CPHCL FINANCE P.L.C.

Interim Financial Statements (Unaudited)
For the six-month period 1 January 2026 to
30 June 2026

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Directors’ report

The directors present their report together with the unaudited interim financial statements of CPHCL Finance Plc (the ‘Company’) for the six month period 1 January 2026 to 30 June 2026.

Basis of preparation

The published figures have been extracted from the unaudited financial statements for the six months from 1 January 2026 to 30 June 2026. The previous financial year covered a ten-month period from 1 March 2025 to 31 December 2025. Consequently, the comparative six months cover the period 1 March 2025 to 31 August 2025. The comparative Statement of Financial Position as at 31 December 2025 has been extracted from the audited financial statements for the period then ended. This report is being published in terms of Capital Market Rule 5.74 issued by the Malta Financial Services Authority and has been prepared in accordance with the applicable Capital Market Rules and the International Accounting Standard 34, ‘Interim Financial Reporting’. In terms of Capital Market Rule 5.75.5, the Directors are stating that this Half-Yearly Report has not been audited or reviewed by the auditors of the Company.

Principal activities

The principal activity of the Company is to act as a financing vehicle for CPHCL Group. CPHCL Company Limited is the parent company of the Group and is engaged in multiple investments across various companies. These investments are predominantly focused on: (i) the ownership, development, and operation of real estate, primarily comprising hotels and resorts, as well as premium residential and commercial buildings; (ii) the provision of a broad range of high-quality services related to hotel management, project management, elderly residential care, recruitment and talent management, laundry, conference and exhibition organisation, landscaping and other associated ancillary activities, as well as retail and event catering.

The Company is a special purpose vehicle set up for financing transactions of CPHCL Group. It raises such finance mainly through the issue of bonds, which are listed and trading on the Official List of the Malta Stock Exchange and guaranteed by the parent company, CPHCL Company Limited (CPHCL), to whom the proceeds from their issue have been advanced.

Review of the business

During the six-month period ended 30 June 2026, the Company reported interest income on loans receivable from the parent company, amounting to €1,407,893 (2025: €894,944). This reflects the increase in loans owed by the parent company. Interest payable on the bonds in issue amounted to €1,357,367 (2025: €850,000). This represents the interest payable on the €45,000,000 5.35% unsecured bond 2035 issued in November 2025 and interest on the remaining balance of the €40,000,000 4.25% unsecured bonds that matured in April 2026. After deducting administrative expenses of €27,744 (2025: €25,707), the profit before taxation for the period amounted to €22,782 (2025: €19,237).

Further to the issue of Bond VI in November 2025, the amount of €12,728,000 of Bond V not subscribed for via the exchange offer was repaid in full on 12 April 2026.

State of Affairs and Outlook

During 2026, CPHCL Group is projecting an increase in revenues with hotel operations expected to remain the largest revenue contributor mainly reflecting organic growth. Moreover, revenue growth is also positively impacted following the incorporation of new businesses as well as improvements in existing industrial operations. The increase in revenue is also set to be supported by a significant increase in income, due to the consolidation of Mediterranean Investments Holding Plc (MIH) following the acquisition of a further 25% direct shareholding in June 2026 by CPHCL. Gross profit is forecast to outpace the growth in revenue reflecting a more contained increase in cost of providing services.

Management remains focused on maintaining discipline on all operating costs whilst offering a quality service. Capex remains tightly controlled. The Group remains focused on a growth strategy and continued commitment to upgrade its core assets and investments. The asset base remains robust, driven by substantial increases in investment property following the consolidation of MIH and right-of-use assets, countered by a sharp reduction in assets held for sale, following the sale of the Corinthia Hotel in Lisbon. In July 2026, the Group also sold a plot of land in Marsa for a total consideration of €15 million. The net proceeds from the sales were deployed towards repayment of debt, as well as a combination of dividends and further investment opportunities.

The Group has sufficient liquidity and financial resources to meet payment obligations including the Company's bond interest payments as they arise throughout the course of 2026.

Directors

The following have served as directors of the Company during the period under review:

Mr Jean Pierre Schembri (appointed Chairman from 23 January 2026)
Mr Frank Xerri de Caro (Chairman) – resigned 23 January 2026
Mr Mario P. Galea
Ms Rachel Stilon
Mr Alfred Camilleri – resigned 23 January 2026
Mr Michel Cordina – appointed 23 January 2026
Dr Luca Vella – appointed 23 January 2026

In accordance with the Company's Articles of Association, the present directors remain in office.

On behalf of the board,

Mr Jean Pierre Schembri
Chairman

Mr Mario Galea
Director

Registered Office:
22, Europa Centre
John Lopez Street
Floriana FRN 1400
Malta

25 August 2026

Interim statement of profit or loss

	Period from 1 January 2026 to 30 June 2026 €	Period from 1 March 2025 to 31 August 2025 €
Finance income	**1,407,893**	894,944
Finance costs	**(1,357,367)**	(850,000)
Net interest earned	**50,526**	44,944
Administrative expenses	**(27,744)**	(25,707)
Profit before tax	**22,782**	19,237
Tax expense	**(17,684)**	(15,731)
Profit after tax for the period	**5,098**	3,506

Interim statement of financial position

	Notes	30 June 2026	31 December 2025 €
ASSETS			
Non-current			
Loans owed by parent company	3	**44,910,000**	45,000,000
Total non-current assets		**44,910,000**	45,000,000
Current			
Loans owed by parent company	3	**-**	12,638,000
Receivables		**1,828,743**	1,767,174
Other prepayments		**2,370**	-
Cash and cash equivalents		**577,867**	73,682
Total current assets		**2,408,980**	14,478,856
Total assets		**47,318,980**	59,478,856
EQUITY			
Share capital		**250,000**	250,000
Retained earnings		**51,873**	46,775
Total equity		**301,873**	296,775
Non-current liabilities			
Bonds in issue	2	**45,000,000**	45,000,000
Total non-current liabilities		**45,000,000**	45,000,000
Current liabilities			
Bonds in issue	2	**-**	12,728,000
Payables		**2,017,107**	1,454,081
Total current liabilities		**2,017,107**	14,182,081
Total liabilities		**47,017,107**	59,182,081
Total equity and liabilities		**47,318,980**	59,478,856

The notes on pages 7 to 8 are an integral part of these condensed interim financial statements.

The condensed interim financial statements on pages 3 to 8 were approved by the board of directors, authorised for issue on 25 August 2026 and signed on its behalf by:

Jean Pierre Schembri
Chairman

Mario Galea
Director

Interim statement of changes in equity

	Share capital €	Retained earnings €	Total €
At 1 March 2025	**250,000**	**27,745**	**277,745**
Profit for the period	-	3,506	3,506
Total comprehensive income for period	-	3,506	3,506
At 31 August 2025	**250,000**	**31,251**	**281,251**
At 1 September 2025	**250,000**	**31,251**	**281,251**
Profit for the period	-	15,524	15,524
Total comprehensive income for period	-	15,524	15,524
At 31 December 2025	**250,000**	**46,775**	**296,775**
At 1 January 2026	**250,000**	**46,775**	**296,775**
Profit for the period	-	5,098	5,098
Total comprehensive income for period	-	5,098	5,098
At 30 June 2026	**250,000**	**51,873**	**301,873**

Interim statement of cash flows

	Period from 1 January 2026 To 30 June 2026 €	Period from 1 March 2025 To 31 August 2025 €
Cash flows from operating activities		
Cash used in operating activities	**444,710**	(46,728)
Tax paid	**(1,400)**	(34,872)
Net cash from operating activities	**443,310**	(81,600)
Cash flows from investing activities		
Interest received	**1,395,692**	1,780,000
Net cash generated from investing activities	**1,395,692**	1,780,000
Cash flows from financing activities		
Interest paid	**(1,334,817)**	(1,700,000)
Net cash used in financing activities	**(1,334,817)**	(1,700,000)
Net change in cash and cash equivalents	**504,185**	(1,600)
Cash and cash equivalents at beginning of period	**73,682**	79,826
Cash and cash equivalents at end of period	**577,867**	78,226

Notes to the financial statements

1. Summary of significant accounting policies

The accounting policies applied by the Company are consistent with those disclosed in the financial statements for the year ended 31 December 2025.

2. Bonds in issue

	Interest rate	Repayable by	**30 June 2026**	31 December 2025
			€	€
Bond V	4.25%	12 April 2026	**-**	12,728,000
Bond VI	5.35%	18 December 2035	**45,000,000**	45,000,000
			45,000,000	57,728,000
Comprising:				
Current			**-**	12,728,000
Non-current			**45,000,000**	45,000,000
			45,000,000	57,728,000

The bond issue costs on the bonds have been borne by the parent company. The balance of Bond V was fully repaid upon maturity.

CPHCL, the guarantor, is jointly and severally with the company guaranteeing the repayment of the nominal value of the bonds on the redemption date and of the interest amounts of the bonds on each interest payment date. The guarantor irrevocably and unconditionally guarantees the due and punctual performance of all the obligations undertaken by the company under the bonds.

3. Related party transactions

Finance income

	Period from 1 January 2026 To 30 June 2026	Period from 1 March 2025 to 31 August 2025
	€	€
Interest charged on loans owed by parent company	**1,407,893**	894,944

Loans owed by parent company

	Security	Interest rate	Repayable by	**30 June 2026**	31 December 2025 €
Loan VI	None	4.45%	5 April 2026	**-**	12,638,000
Loan VII	None	5.60%	11 December 2035	**44,910,000**	45,000,000
				44,910,000	57,638,000

Loan VI was fully repaid by the due date.

Loan VII is to be fully repaid by 11 December 2035. This loan ranks pari passu, without any priority or preference within all other present and future unsecured and unsubordinated obligations of the parent company, to which the loan has been advanced.

During the period, Loan VI was settled in full and the related expected credit loss allowance of €90,000 was consequently reversed. The Company subsequently assessed the expected credit losses associated with Loan VII in accordance with IFRS 9. In determining the allowance, management considered the borrower's financial position, gearing levels, available reserves, historical repayment experience and other forward-looking information available at the reporting date. Based on this assessment, an expected credit loss allowance of €90,000 was recognised in respect of Loan VII.

Receivables

	30 June 2026	31 December 2025 €
Current		
Amounts owed by parent company	**429,993**	380,624
Accrued interest income	**1,398,750**	1,386,550
	1,828,743	1,767,174

The Company is a subsidiary of CPHCL Company Limited. The Company's related parties include its parent company, fellow subsidiaries, key management personnel (the directors) and all other parties forming part of CPHCL Group.

4. Events after the end of the reporting period

No adjusting or significant non-adjusting events have occurred between the end of the reporting period and the date of authorisation by the board.

We confirm that to the best of our knowledge:

- the interim financial statements give a true and fair view of the financial position of CPHCL Finance Plc as at 30 June 2026, and of its financial performance and its cashflows for the six-month period then ended in accordance with International Financial Reporting Standards as adopted by the EU applicable to interim financial reporting (International Accounting Standard 34 – Interim Financial Reporting), and

- The interim Directors' Report includes a fair review of the information required in terms of Capital Market Rules 5.81 to 5.84.

Jean Pierre Schembri

Chairman

Mario Galea

Director

25 August 2026