered and existing under the laws of Malta with company registration number C 97019 and having its registered office situated at 326, Mdina Road, Qormi, Malta;
Smartcare Group or Group	Smartcare Holdings Ltd and its wholly-owned subsidiary companies (directly and indirectly) which, as at the date hereof, include, amongst others, the Issuer, SGIL, Smartcare Pinto Ltd, SBHL, Smartcare Developments Ltd and Smartcare Properties Limited, principally involved in the business of healthcare for the elderly, hospitality and real estate development;
Smartcare Pinto Ltd or SPL	Smartcare Pinto Ltd, a private limited liability company registered and existing under the laws of Malta with company registration number C 86395 and having its registered office situated at 326, Mdina Road, Qormi, Malta;
Smartcare Properties Limited	Smartcare Properties Limited, a private limited liability company registered and existing under the laws of Malta with company registration number C 90122 and having its registered office situated at 326, Mdina Road, Qormi, Malta;
Smartcare Security Trust III	the trust established in virtue of the Security Trust Deed III, which deed is available for inspection at the registered office of the Issuer as set out in section 16 of this EU Follow-on Registration Document;
Sponsor, Manager & Registrar	Calamatta Cuschieri Investment Services Limited, a private limited liability company registered under the laws of Malta having its registered office at Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta and bearing company registration number C 13729. Calamatta Cuschieri Investment Services Limited is authorised to conduct investment services by the Malta Financial Services Authority in terms of the Investment Services Act (Chapter 370 of the laws of Malta) and is a member of the MSE; and

All references in the EU Follow-on Prospectus to "Malta" are to the "Republic of Malta".

Unless it appears otherwise from the context:

- a) words importing the singular shall include the plural and vice-versa;
- b) words importing the masculine gender shall include the feminine gender and vice-versa;
- c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
- d) any reference to a person includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, foundations or trusts;
- e) any reference to a person includes that person's legal personal representatives, successors and assigns;
- f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression is illustrative only and does not limit the sense of the words preceding those terms; and
- g) any reference to a law, legislative act and/or other legislation shall mean that particular law, legislative act and/or legislation as in force at the time of publication of this EU Follow-on Registration Document.

2 • RISK FACTORS

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN PROFESSIONAL ADVISORS THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS, AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE EU FOLLOW-ON PROSPECTUS, BEFORE MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE ISSUER.

SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND NEITHER THE ISSUER NOR THE GUARANTOR IS IN A POSITION TO EXPRESS ANY VIEWS ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

WHILE THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS INTENDED TO BE INDICATIVE OF THE ORDER OF PRIORITY AND OF THE EXTENT OF THEIR CONSEQUENCES, PROSPECTIVE INVESTORS ARE HEREBY CAUTIONED THAT THE OCCURRENCE OF ANY ONE OR MORE OF THE RISKS SET OUT BELOW COULD HAVE A MATERIAL ADVERSE EFFECT ON THE ISSUER'S, THE GUARANTOR'S AND THE GROUP'S BUSINESS, TRADING PROSPECTS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION AND, CONSEQUENTLY, ON THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES TO BE ISSUED IN TERMS OF THE EU FOLLOW-ON PROSPECTUS AND OF THE GUARANTOR TO HONOUR ITS OBLIGATIONS UNDER THE GUARANTEE.

THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AS SUCH BY THE DIRECTORS OF THE ISSUER AS AT THE DATE OF THE EU FOLLOW-ON PROSPECTUS, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER AND THE GUARANTOR MAY FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE ISSUER'S DIRECTORS ARE NOT CURRENTLY AWARE OF, MAY WELL RESULT IN A MATERIAL IMPACT ON THE FINANCIAL CONDITION AND OPERATIONAL PERFORMANCE OF THE ISSUER AND/OR THE GUARANTOR.

NEITHER THE EU FOLLOW-ON PROSPECTUS NOR ANY OTHER INFORMATION SUPPLIED HEREIN IN CONNECTION WITH SECURITIES ISSUED BY THE ISSUER:

- I. IS INTENDED TO PROVIDE THE BASIS OF ANY CREDIT OR OTHER EVALUATION, NOR
- II. SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER, THE GUARANTOR, THE SPONSOR, MANAGER & REGISTRAR OR AUTHORISED INTERMEDIARIES THAT ANY RECIPIENT OF THE EU FOLLOW-ON PROSPECTUS, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION THEREWITH, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE ISSUER.

PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS AND SHOULD CONSIDER ALL OTHER SECTIONS OF THIS DOCUMENT.

2.1. Forward-looking statements

The EU Follow-on Prospectus and the documents incorporated therein by reference or annexed thereto contain forward-looking statements that include, among others, statements concerning the Issuer's and/or Guarantor's strategies and plans relating to the attainment of their respective objectives, capital requirements and other statements of expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts and which may, accordingly, involve predictions of future circumstances.

Prospective investors can generally identify forward-looking statements by the use of terminology such as "may", "will", "should", "expect", "intend", "plan", "estimate", "anticipate", "believe", "forecast", "project" or similar phrases. Such forward-looking statements are inherently subject to a number of risks, uncertainties and assumptions, a few of which are beyond the Issuer's and/or Guarantor's control. Important factors that could cause actual results to differ materially from the expectations of the Issuer's directors include those risks identified under the heading "Risk Factors" and elsewhere in the EU Follow-on EU Follow-on Prospectus.

The Issuer cautions prospective investors that these forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed or implied by such statements, that such statements do not bind the Issuer and/or the Guarantor with respect to future results and no assurance is given that the projected future results or expectations covered by such forward-looking statements will be achieved.

Prospective investors are advised to read the EU Follow-on Prospectus in its entirety and, in particular, all the risk factors set out in the EU Follow-on Prospectus for a further discussion of the factors that could affect the Issuer's and Guarantor's future performance. In the light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in the EU Follow-on Prospectus may not occur. All forward-looking statements contained in the EU Follow-on Prospectus are made only as at the date of the EU Follow-on Prospectus. Subject to applicable legal and regulatory obligations, the Issuer and its directors expressly disclaim any obligations to update or revise any forward-looking statements contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

2.2. Risks relating to the Issuer's reliance on the Smartcare Group

The Issuer itself does not have any substantial assets, apart from the shares held in SGIL, and is essentially a special purpose vehicle set up to act as a financing company solely for the purpose of part-financing the needs of the Group and, as such, its assets consist primarily of loans issued to Group companies.

The Issuer is dependent on the business prospects of the Group and, consequently, the operating results of the Group have a direct effect on the Issuer's financial position. Therefore, the risks intrinsic in the business and operations of Group companies have a direct effect on the ability of the Issuer to meet its Bond Obligations. Accordingly, the risks of the Issuer are indirectly those of the Group and, in turn, all risks relating to the Group are the risks relevant to the Issuer.

The interest and dividend payments and loan repayments to be affected by Group companies are subject to certain risks. More specifically, the ability of Group companies to affect payments to the Issuer will depend on the cash flows and earnings of such Group companies, which may be restricted by: changes in applicable laws and regulations; the terms of agreements to which they are or may become party; or other factors beyond the control of the Issuer. The occurrence of any such factor could, in turn, negatively affect the ability of the Issuer to meet its obligations in connection with the payment of interest on the Bonds and repayment of principal when due.

2.3. Risks relating to the Group (including the Issuer and the Guarantor) and its business

2.3.1. RISKS RELATING TO THE HEALTHCARE INDUSTRY AND THE OPERATION OF THE CARE HOME GENERALLY

The Smartcare Group, through Smartcare Pinto Ltd which owns and operates the Care Home, is principally involved in the healthcare industry having commenced operations of the Care Home in December 2018, pursuant to which the Group is subject to general business risks inherent in the provision of accommodation and care for elderly persons.

Such risks include:

- regulations and laws relating to the healthcare industry are constantly evolving and are relatively untested by the local Courts;
- operations may be affected by changing consumer preferences, fluctuations in occupancy levels, increases in labour costs and other operating costs, competition from or the oversupply of other similar properties offering accommodation and care for elderly persons and general economic conditions;
- there is a risk of significant changes to current or future healthcare programs, and applicable laws and regulations that could be detrimental to the Group's business and financial position;
- breaches of law or license conditions could lead to, among other things, penalties, loss of operating licenses and damage to reputation;
- if the Care Home is not sufficiently successful in recruiting and retaining medical and nursing staff, its cost structure and profitability, but also its reputation and offering on the local market, will suffer;
- healthcare operators are exposed to the risk of medical indemnity or similar claims and litigation. Residents of the Care Home may threaten litigation, including for medical negligence or malpractice, which, if successful, could have an adverse impact on the financial performance, position and future prospects of the operation of the Care Home and the Group generally. Although professional indemnity and public liability insurance in respect of a range of events to which this operation may be susceptible has been taken out, no assurance can be given that such insurance will remain available in the future on commercially viable terms or at all; and
- the Care Home is susceptible to the outbreak of sickness which could present it with major operational difficulties in protecting residents and maintaining an adequate staffing profile, in addition to disrupting normal business activities.

Any one or a combination of the above factors may adversely affect the business, results of operations and financial condition of the Group.

Furthermore, the success of the Group depends, in large part, on the ability of management to effectively control its operations and maintain its capacity through effective marketing of its products and quality management. Specifically, SPL has negotiated a commercial service agreement with the Active Ageing and Community Care department in virtue of which SPL is guaranteed the occupancy of a number of beds within the Care Home, which agreement will expire during the life of the Bonds (further details on said agreement are set out in sub-section 5.5 below). Failure to renew this agreement on favourable terms could negatively affect the performance of the Group and its ability to meet its obligations. Should the agreement with the Government of Malta not be renewed, the Group will be exposed to a more volatile financial performance as the result of the marketing of its products and services to the general public. Any of the foregoing factors verifying themselves may adversely affect the Group's profitability and financial condition.

2.3.2. THE GROUP MAY NOT BE ABLE TO REDUCE THE CARE HOME'S FIXED COSTS RAPIDLY IN RESPONSE TO ANY REDUCTION IN REVENUE OR INCREASE IN VARIABLE EXPENSES

The fixed costs associated with owning and operating care homes for the elderly can be significant. The Group may be unable to reduce these fixed costs in a timely manner in response to changes in demand for services, increases in tax rates, utility costs, insurance costs, repairs and maintenance and administrative expenses. Any failure to adjust such fixed costs expeditiously may adversely affect the Group's profitability and financial condition.

2.3.3. RISKS RELATING TO THE FAILURE TO INTEGRATE SUSTAINABILITY FACTORS INTO THE GROUP'S BUSINESS MODEL

There is a growing expectation for businesses to ensure that they conduct their business in a sustainable and environmentally responsible manner, including by taking proactive measures to reduce their carbon footprint, maximise the use of recycled and recyclable or biodegradable materials, reduce the use of plastic, and increase the use of alternative and sustainable means of design, production, manufacturing, and construction. This trend is driven not only by growing concern surrounding the depletion of the natural environment and natural resources, the adverse effects of climate change, and the consequential negative effects of unsustainable practices, but also by legal and regulatory requirements. Additionally, with an increased emphasis on environmental, social, and governance ("ESG") considerations at a global level, the implementation of sustainable factors in the Group's business model is expected to come under increased scrutiny by investors, regulators, and the public at large. ESG considerations for the purposes of the Group's business may include, but are not limited to, energy performance, energy and resource efficiency, waste management, energy and water use, the use of renewables, as well as social and employment considerations of workers and the health and safety thereof.

The failure of the Group to ensure that it satisfies environmental and sustainability laws and regulations, or to meet market pressures and consumer expectations concerning sustainability, could, in the future, have a material adverse effect on the Group's business, financial condition, and/or results of operations, including a loss of business or business retention, exposure to regulatory fines, and the inability of the Group to obtain the necessary permits or other authorisations to carry out its business operations, projects, or investments.

2.3.4. SUBSTITUTE PRODUCTS AND COMPETITION

Customers' preferences may shift towards alternative healthcare solutions. If the Group does not anticipate and respond quickly enough to capitalise on such changing trends, its operating results could be adversely affected. The level of competition within the healthcare industry, particularly as regards accommodation and care for elderly persons, may increase, which may limit the future ability of the Group to maintain its market share and revenue level. Current and potential competitors may have longer operating histories, greater name recognition and/or greater financial, technical and other resources than the Group. Some of these competitors may be able to offer more attractive pricing and terms to their customers and adopt more aggressive pricing policies. There can be no assurance that the Group will be able to maintain or increase its market share and to compete effectively with current or future competitors or that the competitive pressures will not consequently have a material adverse effect on Group's business, financial condition, operational performance and, accordingly, on the Issuer's and/or Guarantor's ability to fulfil their respective obligations under the Bonds.

2.3.5. LABOUR FORCE SUPPLY

A major challenge for the healthcare sector is labour force supply. The healthcare sector is not always considered as providing attractive career opportunities, especially as more lucrative and financially rewarding sectors have developed in recent years, that may be more appealing than healthcare. As a result, it is becoming increasingly difficult to engage personnel when and as required and this may erode revenues because of lost business and hampered growth. The lack of human resource supply could also fuel unsustainable increases in pay, which would affect the Group's profits and erode the Group's overall competitiveness.

2.3.6. RISKS SPECIFIC TO PROPERTY DEVELOPMENT AND REALISATION OF BENEFITS EXPECTED FROM PROPERTY INVESTMENTS

One of the ancillary pillars of the Group's business, through Smartcare Properties Limited, Smartcare Developments Ltd and Bella Sicilia Srl, is property development, targeted at the commercial and residential market. The successful execution of the Group's property development pipeline, particularly the development projects undertaken in Sicily through Bella Sicilia Srl, is subject to a number of inherent risks, including cost overruns, insufficiency of resources to complete the developments, delays in obtaining planning approvals, development permits, occupancy permits and any other regulatory authorisations, construction delays, contractor or subcontractor performance issues, shortages or increases in the cost of labour and construction materials, unforeseen site conditions, adverse weather conditions, changes in applicable laws or regulatory requirements, the risk of sales transactions not materialising at the prices, volumes or within timeframes envisaged, or that the market demand for completed units is lower than anticipated and the risk of sales delays in completing developments or concluding sales result in a liquidity strain, higher interest costs and the erosion of revenue generation. The Group's financial projections and forecast cash flows are materially dependent on the timely completion of certain Sicilian development projects and the successful sale of the developed units. Accordingly, any delays in obtaining the required permits, completing construction, or finalising sales may result in actual financial performance differing materially from projected performance. If these risks were to materialise, they would have an adverse impact on the Group's revenue generation and cash flows.

The Group has made and expects to continue making significant investments in the acquisition, development and improvement of its existing and new properties as deemed appropriate. Renovating and improving existing properties and acquiring and developing new and commercially viable properties is important to the Group's business. The Group is susceptible to experiencing cost over-runs relating to unanticipated delays in developing property, unanticipated liabilities associated with property under development, delays in obtaining the necessary regulatory approvals and permits, construction delays, and by effecting enhancements to development projects. If these risks were to materialise, the Group may fail to realise the expected benefits from investments made in its properties and the Group's business, financial condition and results of operations, may be adversely affected.

2.3.7. PROMISE OF SALE AGREEMENTS

A significant portion of the Group's projected revenue from its Sicilian development projects is expected to be derived from units which are currently the subject of promise of sale agreements. Whilst such agreements provide an indication of anticipated future sales, they do not constitute completed transfers of ownership and remain subject to a number of conditions and completion risks. These may include the purchaser obtaining the necessary financing, the fulfilment of contractual obligations by the parties, the timely issuance of all required permits and authorisations, the completion of the relevant development, and the publication of the final deed of sale. Accordingly, there can be no assurance that promise of sale agreements will ultimately proceed to completion, or that completion will occur within the timeframes assumed by the Group in its financial projections.

Any delays, amendments, cancellations or failures to complete such transactions could result in projected revenues and cash flows being deferred or not materialising, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

2.3.8. PROPERTY VALUATION

The property valuation reports referred to in section 14 of this EU Follow-on Registration Document are prepared by independent qualified architects by giving due consideration to the valuation standards published by the Royal Institution of Chartered Surveyors (RICS). In providing a market value of each of the Security Property I and the Security Property II, each of the independent architects have made certain assumptions which ultimately may cause the actual values to be materially different from any future values that may be expressed or implied by such forward-looking statements or anticipated on the basis of historical trends as reality may not match the assumptions. There can be no assurance that such property valuation and property-related assets will reflect actual market values that could be achieved upon a sale, even where any such sale were to occur shortly after the valuation date. Actual values may be materially different from any future values that may be expressed or implied by forward-looking statements set out in the relative valuation or anticipated on the basis of historical trends, as reality may not match the assumptions made.

Furthermore, property values are affected by and may fluctuate, inter alia, as a result of changing demand, changes in general economic conditions, changing supply within a particular area of competing space and attractiveness of real estate relative to other investment choices. The value of the Group's property portfolio may also fluctuate as a result of other factors outside the Group's control, such as changes in regulatory requirements and applicable laws (including in relation to taxation and planning), political conditions, the condition of financial markets, potentially adverse tax consequences, and interest and inflation rate fluctuations.

The Group's operating performance could be adversely affected by a downturn in the property market in terms of capital values. The valuation of property and property-related assets is inherently subjective, due to, among other things, the individual nature of each property and the assumptions upon which valuations are carried out.

2.3.9. THE GROUP MAY NOT BE ABLE TO OBTAIN THE CAPITAL IT REQUIRES FOR DEVELOPMENT OR IMPROVEMENT OF EXISTING OR NEW PROPERTIES ON COMMERCIALY REASONABLE TERMS, OR AT ALL

The Group's ability to implement its business strategies is dependent upon, amongst other things, its ability to generate sufficient funds internally and to access external financing at acceptable costs. No assurance can be given that sufficient financing for its current and future investments will be available on commercially reasonable terms or within the timeframes required by the Group, also taking into account the need, from time to time, for the Group's properties to undergo renovation, refurbishment or other improvements. Any weakness in the capital markets may limit the Group's ability to raise capital for completion of projects that have commenced or for development of future investments. Failure to obtain, or delays in obtaining, the financing required to complete current or future developments on commercially reasonable terms, including increases in borrowing costs or decreases in loan funding, may limit the Group's growth and materially and adversely affect its business, financial condition, results of operations and prospects.

Specifically, as regards development projects, delays in the time scheduled for completion of Group projects may also cause significant delays in the tempo of the revenues forecasted by the Group to be generated from such projects, which can have a significant adverse impact on the Group's financial condition and cash flows in future.

3 • PERSONS RESPONSIBLE & AUTHORISATION STATEMENT

3.1. Persons responsible

This EU Follow-on Registration Document forms part of the EU Follow-on Prospectus prepared by the Issuer in accordance with the Prospectus Regulation, Commission Delegated Regulation (EU) 2026/773 and the Capital Markets Rules issued by the MFSA. Each Director of the Issuer whose name and function appear in sub-section 4.1 of this EU Follow-on Registration Document are identified as persons responsible for the information contained in this EU Follow-on Registration Document and accepts responsibility for the information contained herein.

To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this EU Follow-on Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors of the Issuer hereby accept responsibility accordingly.

3.2. Authorisation statement

This EU Follow-on Registration Document forms part of the EU Follow-on Prospectus and has been approved by the MFSA as the competent authority in Malta for the purposes of the Prospectus Regulation. The MFSA has only approved this EU Follow-on Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the securities that are the subject of the EU Follow-on Prospectus. Investors should make their own assessment as to the suitability of investing in the Bonds.

4 • IDENTITY OF DIRECTORS, SENIOR MANAGEMENT, ADVISORS AND AUDITORS

4.1. Directors of the Issuer

As at the date of this EU Follow-on Registration Document, the Board of Directors of the Issuer is constituted by the following six persons:

Mr William Wait (ID 253668M)	Blue Harbour, Flat 1, Triq Iz-Zonqor, Marsaskala MSK 1018, Malta	Executive Director and Chairperson
Mr Andrew Debattista Segond (ID 94573M)	Ivy House, Triq Ix-Xiber, Swieqi,	Executive Director
Mr Sandro Grech (ID 132568M)	8, Wied Il-Ghasel, Triq L-Inkurunazzjoni Mosta MST 1626 Malta	Independent, Non-Executive Director
Dr Adrian Sciberras (ID 224580M)	9, Fl 1, Blk 2, Triq il-Gandoffli, Marsaskala, Malta	Independent, Non-Executive Director
Mrs Isabella Vella (ID 0564564M)	239, Fl 8, Triq it-Torri, Tas Sliema, Malta	Independent, Non-Executive Director
Avv. Saverio Lauretta (Italian ID AY3302753)	85 Via Spadaro Benedetto, Ispica RG 97014 Italy	Non-Executive Director

Mr Sandro Grech, Dr Adrian Sciberras and Mrs Isabella Vella are considered as independent Directors since they are free of any business, family or other relationship with the Issuer, its controlling shareholder or the management of either, that could create a conflict of interest such as to impair their judgement. In assessing Mr Grech's, Dr Sciberras' and Mrs Vella's independence due notice has been taken of Rule 5.119 of the Capital Markets Rules.

The business address of the Directors is 326, Mdina Road, Qormi, Malta.

The Company Secretary of the Issuer is Dr Katia Cachia, holder of identity card number 246889M.

The following are the respective curriculum vitae of the Directors:

William Wait; Chairman and Executive Director

William is currently a senior officer employed with Smartcare Pinto Ltd. He is also the non-executive Chairman of Malta Enterprise, a post to which he was appointed in July 2016. Prior to this appointment, he occupied senior management positions within other Government entities. William is a director of the Toly Group, with whom he has been involved for the last 30 years in various positions, both executive and non-executive. William has served on the Councils of the Federation of Industry and the Malta Chamber of Commerce, Enterprise and Industry as Chairman of the Manufacturers and Other Industries Economic Board. Pre-2013, William also served on various Maltese Government Boards and Councils, including the Employment Relations Board and the M.C.E.S.D. – Malta Council for Economic and Social Development. During Malta's presidency of the Council of the European Union, between January and June 2017, William served as the President of the Working Party for Industry, within DG Grow. Today he serves as a director on various Maltese and foreign companies operating in a wide spectrum of industries, including generation of alternative energy, hospitality, property development, international trading and manufacturing. William has a B.A. (Hons.) Accountancy degree, is a Fellow of the Malta Institute of Accountants and holds a Certified Public Accountant (CPA) warrant.

Andrew Debattista Segond; Executive Director

Andrew incorporated Smart Homes Ltd in 2005 with the aim of providing high-quality construction services to both the private and public sector. Following the growth of this company, Andrew moved on to incorporate and directly manage three additional development companies (Kai Investments Ltd, Smarthomes Developments Ltd and Smarthomes Real Estate Ltd) through which all development projects were acquired. In turn, each company would then engage Smart Homes Ltd to carry out construction works on development sites. Andrew subsequently incorporated Smartcare Pinto Ltd, which is the owner and operator of the Care Home; Smartcare Properties Limited, which is involved in the ownership and management of property; and Smartcare Finance p.l.c., which is the financing company arm of the Group.

Sandro Grech; Independent, non-Executive Director

Sandro is a warranted certified accountant and auditor with over thirty years of post-graduate experience. During his post-qualification experience, Sandro gained experience in auditing, financial control and financial planning consultancy. Soon after graduating, Sandro worked for one year with the Government Internal Auditing Department, taking over the internal audit of two key government departments. Sandro previously worked as a senior in the auditing division at Deloitte for four years where he performed the audits of companies in the banking, insurance, retail, manufacturing, gaming and services sectors. Sandro has also led audit teams in the audit of international firms overseas, including international banks in Luxembourg and high-tech companies in Rome, Italy. He also worked as a financial controller within two of the top ten companies in the private sector in Malta, engaged in imports, wholesale and retail of goods. Prior to founding SG Malta Ltd, Sandro worked as a sole practitioner offering audit and accountancy services. Sandro has a B.A. (Hons) Accountancy degree from the University of Malta and is a Fellow of the Malta Institute of Accountants. Sandro is also a Member of the Institute of Financial Services Practitioners and holds a Certified Public Accountant (CPA) warrant and is a certified public auditor.

Adrian Sciberras; Independent, non-Executive Director

Adrian is a certified public accountant and advocate with specialisation in corporate law, taxation, and business consulting, who founded various businesses and currently practices in a law firm he founded. He holds degrees in accounting and advocacy and is a fellow member of the ACCA and a member of the Malta Chamber of Advocates.

Isabella Vella; Independent, non-Executive Director

Isabella is well versed in the banking, construction, real estate and hospitality sectors and has occupied various managerial positions and directorships in companies involved in these sectors bringing strong commercial judgement and adding enterprise value. For over two decades, Isabella sat on the Board of Directors of companies involved in the ownership and operation of the Westin Dragonara Hotel & Resort and The Malta Marriott Resort & Spa. Mrs Vella also holds a number of other non-executive directorships as on other locally listed entities.

Saverio Laurretta; Non-Executive Director

Saverio's career spans more than 26 years of experience in assets and projects management, financial management, business leadership, and corporate strategy. Saverio holds a law degree from the University of Catania (Italy) and has been practising law for over 26 years, also qualified to practice at the highest levels of jurisdiction. Over the course of his career, he has served as a professional lecturer and trainer.

4.2. Directors of the Guarantor

As at the date of this EU Follow-on Registration Document, the Board of Directors of SHL is constituted by the following persons:

Mr Andrew Debattista Segond (ID 94573M)	Ivy House, Triq Ix-Xiber, Swieqi,	Executive Director
Dr Adrian Sciberras (ID 224580M)	9, Fl 1, Blk 2, Triq il-Gandoffli, Marsaskala, Malta	Independent, Non-Executive Director
Mr William Wait (ID 253668M)	Blue Harbour, Flat 1, Triq Iż-Żonqor, Marsaskala MSK 1018, Malta	Executive Director and Chairperson

The company secretary of SHL is Mr Andrew Debattista Segond.

The curriculum vitae of each of Mr Andrew Debattista Segond, Dr Adrian Sciberras and Mr William Wait are set out in sub-section 4.1 above.

4.3. Senior management

The key members of the Group's management team are the following:

Mr Chris Camilleri; Group Chief Financial Officer

Following his studies Chris qualified in ACCA and today occupies the role of Chief Financial Officer of the Smartcare Group, a role he has held since joining the Group in January 2020. Prior to joining the Group Chris worked as a senior accountant with a local advisory firm servicing clients across a wide spectrum of corporate segments.

Mr Darren Borg; Group Accountant

Mr Borg is recognized for his strong, meticulous approach to his work, combined with a sharp eye for detail and disciplined adherence to deadlines. His structured mindset and commitment to quality ensure that tasks are executed with precision and reliability. A dedicated and dependable professional, Darren is truly an asset to the Group and a rare find.

Simon Debattista; Group Chief Operating Officer

Simon Debattista is the Chief Operating Officer of the Group, primarily responsible for overseeing all real estate developments and the general maintenance of the Group's assets. With 28 years of experience assisting the CEO, he brings extensive operational expertise, strategic oversight, and deep institutional knowledge to the organization, ensuring projects are executed efficiently and assets are managed to the highest standards.

Ms Natalie Micallef; Head of Clinical Services

Natalie graduated from the University of Malta in 2012 with a first-class degree in Nursing Studies from the Faculty of Health Sciences and she obtained a post graduate Diploma in Respiratory Medicine at the University of South Wales, in 2020. She read for a Master of Arts in Ageing and Dementia Studies at the University of Malta, having graduated in 2023. Natalie has held various positions within the medical industry in which she has been a staff nurse employed by the Ministry of Health at Mater Dei Hospital in Malta. Furthermore, she served as clinical tutor at the Faculty of Health Sciences at the University of Malta and provided mentoring to nursing students reading for their final year for either their degree or diploma. During the period between January 2017 and September 2018, Natalie also served as an IVI assessor of staff nurses working at Mater Dei Hospital. She has been occupying the position of Head of Clinical Services within SPL since October 2018.

Mr Erich Vassallo; Care Home Manager

Erich obtained a diploma in nursing from the Institute of Health Care in 1996. He obtained a Masters degree in Healthcare Management and Leadership from Idea Leadership and Management Institute in 2021. Erich was employed with the Department of Health in Malta since 1996 and has held various roles in Malta's public hospitals. Up until 2018, Erich held the role of Deputy Charge Nurse Medical Assessment with the Department of Health. He has been occupying the position of Head of Home within SPL since October 2018.

Mrs Rowlene Formosa; Group HR Executive and PA to the CEO

Rowlene Formosa has been the Personal Assistant to the CEO for the past 15 years, consistently proving herself to be loyal, efficient, and trustworthy. With extensive experience in executive support, she is highly organized, dependable, and plays a key role in ensuring smooth daily operations and effective coordination at senior management level.

Rowlene Formosa is a dedicated professional known for her strong organizational skills, attention to detail, and client-focused

approach. She brings reliability and efficiency to her role, ensuring smooth operations and effective communication while supporting team objectives with professionalism and commitment.

Mr Giuseppe Centore; Pozzallo Head Office, Office Manager

Giuseppe Centore is the Office Manager in Pozzallo, with strong experience in administrative coordination, client support, and daily office operations. Known for his reliability, organization, and attention to detail, Giuseppe ensures smooth workflow management, efficient communication, and professional assistance for both clients and staff. His local knowledge and practical approach make him a valuable point of reference for office administration and operational support in the Pozzallo area.

The Directors believe that the Group's present management organisational structures are adequate for the current activities of the Issuer and the Group generally. The Directors will maintain these structures under continuous review to ensure that they meet the changing demands of the Group's business and to strengthen the checks and balances necessary for optimum corporate governance and maximum operational efficiency.

4.4. Advisors to the Issuer

Legal Counsel

Name: VB Advocates
Address: 192, Old Bakery Street, Valletta VLT 1455, Malta

Financial Advisors

Name: Grant Thornton Malta
Address: Fort Business Centre, Triq l-Intornjatur, Zone 1,
Central Business District, Birkirkara CBD 1050, Malta

Sponsor, Manager & Registrar

Name: Calamatta Cuschieri Investment Services Limited
Address: Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta

As at the date of the EU Follow-on Prospectus none of the advisors named above have any beneficial interest in the share capital of the Issuer or the Guarantor. Additionally, save for the terms of engagement relative to their respective services provided in connection with preparation of the EU Follow-on Prospectus, no material transactions have been entered into by the Issuer or the Guarantor with any of the advisors referred to above.

4.5. Auditors

Name: Grant Thornton Malta
Address: Fort Business Centre, Triq l-Intornjatur, Zone 1,
Central Business District, Birkirkara CBD 1050, Malta

The annual statutory financial statements of the Issuer for the financial years ended 31 December 2023, 2024 and 2025 have been audited by Grant Thornton Malta. Grant Thornton Malta (accountancy board registration number AB/26/84/22) is a firm registered as a partnership of certified public accountants holding a practising certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta).

The annual statutory financial statements of the Guarantor for the financial years 31 December 2023, 2024 and 2025 have been audited by Grant Thornton Malta. Grant Thornton Malta (accountancy board registration number AB/26/84/22) is a firm registered as a partnership of certified public accountants holding a practising certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta).

4.6. Security Trustee

Name: Onyx Trustees Limited
Address: 52, St. Christopher Street, Valletta VLT 1462, Malta

Onyx Trustees Limited is duly authorised and qualified to act as a trustee or co-trustee in terms of the Trusts and Trustees Act (Chapter 331 of the laws of Malta).

5 • INFORMATION ABOUT THE ISSUER AND THE GUARANTOR

5.1. Historical development of the Issuer

Full legal and commercial name of the Issuer:	Smartcare Finance p.l.c.
Registered address:	326, Mdina Road, Qormi
Place of registration and domicile:	Malta
Registration number:	C 90123
Date of registration:	7 January 2019
Legal form:	The Issuer is lawfully existing and registered as a public limited liability company in terms of the Act
Legal Entity Identifier:	39120OVICFPFLUX5BL94
Telephone number:	+356 21 449 574
E-mail address:	info@smartcaremalta.com
Website*:	www.smartcaremalta.com

**The information on the Issuer's website does not form part of the EU Follow-on Prospectus, unless that information is incorporated by reference into the EU Follow-on Prospectus.*

The Issuer was registered in Malta as a public limited liability company on 7 January 2019 and is domiciled in Malta.

The principal object of the Issuer, which was set up and established to act as the finance company of the Smartcare Group, is to carry on the business of a finance and investment company in connection with the ownership, development, operation and financing of the business activities of the Group, whether in Malta or overseas, and for such purpose:

- A) (i) to lend or advance money or otherwise give credit to any company now or hereinafter forming part of the Group, with or without security and otherwise on such terms as the directors may deem expedient; and (ii) to invest and deal with the moneys of the company and any company now or hereinafter forming part of the Group in or upon such investments and in such manner as the directors may, from time to time, deem expedient; and
- B) to borrow or raise unlimited sums of money in such manner as the Issuer may think fit and in particular by the securitisation of any receivables or other assets of the Issuer, by the issue of bonds, debentures, commercial paper, notes or other instruments creating or acknowledging indebtedness, and to offer same on sale to the public, and to secure the repayment of any money borrowed or raised and any interest payable thereon by the hypothecation or the creation of any other charge upon the whole or part of the moveable and immovable property of the Company, present and future.

As at the date of the EU Follow-on Prospectus, the Issuer has an authorised and issued share capital of four million seventy-two thousand eight hundred thirty-three Euro (€ 4,072,833) divided into four million seventy-two thousand eight hundred thirty-three (4,072,833) Ordinary shares of one Euro (€1.00) each, fully paid up, which are subscribed and held by Smartcare Holdings Ltd as to 4,072,832 Ordinary shares of €1.00 each and by Andrew Debattista Second as to 1 Ordinary share of €1.00. Further details concerning the manner in which the shares in the Issuer are subscribed to are set out in sub-section 11.1 of this EU Follow-on Registration Document.

The Issuer is not intended to undertake any trading activities itself apart from the raising of capital and the advancing thereof to members of the Group. Accordingly, the Issuer is economically dependent principally on the financial and operating performance of the businesses of Group entities, comprising the business of healthcare for the elderly, hospitality and real estate development (further details of said entities and their respective businesses are set out in sub-section 5.4 of this EU Follow-on Registration Document).

The Issuer is, therefore, intended to serve as a vehicle through which the Group will continue to finance its future projects, principally and in the immediate future the projects set out in detail in sub-section 5.5 of this EU Follow-on Registration Document, as well as other projects that may be undertaken by its subsidiary companies; and/or enabling the Group to seize new opportunities arising in the market.

Since its incorporation, the Company issued three bonds, two of which are currently listed and trading on the Official List of the Malta Stock Exchange.

Specifically, in May 2019, the Company issued to the public in Malta on the Prospects MTF list of the Malta Stock Exchange €5,000,000 secured bonds due in 2029 (ISIN: MT0002251206) of a nominal value of €100 per bond bearing an interest rate of 5% per annum, issued at par pursuant to a company admission document dated 28 May 2019. The said Prospects MTF Bonds issued by the Issuer in 2019 were redeemed in full on the 30 March 2021, subsequent to the issue of the 2021 Smartcare Bonds as detailed in the 2021 Smartcare Prospectus.

In March 2021, the Company issued to the public in Malta and listed on the Official List of the Malta Stock Exchange €13,000,000 secured bonds due in 2031 of a nominal value of €100 per bond bearing an interest rate of 4.65% per annum, issued at par and redeemable on 22 April 2031 at their nominal value, pursuant to the terms and conditions set out in the 2021 Smartcare Prospectus. The 2021 Smartcare Bonds (ISIN: MT0002251214) are guaranteed jointly and severally by the Guarantor and SPL and are secured by the following security rights: (i) a first ranking special hypothec over the Care Home up to the amount of €13,000,000; (ii) a pledge by SGIL over all of its shares held in Smartcare Pinto Ltd; and (iii) a pledge over the proceeds from the insurance policy providing for the full replacement value of the Care Home, details of which security rights are set out in the 2021 Smartcare Prospectus. The first €5,000,000 of net proceeds raised pursuant to the issue of the 2021 Smartcare Bonds were used by the Issuer to finance the redemption of the outstanding amount of €5,000,000 5% 2019 Prospects MTF bonds referred to above. As at the date of this EU Follow-on Registration Document, the amount of €13,000,000 of the 2021 Smartcare Bonds remains outstanding.

In July 2022, the Company issued to the public in Malta and listed on the Official List of the Malta Stock Exchange €7,500,000 secured bonds due in 2032 of a nominal value of €100 per bond bearing an interest rate of 4.65% per annum, issued at par and redeemable on 23 August 2032 at their nominal value, pursuant to the terms and conditions set out in the 2022 Smartcare Prospectus. The 2022 Smartcare Bonds (ISIN: MT0002251222) are guaranteed by the Guarantor and are secured by the following security rights: (i) a first ranking special hypothec over the immovable property comprising the Care Home up to an amount of €3,000,000; (ii) a first ranking special hypothec over the immovable property comprising a separate wing (wing 1) forming part of the Segond Boutique Hotel up to an amount of €3,500,000, together with a pledge over the proceeds from the insurance policy providing for the full replacement value of the immovable property comprising a separate wing (wing 1) forming part of the Segond Boutique Hotel; and (iii) a first ranking special hypothec over the immovable property situated at 73, Tower Road, Sliema, Malta up to an amount of €1,500,000, together with a pledge over the proceeds from the insurance policy providing for the full replacement value of the immovable property situated at 73, Tower Road, Sliema, Malta, details of which security rights are set out in the 2022 Smartcare Prospectus. As at the date of this EU Follow-on Registration Document, the amount of €7,500,000 of the 2022 Smartcare Bonds remains outstanding.

There are no recent events particular to the Issuer which are, to a material extent, relevant to the evaluation of the Issuer's solvency.

The Issuer operates exclusively in and from Malta.

5.2. Historical development of the Guarantor

5.2.1. SMARTCARE HOLDINGS LTD

Full legal and commercial name of the Guarantor:	Smartcare Holdings Ltd
Registered address:	326, Mdina Road, Qormi
Place of registration and domicile:	Malta
Registration number:	C 90121
Date of registration:	7 January 2019
Legal form:	SHL is lawfully existing and registered as a private limited liability company in terms of the Act
Legal Entity Identifier:	391200POKC4J2V476Z70
Telephone number:	+356 21 449 574
E-mail address:	info@smartcaremalta.com
Website*:	www.smartcaremalta.com

**The information on the Guarantor's website does not form part of the EU Follow-on Prospectus, unless that information is incorporated by reference into the EU Follow-on Prospectus.*

SHL was registered in Malta in terms of the Act on 7 January 2019 as a private limited liability company with the principal object of subscribing for, taking, purchasing, selling, investing in, exchanging or otherwise acquiring, holding, managing, developing, dealing with and turning into account any bonds, debentures, shares (whether fully paid or not), stocks, options or securities of governments, states, municipalities, public authorities or public or private, limited or unlimited companies, and whether on a cash or margin basis and including short sales and to lend or borrow money against the security of such bonds, debentures, shares, stocks, options or other securities. SHL is empowered in terms of its Memorandums of Association to guarantee, support or secure the performance of any obligations or commitments, including obligations on the payment of money, by any person, company or corporation.

As at the date of the EU Follow-on Prospectus, SHL, which is the parent company of the Smartcare Group, has an authorised and issued share capital of €2,374,526 divided into 2,374,526 Ordinary shares of €1 each, fully paid up, which are subscribed and held in their entirety by Andrew Debattista Segond. Further details concerning the manner in which the shares in SHL are subscribed to are set out in sub-section 11.3 of this EU Follow-on Registration Document.

There are no recent events particular to SHL which are, to a material extent, relevant to the evaluation of its solvency.

SHL operates exclusively in and from Malta.

5.3. Obligations of the Guarantor in terms of the issue of the 2021 Smartcare Bonds and 2022 Smartcare Bonds

In terms of the 2021 Smartcare Prospectus regulating the terms and conditions of the 2021 Smartcare Bonds issued by the Issuer, SHL stands surety jointly and severally with SPL and with the Issuer and irrevocably and unconditionally guaranteed the due and punctual performance of all obligations undertaken by the Issuer under the 2021 Smartcare Bonds and, accordingly, undertook to each holder of the 2021 Smartcare Bonds that if for any reason the Issuer fails to pay any sum payable by it to such bondholder pursuant to the terms and conditions of the 2021 Smartcare Prospectus as and when the same shall become due, SHL will (on a joint and several basis with SPL) pay to such bondholder on written demand the amount payable by the Issuer to such bondholder, be it by way of interest or principal amount due under the 2021 Smartcare Bonds. The obligations of SPL and SHL under the guarantee dated 19 February 2021 shall remain in full force and effect until no sum remains payable to any holder of the 2021 Smartcare Bonds.

In terms of the 2022 Smartcare Prospectus regulating the terms and conditions of the 2022 Smartcare Bonds issued by the Issuer, SHL stands surety jointly and severally with the Issuer and irrevocably and unconditionally guaranteed the due and punctual performance of all obligations undertaken by the Issuer under the 2022 Smartcare Bonds and, accordingly, undertook to each holder of the 2022 Smartcare Bonds that if for any reason the Issuer fails to pay any sum payable by it to such bondholder pursuant to the terms and conditions of the 2022 Smartcare Prospectus as and when the same shall become due, SHL will pay to such bondholder on written demand the amount payable by the Issuer to such bondholder, be it by way of interest or principal amount due under the 2022 Smartcare Bonds. The obligations of SHL under the guarantee dated 22 July 2022 shall remain in full force and effect until no sum remains payable to any holder of the 2022 Smartcare Bonds.

5.4. Overview of the Group's business

Mr Andrew Debattista Segond incorporated Smart Homes Ltd in 2005 with the aim of providing high-quality construction services to both the private and public sectors. As his business grew, Mr Debattista Segond moved on to incorporate and directly manage three additional development companies (Kai Investments Ltd, Smarthomes Developments Ltd and Smarthomes Real Estate Ltd) through which all development projects were acquired. In turn, each company would then engage Smart Homes Ltd to carry out construction works on development sites.

Following his successes with his construction companies over the years, Mr Debattista Segond entered into the healthcare for the elderly sector and the hospitality sector. In this regard, Smartcare Pinto Ltd was incorporated in May 2018, intended to be the owner and operator of the Care Home. In July 2019, SBHL was set up to own the Segond Boutique Hotel and Smartcare Properties Limited was incorporated on 7 January 2019 to serve as the holding company of properties forming part of the Group. Furthermore, on 10 November 2023, Mr Debattista Segond set up Bella Sicilia Srl for the purpose of developing and selling high-end villas and premium apartments in Sicily. Bella Sicilia Srl was incorporated into the Group on 29 December 2025.

5.5. Principal investments of the Group

5.5.1. THE CARE HOME

The Group, through the operating company Smartcare Pinto Ltd, owns and currently operates a 179 long-term care bed old people's home, Dar Pinto, situated in Qormi through a private-public partnership agreement with the Active Ageing and Community Care department.

The Care Home, which is fully operational, is housed within a six-storey property which stretches between two parallel streets in Qormi, spanning from Triq Guze Duca on one end to Triq I-Imdina at the other end. The property has a street frontage of approximately 29 metres on Triq Guze Duca and approximately 13 metres on Triq I-Imdina. The original approved permit allowed for the home to have 32 residents' rooms, for a total of 78 beds. The Care Home includes a Chapel, a dining room, a kitchen and other amenities. The basement of the property houses 13 car parking spaces accessed by a ramp leading to Triq I-Imdina. Originally, the property over which the Care Home has been built was spread over five floors starting at basement level (garage) and ending at third floor level that is receded from the two street facades.

The gross floor area of the basement garage and the ground floor measures approximately 710 square metres. The gross floor area of the first and second floor is of 650 square metres each and the gross floor area of the receded level is of

480 square metres. The gross floor area of the total development spread over all five floors is approximately 3,200 square metres. However, in line with an additional approved permit, Smartcare Pinto Ltd extended the receded floor to form a full floor, as well as the addition of a further full floor and a recessed floor.

In 2020 SPL was granted approval (PA/01258/20) to extend the Care Home into an adjacent plot on Mdina Road, Qormi. This development, associated with the acquisition of two adjacent properties in Mdina Road, Qormi, was covered by a valid and approved planning permit. On 13 May 2021, SPL completed the acquisitions of each of said adjacent properties and development of the said properties started in November 2021. The works and finishing in respect of said first extension has been completed, and in 2023, 47 beds were added to the bed capacity. With this extension, the Care Home increased its total floor area by 1,390 square metres, also resulting in additional beds. As at the date of this EU Follow-on Registration Document the Care Home operates 179 beds.

Additionally, to the foregoing, during the years 2022 and 2023, SPL acquired another two adjacent plots on Mdina Road and is carrying out a second extension to the Care Home. In this regard, a planning application (PA/02321/22) seeking to further extend the Care Home into another two adjacent plots on Mdina Road, was granted on the 14 July 2022. Specifically, the application provides for the demolition of the ground and first floor level of the Care Home, with a different layout from that previously approved, and an extension at ground, first, second, third, fourth and fifth floor levels to create rooms to cater for an additional 34 beds, to bring the total number of beds in the Care Home to 213 beds.

The works relative to the second extension are currently underway and the effect on the day-to-day running of the Care Home of the extension works is insignificant and the existing Care Home is able to continue functioning as usual throughout all of the extension works. The second extension of the Care Home is due to be completed by Q2 2027.

Specifically, as regards the occupancy of the Care Home, on 23 May 2019 SPL entered into a service agreement with the Active Ageing and Community Care Department (AACCD) in virtue of which SPL is guaranteed the occupancy of a number of beds within the Care Home for a period of five years (until 31 May 2024). A subsequent service agreement was entered into on the 1 June 2024 between SPL and the AACCD (hereinafter the **"Care Home Agreement"**), for the provision of a maximum of one hundred and seventy-seven (177) beds for a period of five years (valid until the 31 May 2029). The Care Home Agreement, which stipulates fixed rates for low dependent residents, medium dependent residents and high dependent residents, respectively, is subject to renewal for a further period of 1 year beyond the initial five-year term. Accordingly, in virtue of the Care Home Agreement the Government of Malta has committed to take-up all of the beds within the Care Home for the term of said agreement, which effectively means that the Government of Malta is presently the Care Home's only customer. The Care Home reached full occupancy in April 2020 and has retained full occupancy to the date of this EU Follow-on Registration Document.

The market value of the Care Home once the second extension is completed, is expected to reach €22.3 million at stabilised operations.

5.5.2. SECOND BOUTIQUE HOTEL

The Group, through Second Boutique Hotels Limited, owns land in Xagħra, Gozo and in 2021 completed the development and construction of The Second Boutique Hotel. The hotel, which has a total of 51 double rooms, consisting of 14 large suites, which include a jacuzzi or pool, and 37 double rooms, opened its doors to the public and commenced operations in January 2022.

The hotel is situated on two sites along two adjoining streets in Xagħra, Gozo. The sites together have total footprint of circa 892 square metres. One site is situated on Triq il-Kommitiva while the other site is situated on Triq ta' Gajdoru.

The site situated on Triq il-Kommitiva has a total of 6 floors, including basement and a setback level, with a total of 30 rooms. The basement provides for 5 car parking spaces together with areas allocated for a bathroom and staff changing rooms. The hotel's facilities include 2 reception areas, bar area, restaurant and bar which doubles up as a breakfast room, seating area, luggage room and a roof-top pool.

The other site situated on Triq ta' Gajdoru is spread over four floors, including a basement, which basement is used as a storage space and includes bathroom facilities. This part of the hotel has a total of 21 rooms.

The hotel pre-opening expenses and overruns and improvements carried out at the hotel were financed through a bank facility in the amount of circa €1,330,000 with Lombard Bank, pursuant to a sanction letter dated 15 November 2021, which was renewed on 26 August 2024. The following security inter alia was constituted in favour of Lombard Bank:

- i) A general hypothec over all property in general present and future of Second Boutique Hotel Limited for the amount of €1,330,000;
- ii) A first special hypothec over Wing 2, the Second Boutique Hotel, Triq il-Kommitiva, Xagħra Gozo for the amount of €1,330,000; and
- iii) A second special hypothec over Wing 1, the Second Boutique Hotel, Triq il-Kommitiva, Xagħra Gozo for the amount of €1,330,000.

Part of the net Bond Issue proceeds, in the amount of €750,000 shall be utilized to finance the repayment of the outstanding balance of the aforementioned Lombard Bank facility as set out in section 5.1 of the EU Follow-on Securities Note, and therefore any and all encumbrances registered pursuant to the sanction letter shall be released.

The Second Boutique Hotel was leased to a third-party operator as from 1 February 2025, for a term of fifteen (15) years, pursuant to a lease agreement dated 22 January 2025. Under the terms of the lease agreement, the operator is responsible for the operation and management of the hotel throughout the lease term and, subject to the satisfaction of the conditions set out in the lease agreement, holds an option to purchase the property upon expiry of the lease.

5.5.3. XAGHRA PROPERTY DEVELOPMENT

Since March 2020, the Group, through Smartcare Developments Ltd, has owned a plot of land in Xaghra, Gozo with a total area of approximately 1,142 square metres. The site, known as Ta' Germinda', also referred to as Ta' Karaviza', is accessible from Triq ta' Karkar, within the limits of Xaghra, Gozo. The Group developed the site into a residential complex intended for resale.

The development consists of a mix of one-bedroom, two-bedroom and three-bedroom apartments, as well as penthouse units, all supported by underlying garages. The Group obtained development permits to construct two blocks of apartments comprising ten apartments each, with six garages and six car spaces, together with a further block comprising fourteen apartments with six underlying garages. Construction works commenced in January 2021 and the development has since been fully completed.

As at the date of this EU Follow-on Registration Document, all units within the development have been sold, with the exception of five apartments, which are currently on promise of sale agreements and are anticipated to be sold during the last quarter of 2026.

5.5.4. TOWER ROAD, SLIEMA HOTEL

In 2022, Smart Suites Ltd acquired a 65-year temporary emphyteusis from the Archdiocese of Malta on a property situated at 73, Tower Road, Sliema, Malta. The property is covered by a valid planning permit to construct a restaurant Class 4D at ground and first floor level and an overlying Class 3A guest house with a total of 14 rooms. It is currently being developed into a hotel with 12 standard rooms, one suite and one penthouse suite. Of these, 6 rooms and the penthouse have an indoor pool. The property is currently subject to a promise of sale agreement with a third party to purchase the property during in 2029.

The property has a first ranking special hypothec registered in favour of Onyx Trustees Limited as trustee of the Smartcare Security Trust II to secure the obligations of the Issuer pursuant to the 2022 Prospectus.

On 11 March 2024, as amended on 2 December 2025, SSL entered into a promise of sale to transfer the 65-year emphyteusis over the property for €2.4 million, partly settled through a catering barter agreement between SPL and the buyer. The promise of sale expires in March 2031, but the property is expected to be delivered fully finished by 2029. The project is currently in its construction phase with an estimated completion date in last quarter of 2026.

5.5.5. HAMRUN DEVELOPMENT

In December 2021, the Group acting through Smartcare Developments Ltd (C 94871) acquired a block of buildings forming part of the Roxy Home Furnishings complex situated in Saint Joseph High Road, Hamrun, with its underlying land and overlying roof and airspace, numbered 797, 798, 799, 800 and 801, the latter extending above and also including the airspace overlying the adjacent properties numbered 802 and 803. The properties acquired include two doors numbered 11 and 11A in Saint Thomas Alley, Hamrun and one-half undivided share of the Alley.

In January 2021, a full development permit was granted to demolish part of the existing showroom building, retaining the facade and the large internal arches, to dismantle and incorporate the existing smaller arches into the proposed building, to excavate one level over a portion of the site, for the construction of basement parking and to construct a building with a mixed use of residential, 29 apartments at the upper floors and retail Class 4B, office Class 4A at the ground floors. The residential part of the development will be offering a mix of one-bedroom, two-bedroom and penthouse units.

Works on the development were completed in 2025. As at 31 December 2025, Smartcare Developments Ltd has sold a total of 19 apartments, 3 maisonettes and 5 penthouses. 6 apartments and 1 maisonette are currently under promise of sale. Furthermore, 2 parking spaces and 14 garages were sold and only 2 additional garages remain available for sale.

5.5.6. MALTESE DEVELOPMENT PROJECTS

In April 2022, Smartcare Developments Ltd acquired a farmhouse in Pieta', together with all its rights and appurtenances, including its surrounding gardens and structures, overlying roofs and underlying terrain, altogether occupying a superficial area of circa 770m², for a consideration of €1.1 million. A full development application (PA/03161/22) was submitted to demolish existing rooms, retaining part of the garden wall and to excavate the site to form a basement and to construct 5 terraced houses having basement, ground, first and setback second floor with proposed pool in the garden of three of the

houses and a pool on the roof terrace on two of the houses. The demolition and development works have been completed in 2024 and all finishing works are expected to be completed during 2026.

During the course of 2025, Smartcare Developments Ltd acquired a site in Żebbuġ, Malta. Smartcare Developments Ltd has obtained a planning application to part demolish the existing house, excavate and construct an extension to the structure to cater for two (2) units with garages and three-bedroom houses with pools in Triq is-Sigġiewi, Żebbuġ. The project is anticipated to be completed during 2027 and is currently on a promise of sale agreement and are anticipated to be sold upon the completion of the project.

Similarly, on 5 December 2022, Smartcare Properties Ltd acquired a site located in Żejtun, Malta. Smartcare Properties Ltd has obtained a planning application to demolish the existing dilapidated structures, excavate and construct one floor of basement garages with an access from an existing garage opening in Triq Santa Monika, together with the construction of two overlying three-bedroom terraced houses with pools. The development is expected to be completed by the end of 2026.

In 2024, the Group acquired a property located in Żurrieq, Malta part financed by FCM Bank. The property is covered by a planning permit to demolish internal garages and a maisonette and construct a townhouse with a pool and garage. The demolition works have been completed and construction works have commenced in Q1 of 2026. The project is anticipated to be completed during 2027 and is currently on a promise of sale agreement and are anticipated to be sold upon the completion of the project.

5.5.7. BELLA SICILIA

Bella Sicilia S.r.l. was set up in Italy on 10 November 2023, with its registered office at Via Variante S.S. 115 1/B, CAP 97015, Modica (RG), which has an issued and fully paid-up share capital of €125,000. With effect from 29 December 2025, all the shares in the issued share capital of Bella Sicilia Srl were transferred to SGIL from Andrew Debattista Segond.

The consideration for the transfer of the entire issued share capital of Bella Sicilia to SGIL, consisted of the issue and allotment to Andrew Debattista Segond of 3,822,833 ordinary shares of a nominal value of €1 each in SGIL, issued at par. As a result, Bella Sicilia Srl has become a wholly owned subsidiary of SGIL and is now interposed within the Smartcare Group.

BSS was established with the objective of developing and selling high-end villas and premium apartments in Sicily. The company currently holds several properties earmarked for development, as well as land subject to a promise of sale agreement. A recent independent valuation of Bella Sicilia Srl, based on a discounted cash flow analysis, estimated the company's enterprise value at €12 million.

Bella Sicilia Srl is rapidly gaining recognition as the leading real estate developer in Southeast Sicily, setting new benchmarks for quality, innovation, and sustainable growth. With an expanding workforce, enhanced infrastructure, and significant investments in new offices, storage facilities, and cutting-edge construction machinery, the company is poised for even greater success in 2026 and beyond. As the demand for high-end real estate in Sicily continues to rise, Bella Sicilia Srl has been growing its team of skilled professionals, including architects, engineers, and construction experts. The company's commitment to excellence has attracted top talent, reinforcing its position as a key player in the region's real estate market.

Bella Sicilia S.r.l.'s development programme is financed through a diversified funding model comprising Bond proceeds, shareholders' equity, internally generated funds, profits generated from the Group's operating activities, customer deposits received pursuant to executed promise of sale agreements, stage payments received from purchasers during the construction period, and proceeds generated from completed property sales. Accordingly, the Bond proceeds represent one component of the Group's overall funding structure and are intended to partially finance the Group's development pipeline rather than fund the entire cost of any individual development project. The remaining funding requirements will continue to be met through the Group's existing funding sources and internally generated cash flows.

The Group's development model is based on a phased approach whereby construction expenditure is incurred progressively throughout the development cycle and is supported by corresponding cash inflows, including customer deposits and stage payments received under contractual arrangements with purchasers. Bella Sicilia S.r.l. has already secured a number of property sales through executed promise of sale agreements across its development portfolio, generating customer deposits which contribute towards the funding of the relevant developments. In addition, projects nearing completion or delivery, including Trilogia, Sampieri and San Andrea, are expected to generate further cash flows which will be reinvested into the Group's ongoing and future development pipeline, including Del Borgo Albaccara and other strategic projects.

Among its active pipeline, BSS has a number of development projects currently underway, most notably Manneggio del Cavalliere, Borgo Zesira project, Del Borgo Albaccara, San Andrea Villette and the Laguna Residences.

The Borgo Zesira project is set on a 90,000 sqm site and already includes a 285 sqm villa with an infinity pool overlooking a panoramic landscape. A second 285 sqm villa has an approved development permit, and the Group is currently in the process of applying for permits for an additional two villas, further enhancing the exclusivity of the development.

The Manneggio del Cavaliere project will be developed as an agriturismo, comprising horse stables, five villas arranged around a lagoon-style layout, and a 200 sqm swimming pool, together with educational programmes and organised activities. The project is covered by a valid planning permit and is intended to provide additional leisure, lifestyle and educational services to local families and, most importantly, to the Group's clients.

Bella Sicilia S.r.l. is engaged in the development of the Del Borgo Albaccara residential project, a gated residential community in Sicily. During 2024 and 2025, Bella Sicilia S.r.l. acquired four rural buildings for an aggregate consideration of approximately €125,000 and entered into promise of sale agreements in respect of seven parcels of land for an aggregate consideration of approximately €345,000. The Del Borgo Albaccara project is intended to comprise fourteen independent villas, each featuring a private swimming pool and approximately 1,000 square metres of private garden area. The villas are intended to be delivered to purchasers in a highly finished condition.

In 2025, Bella Sicilia S.r.l. obtained development permits for two villas under permit numbers 17375 and 17385. The remaining twelve villas are expected to be developed following the issuance of the relevant permits. Construction works on the first two villas are currently underway, with finishing works expected to commence shortly and completion and delivery anticipated during 2026. The remaining villas are expected to be developed progressively between 2026 and 2028.

The total revenue expected to be generated from the Del Borgo Albaccara project is projected at approximately €7.1 million, with total development costs, including land acquisition costs, construction costs, finishing and furnishing costs, capitalised interest and commissions, expected to amount to approximately €5.0 million.

As at 31 December 2025, five villas forming part of the Del Borgo Albaccara project were subject to promise of sale agreements with an aggregate value of approximately €2.2 million, while the remaining units remained available for sale.

The Group intends to finance the development costs through internally generated funds, including proceeds from ongoing property sales and profits generated from the Group's operating businesses.

The Laguna Residences project consists of a closed gated community residential development supported by a valid *Permesso di Costruire (PDC)*. The project will include 67 residential properties, a 1,000 sqm laguna, and a beach club known as Sora featuring a 400 sqm swimming pool, designed to create a high-quality lifestyle environment within a secure and integrated community setting. The project will feature luxury maisonette residences and villas, a cafeteria and lounge, padel courts, parking facilities and approximately 20,000 sqm of landscaped gardens and open spaces. The Laguna Residences will comprise a selection of high-end three-bedroom apartments, each with a private garden or roof terrace, arranged around and overlooking a 100-metre private lagoon swimming pool, with direct access to the lagoon area. All units will be finished to high specifications and benefit from reserved private parking close to each residence. Strategically located between the sought-after beaches of Pozzallo and Ispica, the development offers excellent connectivity, including close access to the motorway, Pozzallo ferry terminal to Malta, Modica, Ragusa's golf course and Catania International Airport.

As at 31 December 2025, 41 units forming part of the Laguna Residences project were subject to promise of sale agreements for an aggregate consideration of approximately €11.3 million, while the remaining units remained available for sale. Although such promise of sale agreements provide visibility over anticipated future revenues, completion of such sales remains subject to the satisfaction of applicable conditions and the execution of final deeds of sale.

As at the date of this EU Follow-on Prospectus, Bella Sicilia Srl has secured ownership of the principal land parcels comprising the core of the Laguna Residences. Development works have already commenced. Such works include the formation of road infrastructure, excavation works for the first 16 apartments, and the construction of Villa No. 2, which has been completed, with further works ongoing. Bella Sicilia Srl is also progressing preparations for the commencement of foundation works for the first 16 apartments.

Accordingly, Bella Sicilia Srl has secured the principal development site and is in the process of completing the acquisition of the remaining land parcels required for the delivery of the Laguna Residences masterplan.

In addition, Bella Sicilia Srl intends to apply part of the Bond Proceeds towards the acquisition of an agricultural farm adjacent to the Laguna Residences development. Completion of the acquisition is scheduled for last quarter of 2026. Following completion of such acquisition, Bella Sicilia Srl intends to use an amount of approximately €230,000 from the Bond Proceeds, together with associated transaction and settlement costs, including professional fees, notarial fees, registration charges and applicable taxes incurred in connection with such acquisition, to reimburse the Group for the acquisition costs incurred. Furthermore, an amount of circa €5,510,000 of the Bond Issue net proceeds will be used by Bella Sicilia Srl to part-finance construction and development costs of the Laguna Residences, in accordance with the use of proceeds described in Section 5.1 of the EU Follow-on Securities Note.

Over the term of the Bonds, Bella Sicilia Srl intends to progress through multiple development cycles, with completed projects and reinvestment in further property and/or land acquisitions supporting the advancement of subsequent developments within the Group's pipeline. This approach is expected to facilitate the continued growth and expansion of its real estate portfolio.

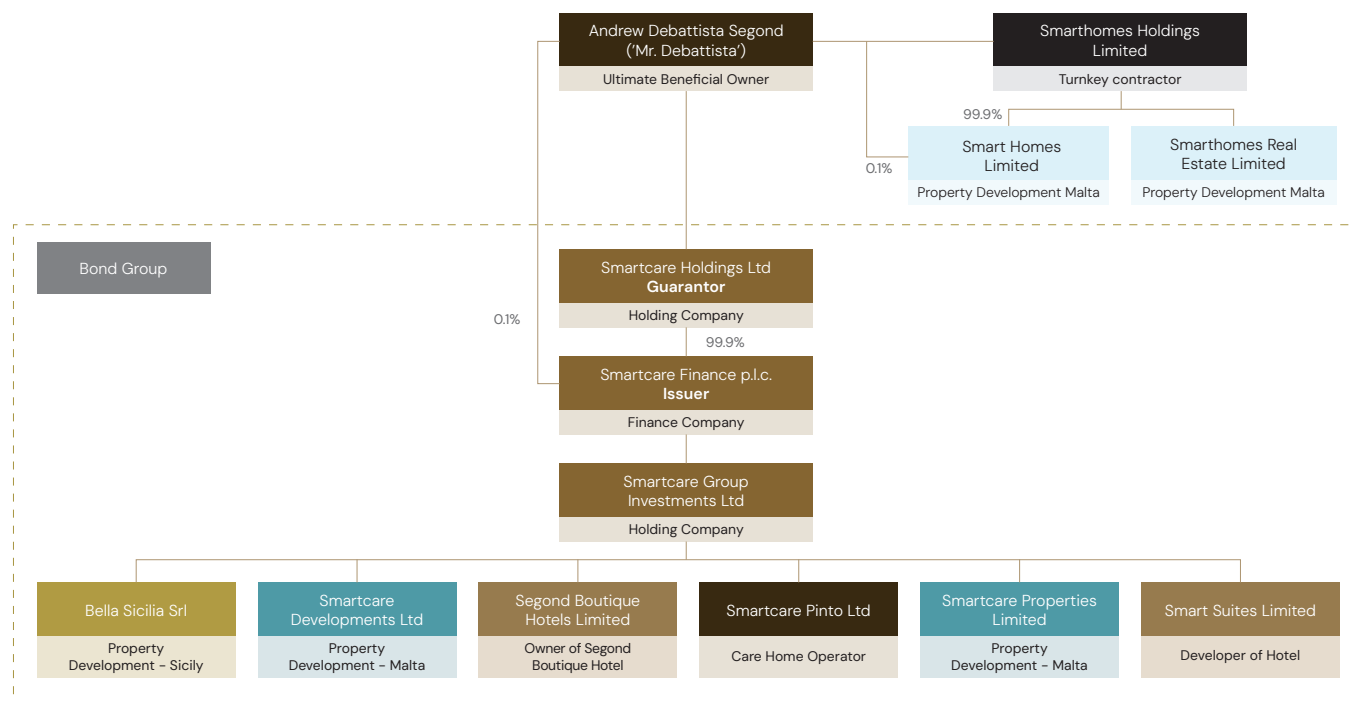
Save for the above, the Issuer and the Group generally is not party to any other principal investments, and has not entered into or committed for any principal investments, subsequent to 31 December 2025, being the date of the latest audited financial statements of the Issuer and the Guarantor.

5.6. Organisational structure

As previously stated, the Issuer is a special purpose vehicle set up to act as a financing company for the needs of the Smartcare Group and, as such, it is dependent on the business prospects and operating results of Smartcare Group entities. Mr Andrew Debattista Segond ultimately, through Smartcare Holdings Ltd, owns 100% of the Group.

In terms of the 2021 Smartcare Prospectus, with effect from 30 March 2021 SGIL granted a pledge over all of its shares held in SPL in favour of the Security Trustee for the benefit of holders of the 2021 Smartcare Bonds.

The organisational structure of the Smartcare Group as at the date of the EU Follow-on Prospectus is illustrated in the diagram below:



Note 1: Unless otherwise stated, all companies are 100% owned

5.7. The Collateral granted in favour of the Security Trustee

Security for the fulfilment of the Issuer's Bond Obligations in terms of the Bond Issue is to be granted in favour of the Security Trustee for the benefit of Bondholders, by way, inter alia, of the granting of the Collateral as described in further detail in sub-section 5.5 of the EU Follow-on Securities Note. The security shall be constituted in favour of the Security Trustee for the benefit of all Bondholders from time to time registered in the Central Securities Depository of the Malta Stock Exchange. The Collateral will be vested in the Security Trustee for the benefit of the Bondholders in proportion to their respective holding of Bonds.

6 • KEY FINANCIAL REVIEW

6.1. Financial information of the Issuer

The historical financial information about the Issuer is included in the audited financial statements of the Issuer for each of the financial years ended 31 December 2023, 2024 and 2025, as well as in the unaudited interim financial statements of the Issuer for the six-month period ended 30 June 2026 (which includes the corresponding comparative period ended 30 June 2025), which have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and in compliance with the Act. There were no significant changes to the financial or trading position of the Issuer since 31 December 2025. Furthermore, the Issuer hereby confirms that there has been no material change or recent development which could adversely affect potential investors' assessments in respect of the Bonds, other than the information contained and disclosed in the EU Follow-on Prospectus.

The said financial statements and interim financial statements are available on the Issuer's website (<https://smartcaremalta.com/smartcare-finance-plc/>) and are also available for inspection at the Issuer's registered office as set out in section 16 of this EU Follow-on Registration Document, and shall be deemed to be incorporated by reference in, and form part of, this EU Follow-on Prospectus.

In this respect, the following table of cross-references sets out specific items contained in the audited financial statements for the financial years ended 31 December 2023, 31 December 2024 and 31 December 2025, and the unaudited interim financial statements for the six-month period ended 30 June 2026 (which includes the corresponding comparative period ended 30 June 2025), which are incorporated by reference:

Page numbers in financial reports for the period ending	31-Dec-23	31-Dec-24	31-Dec-25	30-Jun-26
Statements of Comprehensive Income	10	10	8-9	4
Statements of Financial Position	10-11	11	9	5-6
Statements of Cash Flows	11-12	12	10	8
Notes to the Financial Statements	12-23	13-25	11-22	9-25
Independent Auditor's Report	23-27	25-29	23-26	N/A

Smartcare Finance p.l.c. Statements of Comprehensive Income	FY ended 31-Dec-23 <i>Audited</i>	FY ended 31-Dec-24 <i>Audited</i>	FY ended 31-Dec-25 <i>Audited</i>	6-mth period ended 30-Jun-26 <i>Unaudited Interim</i>	6-mth period ended 30-Jun-25 <i>Unaudited Interim</i>
	€000s	€000s	€000s	€000s	€000s
Revenue	1,192	1,200	1,196	629	596
Administrative expenses	(105)	(120)	(106)	(66)	(51)
Profit before finance costs and tax	1,087	1,080	1,090	563	545
Finance costs	(1,052)	(1,053)	(1,052)	(526)	(526)
Profit before tax	35	27	38	37	19
Income tax expense	-	-	-	(3)	0
Profit for the year	35	27	38	34	19

Smartcare Finance p.l.c. Statements of Financial Position	As at 31-Dec-23 <i>Audited</i>	As at 31-Dec-24 <i>Audited</i>	As at 31-Dec-25 <i>Audited</i>	As at 30-Jun-26 <i>Unaudited Interim</i>
	€000s	€000s	€000s	€000s
Assets				
<i>Non-current</i>				
Investment in subsidiary	20,101	20,101	20,101	23,924
Loan receivable	3,012	1,122	1,121	1,080
Total non-current assets	23,114	21,223	21,222	25,004
<i>Current</i>				
Receivables	281	239	260	10
Loan receivable	–	2,025	1,875	1,800
Current tax asset	307	632	963	963
Cash and cash equivalents	1	1	7	2
Total current assets	589	2,897	3,105	2,775
Total assets	23,703	24,120	24,327	27,779
Equity				
Share capital	250	250	250	4,073
Retained earnings	237	264	283	314
Total equity	487	514	533	4,387
Liabilities				
<i>Non-current</i>				
Debt securities in issue	19,765	19,864	19,951	19,910
Loans payable	2,587	2,552	2,570	2,574
Total non-current liabilities	22,352	22,415	22,521	22,484
<i>Current</i>				
Trade and other payables	864	1,191	1,273	908
Total current liabilities	864	1,191	1,273	908
Total liabilities	23,216	23,606	23,794	23,392
Total equity and liabilities	23,703	24,120	24,327	27,779

Smartcare Finance p.l.c. Cash Flow Statements	FY ended 31-Dec-23 <i>Audited</i>	FY ended 31-Dec-24 <i>Audited</i>	FY ended 31-Dec-25 <i>Audited</i>	6-mth period ended 30-Jun-26 <i>Unaudited Interim</i>	6-mth period ended 30-Jun-25 <i>Unaudited Interim</i>
	€000s	€000s	€000s	€000s	€000s
Net cash generated from / (used in) operating activities	(115)	(76)	(387)	(202)	(138)
Net cash generated from / (used in) investing activities	896	1,065	1,346	(3,149)	617
Net cash generated from / (used in) financing activities	(845)	(989)	(953)	3,346	(477)
Net movement in cash and cash equivalents	(64)	0	6	(5)	2
Cash and cash equivalents at beginning of year	65	1	1	7	1
Cash and cash equivalents at end of year	1	1	7	2	3

In March 2021, the Issuer successfully raised €13 million through the issuance of 4.65% secured bonds 2031. Following this, in July 2022, the Issuer successfully raised a €7.5 million 4.65% secured bond issue, maturing in August 2032.

As the Issuer is a finance company, its revenue consists of interest income generated on related party loans and dividends received from SGIL. Finance costs represent interest on the 2021 Smartcare Bonds and 2022 Smartcare Bonds as well as the amortisation of the bond issue costs. Administrative expenses comprise professional fees (such as advisory, audit and accounting fees), directors' fees, registration and listing fees related to the issuance of bonds, and management fees, among others.

The key asset of the Issuer is the 20,100,000 6.2% redeemable preference shares and 1,200 ordinary shares in SGIL, both with a nominal value of €1 each, representing 100% of its issued share capital.

The debt securities in issue comprise the 2021 Smartcare Bonds (130,000 4.65% secured bonds issued in April 2021) and the 2022 Smartcare Bonds (75,000 4.65% secured bonds issued in August 2022), both with a nominal value of €100 per bond. The bonds are redeemable at their nominal value on 22 April 2031 and 23 August 2032, respectively. The carrying amount is stated net of direct issue costs, which are being amortised over the life of the bonds

6.2. Financial information of the Guarantor

The historical financial information about the Guarantor is included in the audited financial statements of the Guarantor for each of the years ended 31 December 2023, 2024, and 2025. There were no significant changes to the financial or trading position of the Guarantor since 31 December 2025. Furthermore, the Guarantor hereby confirms there have been no significant adverse changes to the financial or trading position of the Guarantor since the end of the financial period to which the last audited financial statements relate.

The said financial statements are available on the Issuer's website (<https://smartcaremalta.com/smartcare-finance-plc/>) and are also available for inspection at the Issuer's registered office as set out under the heading "Documents available for inspection" in section 16 of this EU Follow-on Registration Document which shall be deemed to be incorporated by reference in, and form part of, this EU Follow-on Prospectus. The Group's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and in compliance with the Act.

The Guarantor hereby confirms that there has been no material change or recent development which could adversely affect potential investors' assessments in respect of the Bonds, other than the information contained and disclosed in the EU Follow-on Prospectus.

In this respect, the following table of cross-references sets out specific items set out in the documents above which are incorporated by reference:

Page numbers in annual reports for the year ending	31 December 2023	31 December 2024	31 December 2025
Statements of Comprehensive Income	4	4	4
Statements of Financial Position	5	5	5
Statements of Cash Flows	7	7	7
Notes to the Financial Statements	8-30	8-31	8-34
Independent Auditor's Report	31-33	32-35	35-38

Smartcare Holdings Limited	FY ended 31-Dec-23 <i>Audited</i>	FY ended 31-Dec-24 <i>Audited</i>	FY ended 31-Dec-25 <i>Audited</i>
Consolidated Statements of Comprehensive Income	€000s	€000s	€000s
Revenue	6,621	5,541	12,295
Cost of sales	(4,608)	(2,937)	(8,061)
Gross profit	2,013	2,604	4,233
Movement in fair value of investment property	-	-	1,176
Other income	16	4	19
Administrative expenses	(1,575)	(1,880)	(1,583)
Earnings before interest, tax, depreciation and amortization	454	728	3,846
Depreciation and amortisation	(498)	(428)	(336)
Finance costs	(1,119)	(1,188)	(1,097)
Profit / (loss) before tax	(1,163)	(888)	2,413
Tax expense	(132)	(160)	(80)
Net profit / (loss) after tax	(1,295)	(1,047)	2,333

Smartcare Holdings Limited Consolidated Statements of Financial Position	As at 31-Dec-23 <i>Audited</i>	As at 31-Dec-24 <i>Audited</i>	As at 31-Dec-25 <i>Audited</i>
	€000s	€000s	€000s
Assets			
<i>Non-current</i>			
Property, plant and equipment	25,496	25,161	21,968
Investment property	–	–	5,776
Intangible assets	6	3	3
Goodwill	311	311	311
Loans receivable	4,906	5,083	691
Total non-current assets	30,719	30,558	28,749
<i>Current</i>			
Inventories	8,136	10,447	22,873
Trade and other receivables	5,394	5,326	4,459
Cash and cash equivalents	1,088	374	1,533
Other asset	257	7	–
Total current assets	14,874	16,155	28,866
Total assets	45,593	46,713	57,615
Equity			
Share capital	2,375	2,375	6,197
Revaluation reserves	11,325	11,325	13,330
Accumulated losses	(2,582)	(3,629)	(1,296)
Total equity	11,118	10,071	18,231
Liabilities			
<i>Non-current</i>			
Borrowings	3,919	3,648	1,328
Loans payable	1,047	967	–
Financial lease liability	1,749	1,887	1,892
Debt securities in issue	19,765	19,864	19,951
Deferred tax liability	1,283	1,409	1,015
Trade and other payables	283	172	1,124
Total non-current liabilities	28,045	27,946	25,310
<i>Current</i>			
Borrowings	251	1,749	2,288
Finance lease liability	69	–	–
Trade and other payables	6,110	6,947	11,786
Total current liabilities	6,430	8,696	14,074
Total liabilities	34,475	36,642	39,384
Total equity and liabilities	45,593	46,713	57,615

Smartcare Holdings Limited	FY ended	FY ended	FY ended
Consolidated Cash Flow Statements	31-Dec-23	31-Dec-24	31-Dec-25
	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
	€000s	€000s	€000s
Net cash generated from / (used in) operating activities	(1,850)	(562)	4,733
Net cash generated from / (used in) investing activities	(176)	(20)	(795)
Net cash generated from / (used in) financing activities	843	(132)	(2,780)
Net movement in cash and cash equivalents	(1,182)	(713)	1,159
Cash and cash equivalents at beginning of the year	2,270	1,088	374
Cash and cash equivalents at end of the year	1,088	374	1,533

As set out in the table below, the Group's principal activities during the period under review consist of the operation of a long-term care facility at the Care Home, the lease of the Segond Boutique Hotel (previously operated until January 2025), and property development activities in Malta. In late December 2025, Bella Sicilia Srl was acquired by the Group, however its profits will only form part of the Group as from FY2026.

Revenue Breakdown	FY ended	FY ended	FY ended
	31-Dec-23	31-Dec-24	31-Dec-25
	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
	€000s	€000s	€000s
Revenue from care home	3,525	4,447	4,626
Revenue from hotel	870	608	204
Revenue from sale of property	2,226	487	7,465
Total	6,621	5,541	12,295

Between FY2023 and FY2025, revenue from the Care Home increased, following the completion of the first extension. In FY2023 and FY2024, the Group operated the boutique hotel directly, generating revenue from room rentals and food and beverage operations. As from February 2025, the hotel was leased to a third-party operator under a 15-year agreement, generating rental revenue. Revenue from sale of property fluctuated, due to delays in the completion of property development projects, which deferred the recognition of sales. Revenue increased significantly in FY2025, driven by the recognition of completed properties.

Cost of sales primarily comprise salaries to carers and nurses attending to the residents in the Care Home, as well as other direct costs such as cost of food to residents, medical expenses, subcontracted labour and consumables/cleaning in the Care Home. Cost of sales in relation to sale of property primarily comprises the costs directly attributable to properties sold, including the purchase price of land (incl. stamp duty and professional fees), construction costs incurred to renovate and develop the residential units, capitalised interest and agency fees.

Gross profit margin in FY2023 was 30.4%, but increased to 47.0% and 34.4% in FY2024 and FY2025 respectively, primarily driven by an increase in care home rates, the leasing of the Segond Boutique Hotel to a third party, and conclusion of property development projects.

Administrative expenses include professional fees, directors' fees, and night security charges amongst others.

Finance costs mainly consist of interest on bank facilities and bonds in issue.

During FY2025, the Group recorded a fair gain on investment property of €1.2 million, given that the Segond Boutique Hotel was valued at €6.5 million, following its reclassification from property, plant and equipment to investment property.

Total assets of the Group as at 31 December 2025 amounted to €57.6 million (2024: €46.7 million). This principally consists of:

- Property, plant and equipment of €22.0 million mainly comprising the Care Home;
- Investment property of €5.8 million comprising the Segond Boutique Hotel; and
- Inventories of €22.9 million comprising work in progress on sites in Malta and Sicily.

The Group's liabilities as at 31 December 2025 amounted to €39.4 million (2024: €36.6 million). This principally consists of:

- Bank borrowings and debt securities in issue, which comprise the 2021 Smartcare Bonds and the 2022 Smartcare Bonds, which together totalled €23.6 million; and
- Trade payables of €12.9 million comprising accruals, deferred income, trade payables and other payables.

The equity value of the Group as at 31 December 2025 totalled €18.2 million (2024: €10.1 million).

7 • TREND INFORMATION

7.1. Trend information

7.1.1. TREND INFORMATION OF THE ISSUER

There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements dated 31 December 2025. Furthermore, there has been no material adverse change in the Issuer's borrowing and funding structure since said date.

There has been no significant change in the financial performance of the Issuer since the date of its last published audited financial statements dated 31 December 2025.

The Issuer is dependent on the business prospects of the Group and, therefore, the trend information relating to the Group has a material effect on its financial position and prospects.

7.1.2. TREND INFORMATION OF THE GROUP

At the time of publication of this EU Follow-on Registration Document, the Group considers that generally it shall be subject to the normal business risks associated with the industries in which the Group companies are involved and operate as disclosed in this EU Follow-on Registration Document and, barring unforeseen circumstances, does not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be deemed likely to have a material effect on the upcoming prospects of Group companies and their respective businesses, at least with respect to the financial year 2026. However, investors are strongly advised to carefully read the risk factors disclosed in the EU Follow-on Prospectus.

There has been no material adverse change in the prospects of the Guarantor and the Group since the date of its last published audited financial statements dated 31 December 2025. Furthermore, there has been no material adverse change in the Guarantor's and Group's borrowing and funding structure since said date.

There has been no significant change in the financial performance of the Guarantor and the Group since the date of its last published audited financial statements dated 31 December 2025.

The following is an overview of the most significant recent trends affecting the Group and the markets in which it operates:

Economic update and outlook

According to the Central Bank of Malta (2026)¹, economic activity accelerated in 2025. Real Gross Domestic Product ('GDP') remains more than twice the Euro area average, supported by stronger domestic demand and higher net exports. GDP growth decreased from 6.8% in 2024 to 3.0% in 2025 and is expected to remain stable at 3.7% from 2026 to 2028, driven by private consumption and net exports. Labour market conditions remain strong, with unemployment falling to 2.9% in 2025 and is projected to edge down to 2.8% by 2028. Employment growth is projected to moderate gradually, easing from 5.3% in 2024 to 3.5% in 2025 and further down to 2.3% by 2028 easing labour market tightness, while unemployment is expected to edge down to 2.8% from 2026 to 2028. This is driven by the easing in economic growth and an assumed recovery in productivity. Harmonised Index of Consumer Prices inflation stood at 2.4% in 2025 owing to a decline in food inflation and is forecasted to ease from 2.3% in 2026 to 2.0% in 2028, reflecting lower services inflation. On the fiscal side, the general government balance recorded a surplus in Q3 of 2025. The government deficit to GDP ratio is projected to fall below 3.0% from 2026 to 2.0% in 2028 reflecting lower capital spending, while the debt-to-GDP is expected to peak to 47.1% in 2026 before declining to 46.2% by 2028 owing to decreasing fiscal deficits.

Overview of the care home industry

Malta has experienced sustained population growth over the past decade, driven largely by rising life expectancy and net inward migration. According to Eurostat², the life expectancy at birth increased from 81.5 years in 2010 to 83.0 years in 2024, while the estimated interim life expectancy at 65 years stands at 20.8 years as at 2024, in comparison to 19.9 years during 2010 in Malta. Such an increase in life expectancy has resulted in an aging population as illustrated below, sourced from the NSO³. As at 2021, the population aged 65 years and over comprised 128,930 individuals, making up 24.8% of the total population⁴. According to the European Commission's Ageing Report (2024)⁵, this proportion is projected to increase to 33.6% by 2070.

¹ News – Central Bank of Malta

² Mortality and life expectancy statistics – Statistics Explained – Eurostat

³ NSO Malta | World Population Day: 11 July 2025 – NSO Malta; NSO Malta | World Population Day: 11 July 2024 – NSO Malta; NSO Malta | World Population Day: 11 July 2023 – NSO Malta; News2021_122.pdf; News2020_114.pdf; News2019_108.indd; News2017_111.indd; News2016_108.indd; News2015_129.indd; News2014_131.indd; News2013_134.indd; News2011_131.pmd; News2010_127.pmd; News2009_122.pmd; News2008_125.pmd; News2007_114.pmd

⁴ Dementia cases in Malta projected to almost triple by 2060, updated study finds

⁵ 2024 Ageing Report. Economic and Budgetary Projections for the EU Member States (2022–2070) – Economy and Finance

As at 2025, there were 33 elderly homes in Malta⁶, with overall bed capacity increasing across public and private facilities. As per the NSO, most localities comprise only one single home, however localities such as, Attard and Qormi have two homes, while Rabat and Msida have three homes. St Paul's bay has the highest number of elderly homes, having a total of four.

Property developments – Malta

As noted by the NSO⁷, the Maltese property market has experienced steady periods of growth, increasing over the past forty years at a compound annual growth rate of c. 6%, as the demand for residential property is increasing at higher rate than the supply of houses being built. The number of final deeds has remained at similar levels in 2022, yet decreased slightly in 2023 and 2024, slightly below pre-pandemic levels. Despite this, an upward trend has emerged in 2025. The promise of sale agreements involving individual reached an all-time high in 2021 at 14,225 ahead of the expected expiry of stamp duty incentives, then dropped by around 3,000 in 2022, though it has since been increasing gradually.

As noted by Grant Thornton (2022)⁸, following fast growth up to 2019, rental prices remained stable during 2020 and 2021 amid pandemic uncertainty, with investors expecting such a dip to be temporary. Market conditions strengthened from late 2023 through 2024 and surpassing pre pandemic levels, resulting in an increase of approx. 71% in house prices between 2013 and 2024, as per NSO figures.

Grant Thornton Property Study⁹ reveals that housing demand weakened in 2020, driven by reduced tourism and fewer non resident buyers. Demand recovered from 2021 onwards, supported by first time buyers, foreign purchasers, and broader economic recovery. On the supply side, as per NSO data¹⁰, residential planning approvals remained high, with 12,325 permits issued in 2025, with the largest amount registered in the Northern Harbour district. Significant activity is also present in the other regions, reflecting the continued expansion of residential development across the country.

Property developments – Sicily

PwC Italia (2024)¹¹ notes that Italy's property market experienced a slowdown in 2023 owing to weaker macroeconomic conditions, high inflation, and tighter monetary conditions, all of which affecting affordability and buyer sentiment. Signs of stabilisation emerged in 2024, with renewed momentum in Sicily. According to the Bank of Italy (2025), rental rates reached their highest levels in 2024, supported by strong demand, particularly for short term lets under 30 days amid limited property supply. Business Wire (2025)¹² reports that Italy's construction market grew at a compound annual growth rate of 5.5% between 2020 and 2024 and is forecast to expand by 2.1% annually from 2025 to 2029.

Italian National institute of Statistics (ISTAT)¹³ data shows continued growth in Italian house prices, driven mainly by new dwellings. Overall, prices rose by 3.2% in 2024 owing to recovering demand, greater potential buyers and improved access to credit in 2024 (Bank of Italy 2025), reflecting increases of 7.9% for new properties and 2.2% for existing ones. The strongest annual rises in 2024 were recorded in the South and islands. PwC Italia (2024) reports that housing demand declined in 2023, with Sicily and Sardegna experiencing a 3.4% drop in transactions, reflecting heightened sensitivity to macroeconomic pressures, including inflation and borrowing costs. Although Italy's housing stock grew by 1% between 2021 and 2023 (PwC 2024), supply remains weak (Bank of Italy 2025). According to the Sicily Regional Directorate (2025)¹⁴, Sicily registered 49,978 transactions in 2024, increasing by 0.3% from 2023, with Palermo and Catania accounting for 46.5% of activity.

⁶ Homes for the Elderly 2025

⁷ NSO Malta | Residential Property Price Index (RPPI): Q4/2025 – NSO Malta

⁸ the-malta-property-landscape-report---april-2023-lr.pdf

⁹ The Malta Property Landscape – May 2025 – Full.pdf

¹⁰ NSO Malta | Residential Building Permits: Q4/2025 – NSO Malta

¹¹ pwc.com/it/it/publications/docs/pwc-real-estate-market-overview-2024.pdf

¹² Italy Construction Industry Report 2025: Market to Grow by 2.6% to Reach €111.64 Billion this Year – Residential, Commercial, Industrial, Institutional, City-Level Construction Forecast to 2030 – ResearchAndMarkets.com

¹³ House Prices Q42023

¹⁴ Andamento del Mercato Immobiliare 2024/2025 – Ragusa

8 • MANAGEMENT AND ADMINISTRATION

8.1. The Issuer

8.1.1. THE BOARD OF DIRECTORS AND M&AS

The Board of Directors of the Issuer is to be composed of a minimum of three (3) and a maximum of six (6) Directors appointed by means of an ordinary resolution of the shareholders of the Company in general meeting. The Board meets regularly to establish and review the policies and strategies of the Issuer and to monitor the implementation thereof and the overall performance of the Issuer.

As at the date of the EU Follow-on Prospectus, the Board of the Issuer is composed of the six (6) individuals listed in sub-section 4.1 of this EU Follow-on Registration Document. Furthermore, in line with generally accepted principles of sound corporate governance, at least one (1) of the Directors shall be a person independent of the Issuer.

The Directors believe that the Issuer's current organisational structure is adequate for its present activities. The Directors will maintain this structure under continuous review to ensure that it meets the changing demands of the business and to strengthen the checks and balances necessary for better corporate governance.

None of the Directors have, in the last 5 years:

- i. been the subject of any convictions in relation to fraudulent offences or fraudulent conduct;
- ii. been associated with bankruptcies, receiverships or liquidations (other than voluntary) in respect of entities in respect of which they were members of administrative, management or supervisory bodies, partners with unlimited liability (in the case of a limited partnership with a share capital), founders or members of senior management;
- iii. been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies); or
- iv. been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company.

8.1.2. AGGREGATE EMOLUMENTS OF DIRECTORS

In terms of the Memorandum and Articles of Association of the Issuer, the aggregate emoluments of all Directors in any one financial year, and any increases thereto, shall be such amount as may from time to time be determined by the Issuer in general meeting, and any notice convening the general meeting during which an increase in the maximum limit of such aggregate emoluments shall be proposed, shall contain a reference to such fact.

During the financial year ended 31 December 2025, the Directors received emoluments amounting in total to €142,000 (2024: €142,000).

8.1.3. LOANS TO DIRECTORS

There are no loans outstanding by the Issuer to any of its Directors, nor any guarantees issued for their benefit by the Issuer.

8.1.4. REMOVAL OF DIRECTORS

A Director may, unless he resigns, be removed by ordinary resolution of the shareholders as provided in Article 140 of the Act. The Directors currently in office are expected to remain in office at least until the next annual general meeting of the Company.

8.1.5. POWERS OF DIRECTORS

By virtue of the provisions of the Articles of Association of the Issuer, the Directors are empowered to transact all business which is not by the Articles expressly reserved for the shareholders in general meeting.

The Directors are vested with the management of the Issuer and their powers of management and administration emanate directly from the Memorandum and Articles of Association and the law. The Directors are empowered to act on behalf of the Issuer and in this respect have the authority to enter into contracts, sue and be sued in representation of the Issuer.

Directors may not vote on any proposal, issue, arrangement or contract in which they have a personal material interest.

In terms of the Memorandum and Articles of Association of the Issuer, the Board of Directors may exercise all the powers of the Issuer to borrow money and to hypothecate or charge its undertaking, property and uncalled capital or any part thereof, and to issue equity and debt securities on such terms, in such manner and for such consideration as they think fit. The shareholders in general meeting have the overriding authority to change, amend, restrict and/or otherwise modify such limit and the Directors' borrowing powers generally.

There are no provisions in the Issuer's Memorandum and Articles of Association regulating the retirement or non-retirement of Directors over an age limit.

8.1.6. EMPLOYEES

As at the date of the EU Follow-on Prospectus, the Issuer has no employees.

8.2. The Guarantor

8.2.1. THE BOARD OF DIRECTORS AND M&AS

The Memorandum of Association of SHL provides that SHL's business and affairs shall be managed and administered by a Board of Directors to be composed of not less than 1 and not more than 5 directors. As at the date of the EU Follow-on Prospectus, the Board of SHL is composed of three directors, Andrew Debattista Segond, Adrian Sciberras, and William Wait, who are responsible for the overall direction and management of the company. Directors of SHL are appointed by means of an ordinary resolution in general meeting.

8.2.2. DIRECTOR'S SERVICE CONTRACT

The director of the Guarantor does not have a service contract with the company.

8.2.3. POWERS OF DIRECTORS

By virtue of the Articles of Association of the Guarantor, the Board of Directors is empowered to exercise all the rights of the Guarantor, except those rights as are expressly reserved for decision by the shareholders in general meeting.

8.2.4. EMPLOYEES

As at 31 December 2025, the average number of persons employed with the Group amounted to 114 (2024: 113 employees) (2023: 116 employees).

8.3. Conflict of interest at Group level

In addition to being a director of the Issuer, Mr Andrew Debattista Segond is also a director of all other companies within the Smartcare Group, including of the Guarantor, and is the ultimate beneficial owner of the entirety of the Smartcare Group.

In light of the foregoing, Mr Debattista Segond is susceptible to conflicts between the potentially diverging interests of the Issuer and the other companies forming part of the Smartcare Group, as the case may be, and any of such other companies in transactions entered into, or proposed to be entered into, between them.

The Audit Committee, established at the level of the Issuer, has the task of ensuring that any potential conflicts of interest that may arise at any moment pursuant to these different roles are handled in the best interest of the Issuer and the Smartcare Group generally, as well as according to law. The fact that the Audit Committee is constituted in its entirety by independent, non-executive Directors provides an effective measure to ensure that transactions vetted by the Audit Committee are determined on an arms-length basis.

As regards related party transactions generally, the Audit Committee operates within the remit of the applicable terms of Chapter 5 of the Capital Markets Rules regulating the role of the Audit Committee with respect to related party transactions. The Audit Committee ensures that transactions entered into between related parties are carried out on an arm's length basis and that the Issuer accurately reports all related party transactions in the notes to the Company's financial statements.

No private interests or duties unrelated to the Issuer or the Group, as the case may be, have been disclosed by the Group's management team which may or are likely to place any of them in conflict with any interests in, or duties towards, the Issuer.

Senior management do not hold any shares in the Issuer or other entities comprising the Smartcare Group.

To the extent known or potentially known to the Issuer, as at the date of this EU Follow-on Registration Document, other than the information contained and disclosed herein, there are no other potential conflicts of interest between any duties of the Directors and their respective private interests and/or their duties which require disclosure in terms of the Prospectus Regulation.

8.4. Working capital

As at the date of this EU Follow-on Registration Document, the Directors of the Issuer are of the opinion that working capital available to the Issuer is sufficient for the attainment of its objects and the carrying out of its business for the next twelve (12) months of operations. In providing said working capital statement, the Issuer confirms that the proceeds of the Bond Issue have been included in the calculation of its working capital.

9 • AUDIT COMMITTEE

The Audit Committee's objective is to assist the Board in fulfilling its supervisory and monitoring responsibilities according to terms of reference that reflect the requirements of the Capital Markets Rules, as well as current good corporate governance best practices.

The terms of reference of the Audit Committee include support to the Board of Directors of the Issuer in its responsibilities in dealing with issues of risk, control and governance. The Board has set formal terms of establishment and the terms of reference of the Audit Committee which set out its composition, role and function, the parameters of its remit, as well as the basis for the processes that it is required to comply with. The Board reserved the right to change the Audit Committee's terms of reference from time to time. The Audit Committee reports directly to the Board of Directors.

The primary purpose of the Audit Committee is to assist the Directors in conducting their role effectively so that the Issuer's decision-making capability and the accuracy of its reporting and financial results are maintained at a high level at all times. The main responsibilities of the Audit Committee include, but are not limited to, the following:

- a) monitoring the financial reporting process and submitting recommendations or proposals to ensure its integrity;
- b) monitoring of the effectiveness of the Issuer's internal quality control and risk management system;
- c) making recommendations to the Board in relation to the appointment of the external auditor and to approve the remuneration and terms of engagement of the external auditor, following appointment by the shareholders during the Issuer's Annual General Meeting;
- d) reviewing and monitoring the external auditor's independence;
- e) assessing any potential conflicts of interest between the duties of the Directors and their respective private interests or duties unrelated to the Issuer; and
- f) evaluating the arm's length nature of any proposed transactions to be entered into by the Issuer and a related party, to ensure that the execution of such transaction is at arm's length, conducted on a sound commercial basis and in the best interests of the Issuer.

The Audit Committee has a crucial role in monitoring the activities and conduct of business of the Group's subsidiaries, limitedly insofar as these may affect the ability of the Issuer to fulfil its Bond Obligations. For this purpose, the Audit Committee's remit also extends to the operations of the Group and, accordingly, the Audit Committee has, pursuant to the relative terms of reference, been granted express powers to be given access to the financial position of the Issuer and all other entities comprising the Group on a quarterly basis. To this effect, the Issuer and all other entities comprising the Group are to submit to the Audit Committee quarterly unaudited management accounts, as well as at least quarterly comparisons of actuals against projections.

The Audit Committee is constituted by three non-executive Directors, all of whom satisfy the independence criteria set out in the Capital Markets Rules. The Audit Committee is presently composed of Sandro Grech, Adrian Sciberras and Isabella Vella, all three members being independent, non-executive Directors. The Audit Committee is chaired by Sandro Grech, whilst Adrian Sciberras and Isabella Vella act as members. The Board of Directors, in terms of Capital Markets Rule 5.118, has indicated Sandro Grech as the independent, non-executive member of the Audit Committee who is considered to be competent in accounting and/or auditing. The Issuer considers that the members of the Audit Committee have the necessary experience, independence and standing to hold office as members thereof. The *curriculum vitae* of the said Directors may be found in sub-section 4.1 above.

10 • COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

10.1. The Issuer

The Issuer is subject to, and continues to support, the Code of Principles of Good Corporate Governance forming part of the Capital Markets Rules (the "Code") and the Board has taken such measures as were considered necessary in order for the Issuer to comply with the requirements of the Code to the extent that these were deemed appropriate and complementary to the size, nature and operations of the Issuer.

The Board of Directors sets the strategy and direction of the Issuer and retains direct responsibility for appraising and monitoring the Issuer's financial statements and annual report. The functions of the Board are exercised in a manner designed to ensure that it can effectively supervise the operations of the Issuer so as to protect the interests of the Company's bondholders, amongst other stakeholders. The Board is also responsible for making relevant public announcements and for the Issuer's compliance with its continuing listing obligations.

As required by the Act and the Capital Markets Rules, the Issuer's financial statements are to be subject to annual audit by the Issuer's external auditors. Moreover, the non-executive Directors have direct access to the external auditors of the Issuer who attend at Board meetings at which the Company's financial statements are approved. Directors are entitled to seek professional advice at any time on any aspect of their duties and responsibilities, at the Issuer's expense.

In view of the reporting structure adopted by the Code, the Issuer, on an annual basis in its annual report, details the level of the Issuer's compliance with the principles of the Code, explaining the reasons for non-compliance, if any.

Save for the instances of non-adherence to the Code which are explained immediately below, the Board is of the opinion that the Issuer is in compliance with the Code:

Principle 7: Under the present circumstances, the Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is evaluated on an on-going basis by, and is subject to the constant scrutiny of, the Company's shareholders.

Principle 8: The Board of Directors considers that the size and operation of the Issuer does not warrant the setting up of nomination and remuneration committees. Given that the Issuer does not have any employees, it is not considered necessary for the Issuer to maintain a remuneration committee. Also, the Issuer has not set up a nomination committee. Appointments to the Board of Directors are determined by the shareholders of the Issuer in accordance with the Company's Memorandum and Articles of Association. The Issuer considers that the members of the Board possess the level of skill, knowledge and experience expected in terms of the Code.

10.2. The Guarantor

In view of the fact that the Guarantor is not a public company having securities listed on a regular market, it is not bound by the provisions of the Code set out in the Capital Markets Rules, including, inter alia, the requirement to set up an audit committee.

11 • MAJOR SHAREHOLDERS AND SHARE CAPITAL

11.1. Share Capital of the Issuer

Smartcare Holdings Ltd, the parent company of the Group, currently owns 99.99% of the share capital of the Issuer, with 1 Ordinary share being held by Mr Andrew Debattista Segond.

Specifically, the Issuer has an authorised share capital of €4,072,833 divided into 4,072,833 Ordinary shares of a nominal value of €1 each. The issued share capital of the Company is €4,072,833 divided into 4,072,833 Ordinary shares of €1 each, which are subscribed to and allotted as fully paid-up shares as follows:

Name of shareholder	Number of shares held
Smartcare Holdings Ltd (C 90121)	4,072,832 Ordinary shares of €1 each
Andrew Debattista Segond (ID 94573M)	1 Ordinary share of €1

The Issuer adopts measures in line with the Code with a view to ensuring that the relationship of the Issuer with the rest of the Group and with the shareholders are retained at arm's length, including adherence to rules on related party transactions set out in Chapter 5 of the Capital Markets Rules requiring the vetting and approval of any related party transaction by the Audit Committee, which is constituted in its entirety by independent, non-executive Directors, of whom one, in the person of Sandro Grech, also acts as Chairman. The Audit Committee has the task of ensuring that any potential abuse is managed, controlled and resolved according to law. The composition of the Board, including the presence of a majority of independent, non-executive Directors, effectively minimises the possibility of any abuse of control by the major shareholder.

The authorised share capital of the Issuer may be increased by an ordinary resolution of the shareholders in general meeting. Shares can be issued when and under those conditions decided by extraordinary resolution of the shareholders in general meeting.

Each Ordinary share confers the right to one (1) vote at general meetings of the Issuer. All Ordinary shares rank *pari passu* in all respects.

There is no capital of the Issuer which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Issuer is to be put under option.

To the best of the Issuer's knowledge, there are no arrangements in place as at the date of the EU Follow-on Prospectus the operation of which may, at a subsequent date, result in a change in control of the Issuer.

The shares of the Issuer are not listed on the Exchange. Application has not been filed for the shares of the Issuer to be quoted on the Official List of the Exchange. There is no capital of the Issuer which has been issued to the public during the 2 years immediately preceding the publication of the EU Follow-on Prospectus.

It is not expected that the Company issues, during the financial year ending 31 December 2026, any shares, whether fully or partly paid up, in consideration for cash or otherwise.

11.2. Memorandum and Articles of Association of the Issuer

11.2.1. OBJECTS

The Memorandum and Articles of Association of the Issuer are registered with the Malta Business Registry. The main objects of the Issuer's activities are set out in clause 3 of the Memorandum of Association, with the principal object being to carry on the business of a finance and investment company in connection with the ownership, development, operation and financing of the business activities of the Group, whether in Malta or overseas, and for such purpose:

- (A) (i) to lend or advance money or otherwise give credit to any company now or hereinafter forming part of the Group, with or without security and otherwise on such terms as the directors may deem expedient; and (ii) to invest and deal with the moneys of the company and any company now or hereinafter forming part of the Group in or upon such investments and in such manner as the directors may, from time to time, deem expedient; and
- (B) to borrow or raise unlimited sums of money in such manner as the Issuer may think fit and in particular by the securitisation of any receivables or other assets of the Issuer, by the issue of bonds, debentures, commercial paper, notes or other instruments creating or acknowledging indebtedness, and to offer same on sale to the public, and to secure the repayment of any money borrowed or raised and any interest payable thereon by the hypothecation or the creation of any other charge upon the whole or part of the moveable and immovable property of the Company, present and future.

The issue of bonds falls within the objects of the Issuer. The Memorandum and Articles of Association otherwise regulate matters customarily dealt with therein, including matters such as voting rights and restrictions thereof, and the appointment and powers of Directors.

A copy of the Memorandum and Articles of Association of the Issuer may be inspected during the lifetime of this EU Follow-on Registration Document at the registered office of the Issuer as set out in section 16 of this EU Follow-on Registration Document and at the Malta Business Registry during the lifetime of the Company.

11.3. Share Capital of the Guarantor

The authorised share capital of SHL is of €2,374,526 divided into 2,374,526 Ordinary shares of one Euro (€1) each. The issued share capital of SHL is of €2,374,526 divided into 2,374,526 Ordinary shares of one Euro (€1) each, fully paid-up, which are subscribed and held as follows:

Name of shareholder	Number of shares held
Andrew Debattista Segond (ID 94573M)	2,374,526 Ordinary shares of €1 each

There is no capital of the Guarantor which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Guarantor is to be put under option. To the best of the Guarantor's knowledge, there are no arrangements in place as at the date of the EU Follow-on Prospectus the operation of which may, at a subsequent date, result in a change in control of the Guarantor.

11.4. Memorandum and Articles of Association of the Guarantor

11.4.1. OBJECTS

The Memorandum and Articles of Association of the Guarantor are registered with the Malta Business Registry. The main objects of the Guarantor's activities are set out in clause 3 of the Memorandum of Association, with the principal object of subscribing for, taking, purchasing, selling, investing in, exchanging or otherwise acquiring, holding, managing, developing, dealing with and turning into account any bonds, debentures, shares (whether fully paid or not), stocks, options or securities of governments, states, municipalities, public authorities or public or private, limited or unlimited companies, and whether on a cash or margin basis and including short sales and to lend or borrow money against the security of such bonds, debentures, shares, stocks, options or other securities. SHL is empowered in terms of its Memorandum of Association to guarantee, support or secure the performance of any obligations or commitments, including obligations on the payment of money, by any person, company or corporation.

The Memorandum and Articles of Association of SHL are registered with the Malta Business Registry and a copy of said M&As may be inspected during the lifetime of this EU Follow-on Registration Document at the registered office of the Issuer as set out in section 16 of this EU Follow-on Registration Document and at the Malta Business Registry during the lifetime of the Company.

11.5. Commissions

There were no commissions, discounts, brokerages or other special terms granted during the 2 years immediately preceding the publication of the EU Follow-on Prospectus in connection with the issue or sale of any capital of the Issuer or any other Group company.

12 • LITIGATION PROCEEDINGS

There have been no governmental, legal or arbitration proceedings involving the Issuer or the Guarantor (including any such proceedings which are pending or threatened of which the Issuer or the Guarantor are aware) during the period covering twelve (12) months prior to the date of the EU Follow-on Prospectus which may have, or have had, in the recent past significant effects on the financial position or profitability of the Issuer, the Guarantor and/or the Group, taken as a whole.

13 • MATERIAL CONTRACTS

Save for the material agreements disclosed in this EU Follow-on Registration Document, the Issuer has not entered into any material contracts which are not in the ordinary course of its business which could result in the Issuer being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to security holders in respect of the Bonds, as such securities are issued pursuant to, and described in, the EU Follow-on Securities Note.

14 • PROPERTY VALUATION REPORTS

In connection with the issue of the Bonds in accordance with the terms of the EU Follow-on Prospectus and the granting of the Collateral, Perit Colin Zammit of Maniera Group was commissioned to issue a property valuation report in relation to the Security Property I.

The following are the details of said independent valuer:

Name: Perit Colin Zammit B.E. & A. (Hons) A. & C.E.P.G. Dip. Cons. Tech
Business address: 80, Triq it-Torri, Mosta MST 3502, Malta

Furthermore, Perit Claire Bezzina of QP Architects was commissioned to issue a property valuation report in relation to the Security Property II.

The following are the details of said independent valuer:

Name: Perit Claire Bezzina B.E. & A. (Hons) A. & C.E.
Business address: Triq Don Karm, Birkirkara BKR 9037

Capital Markets Rule 7.4.3 provides that property valuations to be included in a prospectus must not be dated (or be effective from) more than 60 days prior to the date of publication of the prospectus in question.

A copy of the report dated 4 September 2026 compiled by Perit Colin Zammit of Maniera Group in respect of Security Property I, the current market value of which has been estimated at €6,500,000 (six million and five hundred thousand Euro), is available for inspection as set out in section 16 of this EU Follow-on Registration Document and is deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus.

A copy of the report dated 16 July 2026 compiled by Perit Claire Bezzina of QP Architects in respect of Security Property II, the current market value of which has been estimated at €5,500,000 (five million and five hundred thousand Euro) in its existing state, is available for inspection as set out in section 16 of this EU Follow-on Registration Document and is deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus.

15 • THIRD PARTY INFORMATION, STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Save for the architects' property valuation reports in relation to the Security Property I and Security Property II, which are available for inspection as set out in section 16 of this EU Follow-on Registration Document and are deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus, this EU Follow-on Registration Document does not contain any statement or report attributed to any person as an expert.

The architect's property valuation report in relation to Security Property I dated 4 September 2026 is available for inspection as set out in section 16 of this EU Follow-on Registration Document and is deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus in the form and context in which it appears with the authorisation of Perit Colin Zammit of Maniera Group, who has given and has not withdrawn his consent to the inclusion of said report herein.

The architect's property valuation report in relation to Security Property II dated 16 July 2026 is available for inspection as set out in section 16 of this EU Follow-on Registration Document and is deemed to be incorporated by reference in, and form part of, the EU Follow-on Prospectus in the form and context in which it appears with the authorisation of Perit Claire Bezzina of QP Architects, who has given and has not withdrawn her consent to the inclusion of said report herein.

The foregoing expert does not have any beneficial interest in the Issuer. The Issuer has received confirmation from Perit Colin Zammit, acting for and on behalf of Maniera Group, and from Perit Claire Bezzina, acting for and on behalf of QP Architects, respectively, that each of the architect's property valuation reports have been accurately reproduced in the EU Follow-on Prospectus 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.

16 • DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof, where applicable, shall be available for inspection at the registered office of the Issuer at 326, Mdina Road, Qormi, Malta during the term of the Bond Issue during office hours:

- i. the Memorandum and Articles of Association of the Issuer
- ii. the Memorandum and Articles of Association of the Guarantor;
- iii. the audited financial statements of the Issuer for the financial years ended 31 December 2023, 2024 and 2025;
- iv. the audited financial statements of SHL for the financial years ended 31 December 2023, 2024 and 2025;
- v. the unaudited interim financial statements of the Issuer for the 6-month period ended 30 June 2026;
- vi. the architect's property valuation report dated 4 September 2026 prepared in respect of the Security Property I;
- vii. the architect's property valuation report dated 16 July 2026 prepared in respect of the Security Property II;
- viii. the Security Trust Deed III; and
- ix. the Guarantee as included in Annex I of the EU Follow-on Securities Note.

Documents (i) to (ix), all included, are also available for inspection in electronic form on the Issuer's website <https://smartcaremalta.com/smartcare-finance-plc/>

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