# Excel Investments Holdings Limited

## Report & Consolidated Financial Statements

## 31 December 2025

Company registration number: C 94378

# Contents

# Directors' report

The directors present their report together with the audited financial statements of Excel Investments Holdings Limited ('the company') and the consolidated financial statements of the group for the year ended 31 December 2025.

## Principal activities

The company is a private limited liability company registered in Malta. The company acts as a holding company for the group.

The group is involved in rental of residential and commercial spaces. It is also involved in real estate development and sale.

## Directors

The following have served as directors of Excel Investments Holdings Limited during the year under review:

Mark Agius
Joseph Portelli
Daniel Refalo
Albert Frendo
Richard Abdilla Castillo
Jean Paul Debono

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

## Review of the business

During the year under review, the group generated revenue amounting to € 3,718,743 (2024: € 358,615). After incurring administrative expenses and finance cost, and generating other income, the group reported a profit of € 319,723 (2024: loss of € 663,858). At the end of the reporting year, the group reported net assets of € 38,805,183 (2024: € 38,485,460).

During the year under review, the company generated revenue amounting to € 30,000 (2024: €nil) and received dividend of € 300,000 (2024: €nil). After incurring administrative expenses and finance costs and generating dividend income, the company reported a profit of € 265,345 (2024: loss of € 30,390). At the end of the reporting year, the company reported net assets of € 37,387,763 (2024: € 37,122,418).

## Results

The results for the year are set out in the statements of profit or loss on page 4.

## Dividends

The directors do not recommend the payment of a dividend.

## Disclosure of information to the auditor

At the date of making this report, the directors confirm the following:

- as far as each director is aware, there is no relevant information needed by the independent auditor in connection with preparing the audit report of which the independent auditor is unaware; and
- each director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the independent auditor in connection with preparing the audit report and to establish that the independent auditor is aware of that information.

## Statement of directors' responsibilities

The Companies Act, Cap. 386 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the group and the company as at the end of the reporting period and of the profit or loss of their operations for that period. In preparing these financial statements, the directors are required to:

- adopt the going concern basis unless it is inappropriate to presume that the group and company will continue in business;
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting period on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting period.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the group and company and to enable them to ensure that the financial statements have been properly prepared in accordance with the Companies Act, Cap. 386. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. They are also responsible for safeguarding the assets of the group and company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## Auditor

A resolution to appoint Grant Thornton as auditor of the group will be proposed at the forthcoming Annual General Meeting.

**Joseph Portelli**
Director

**Mark Agius**
Director

Registered office:
72, Mattia Preti Street
Rabat, Ghawdex
VCT 2833
Malta

29 April 2026

# Statements of profit or loss

| | Notes | Group | | Company | |
|---|---|---|---|---|---|
| | | 2025 | 2024 | 2025 | 2024 |
| | | € | € | € | € |
| **Revenue** | 5 | **3,718,743** | **358,615** | **330,000** | - |
| Direct costs | | (1,952,857) | (105,815) | - | - |
| **Gross profit** | | **1,765,886** | **252,800** | **330,000** | **-** |
| Administrative expenses | | (451,957) | (124,615) | (181,202) | (22,187) |
| Fair value loss on investment property | | - | (145,086) | - | - |
| Other income | | 28,165 | 4,373 | - | - |
| **Operating profit (loss)** | | **1,342,094** | **(12,528)** | **148,798** | **(22,187)** |
| Finance income | 6 | - | - | 3,296,922 | - |
| Finance costs | 6 | (719,724) | (106,156) | (3,180,375) | (8,203) |
| **Profit (loss) before tax** | 7 | **622,370** | **(118,684)** | **265,345** | **(30,390)** |
| Tax expense | 8 | (302,647) | (545,174) | - | - |
| **Profit (loss) for the year** | | **319,723** | **(663,858)** | **265,345** | **(30,390)** |

# Statements of financial position

| | Notes | Group | | Company | |
|---|---|---|---|---|---|
| | | 2025 | 2024 | 2025 | 2024 |
| | | € | € | € | € |
| **Assets** | | | | | |
| **Non-current** | | | | | |
| Investment in subsidiaries | 9 | - | - | 15,493,269 | 15,492,069 |
| Investment properties | 10 | 60,760,947 | 59,700,000 | - | - |
| Prepaid bond issue cost | 11 | 709,832 | 781,994 | 709,832 | 781,994 |
| Loans receivable | 12 | - | - | 71,377,912 | 46,680,990 |
| Trade and other receivables | 13 | 20,951,287 | - | 542,322 | 358,965 |
| | | **82,422,066** | **60,481,994** | **88,123,335** | **63,314,018** |
| **Current** | | | | | |
| Inventories | 14 | 9,127,568 | 7,256,209 | - | - |
| Prepaid bond issue cost | 11 | 142,110 | 130,452 | 142,110 | 130,452 |
| Trade and other receivables | 13 | 5,758,260 | 4,720,347 | 35,400 | - |
| Cash and cash equivalents | 15 | 394,441 | 24,828,699 | 472 | 9,652 |
| | | **15,422,379** | **36,935,707** | **177,982** | **140,104** |
| **Total assets** | | **97,844,445** | **97,417,701** | **88,301,317** | **63,454,122** |

# Statements of financial position - continued

| | Notes | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|---|
| **Equity** | | | | | |
| Share capital | 16 | 5,000,000 | 5,000,000 | 5,000,000 | 5,000,000 |
| Shareholders' loan | 17 | 34,157,555 | 34,157,555 | 32,157,555 | 32,157,555 |
| Revaluation reserve | | (665,086) | (665,086) | - | - |
| Retained earnings (accumulated losses) | | 312,704 | (7,019) | 230,208 | (35,137) |
| Non-controlling interest | | 10 | 10 | - | - |
| **Total equity** | | **38,805,183** | **38,485,460** | **37,387,763** | **37,122,418** |
| **Liabilities** | | | | | |
| **Non-current** | | | | | |
| Debt securities in issue | 18 | 50,000,000 | 50,000,000 | - | - |
| Deferred tax liability | 19 | 2,600,000 | 2,600,000 | - | - |
| Borrowings | 20 | - | - | 50,608,013 | 26,036,638 |
| Trade and other payables | 21 | 632,515 | 941,542 | 257,515 | 257,515 |
| | | **53,232,515** | **53,541,542** | **50,865,528** | **26,294,153** |
| **Current** | | | | | |
| Trade and other payables | 21 | 5,712,651 | 5,387,311 | 48,026 | 37,551 |
| Current tax liability | | 94,096 | 3,388 | - | - |
| | | **5,806,747** | **5,390,699** | **48,026** | **37,551** |
| **Total liabilities** | | **59,039,262** | **58,932,241** | **50,913,554** | **26,331,704** |
| **Total equity and liabilities** | | **97,844,445** | **97,417,701** | **88,301,317** | **63,454,122** |

The financial statements on pages 4 to 31 were approved, authorised for issue and signed on behalf of the directors on 29 April 2026 by:

**Joseph Portelli**
Director

**Mark Agius**
Director

# Statements of changes in equity

| Group | Share capital € | Retained earnings (accumulated losses) € | Revaluation reserve € | Shareholders' loan € | Non-controlling interest € | Total € |
|---|---|---|---|---|---|---|
| At 1 January 2025 | 5,000,000 | (7,019) | (665,086) | 34,157,555 | 10 | 38,485,460 |
| Profit for the year | - | 319,723 | - | - | - | 319,723 |
| **At 31 December 2025** | **5,000,000** | **312,704** | **(665,086)** | **34,157,555** | **10** | **38,805,183** |
| | | | | | | |
| Effect of business combination | 1,200 | (8,247) | - | 361,616 | - | 354,569 |
| Issuance of share capital | 4,998,800 | - | - | - | 10 | 4,998,810 |
| Shareholder's loan | - | - | - | 33,795,939 | - | 33,795,939 |
| Loss for the period | - | 1,228 | (665,086) | - | - | (663,858) |
| **At 31 December 2024** | **5,000,000** | **(7,019)** | **(665,086)** | **34,157,555** | **10** | **38,485,460** |

# Statements of changes in equity - continued

**Company**

| | Share capital € | Retained earnings (accumulated losses) € | Shareholders' loan € | Total € |
|---|---|---|---|---|
| At 1 January 2025 | 5,000,000 | (35,137) | 32,157,555 | 37,122,418 |
| Profit for the year | - | 265,345 | - | 265,345 |
| **At 31 December 2025** | **5,000,000** | **230,208** | **32,157,555** | **37,387,763** |
| | | | | |
| At 1 January 2024 | 1,200 | (4,747) | 361,616 | 358,069 |
| Issuance of share capital | 4,998,800 | - | - | 4,998,800 |
| Shareholders' loan | - | - | 31,795,939 | 31,795,939 |
| Loss for the year | - | (30,390) | - | (30,390) |
| **At 31 December 2024** | **5,000,000** | **(35,137)** | **32,157,555** | **37,122,418** |

# Statements of cash flows

| | Notes | Group | | Company | |
|---|---|---|---|---|---|
| | | 2025 | 2024 | 2025 | 2024 |
| | | € | € | € | € |
| **Operating activities** | | | | | |
| Profit (loss) before tax | | 622,370 | (118,684) | 265,345 | (30,390) |
| Adjustments | 22 | 861,834 | 251,957 | (274,437) | 8,918 |
| Changes in working capital | 22 | (1,953,284) | 3,318,184 | 91,718 | 36,151 |
| | | **(469,080)** | **3,451,457** | **82,626** | **14,679** |
| Taxes paid | | (211,939) | (25,174) | - | - |
| **Net cash (used in) generated from operating** | | **(681,019)** | **3,426,283** | **82,626** | **14,679** |
| **Investing activities** | | | | | |
| Acquisition of investment properties | | (20,346) | (17,645,086) | - | - |
| Payment of bond issuance costs | | (81,606) | (913,161) | (81,606) | (913,161) |
| Deposit paid to contractor for properties held for development and sale | | (20,951,287) | - | - | - |
| Payment to acquire subsidiaries | | - | - | (1,200) | (253,190) |
| Settlement of a related party's bond issuance costs | | - | - | - | - |
| Loan granted to related parties | | - | - | (21,400,000) | (25,125,138) |
| **Net cash used in investing activities** | | **(21,053,239)** | **(18,558,247)** | **(21,482,806)** | **(26,291,489)** |
| **Financing activities** | | | | | |
| Interest paid on debt securities in issue | | (2,700,000) | - | - | - |
| Proceeds from issuance of debt securities | 18 | - | 50,000,000 | - | - |
| Net payment of bank borrowing | | - | (10,112,484) | - | - |
| Interest paid on bank borrowing | | - | (91,360) | - | - |
| Loan from other related parties | | - | - | - | 257,515 |
| Loan from a subsidiary | | - | - | 21,391,000 | 26,028,435 |
| **Net cash (used in) generated from financing activities** | | **(2,700,000)** | **39,796,156** | **21,391,000** | **26,285,950** |
| Net cash used in cash and cash equivalents | | (24,434,258) | 24,664,192 | (9,180) | 9,140 |
| Cash acquired from business combination | | - | 164,507 | - | - |
| Cash and cash equivalents, beginning of year | | 24,828,699 | - | 9,652 | 512 |
| **Cah and cash equivalents, end of year** | 15 | **394,441** | **24,828,699** | **472** | **9,652** |

# Notes to the financial statements

## 1 Nature of operations

Excel Investments Holdings Limited ('the company') was incorporated on 3 March 2020 and was formed principally to serve as the ultimate holding company of the Excel Group of Companies.

The group is involved in rental of residential and commercial spaces. It is also involved in real estate development and sale.

## 2 Basis of preparation

### 2.1 Statement of compliance with International Financial Reporting Standards (IFRS)

The company, a private limited liability company, is incorporated and domiciled in Malta with registration number of C 94378. The address of the company's registered office, which is also its principal place of business is 72, Mattia Preti Street, Rabat, Ghawdex, VCT 2833, Malta.

These financial statements consolidate those of the parent company and its subsidiaries (together referred to as the 'group' and individually as 'group entities').

The financial statements of the group and the company have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (EU), and in accordance with the Companies Act, Cap. 386.

The financial statements are presented in euro (€), which is also the functional currency of the group and company.

## 3 New or revised Standards or Interpretations

### 3.1 New standards adopted as at 1 January 2025

Some accounting pronouncements which have become effective from 1 January 2025 and have therefore been adopted, do not have a significant impact on the group and the company's financial results or position.

Amendments that are effective for the first time in 2025 and could be applicable to the group and company are:

- Lack of Exchangeability (Amendments to IAS 21).

These amendments do not have a significant impact on these financial statements and therefore the disclosures have not been made.

### 3.2 Standards, amendments and Interpretations to existing Standards that are not yet effective and have not been adopted early by the group and the company

At the date of authorization of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the IASB or International Financial Reporting Interpretations Committee (IFRIC). None of these Standards or amendments to existing Standards have been adopted early by the group and company and no Interpretations have been issued that are applicable and need to be taken into consideration by the group and company at either reporting date.

Standards and amendments that are not yet effective and have not been adopted early by the group and the company include:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)
- Annual Improvements to IFRS Accounting Standards—Volume 11
- IFRS 19 'Subsidiaries without Public Accountability: Disclosures'
- Amendments to IFRS 19 'Subsidiaries without Public Accountability: Disclosures'

These Standards and amendments are not expected to have a significant impact on the financial statements in the period of initial application and therefore no disclosures have been made.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 'Presentation of Financial Statements'. The adoption of IFRS 18 'Presentation and Disclosure in financial statements', effective for periods commencing on or after 1 January 2027, is expected to have a material impact on the presentation of the financial Statements, and therefore relevant disclosures are included below.

Although IFRS 18 includes many of the requirements of IAS 1, it introduces new requirements to better structure financial statements and to provide more detailed and useful information to investors, including:

- two new subtotals defined in the statement of profit or loss, namely (1) operating profit and (2) profit or loss before financing and income taxes
- the classification of all income and expenses within the statement of profit or loss in one of five categories
- a new requirement to disclose performance measures defined by management, and
- an improvement in the principles related to the aggregation and disaggregation of information in the financial statements and accompanying notes.

IFRS 18 will be applied retrospectively with specific transitional provisions.

The group and the company are currently working to identify all of the impacts that IFRS 18 will have on the primary financial statements and notes to the financial statements.

## 4 Material accounting policies

Entities should disclose their material accounting policies. Accounting policies are material and must be disclosed if they can be reasonably expected to influence the decisions of users of the financial statements.

Management has concluded that the disclosure of the group and company's material accounting policies below is appropriate.

### 4.1 Overall considerations

The material accounting policies that have been used in the preparation of these financial statements are summarised below.

The accounting policies are consistent with those applied in previous years.

The financial statements have been prepared using the measurement bases specified by IFRS as adopted by EU for each type of asset, liability, income and expense. The measurement basis are more fully described below.

The financial statements are presented in accordance with IAS 1 'Presentation of Financial Statements' (Revised 2007). The group and company have no comprehensive income and elected to present only the statement of profit or loss.

### 4.2 Basis of consolidation

The group financial statements consolidate those of the parent company and all of its subsidiary undertakings drawn up to 31 December 2025. Subsidiaries are all entities over which the group has power to control the financial and operating policies.

All transactions and balances between group companies are eliminated on consolidation, including unrealised gains and losses on transactions between group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the group.

Profit or loss of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

#### 4.2.1 Business combination under common control

Business combinations of entities not under common control are accounted for by applying the acquisition method in accordance with *IFRS 3 Business combinations*. The acquisition method involves the recognition at fair value of all identifiable assets and liabilities of the acquiree at the acquisition date, including contingent liabilities regardless of whether or not they were recorded in the financial statements of the acquiree prior to acquisition. On initial recognition, the assets and liabilities of the acquiree are included in the consolidated statement of financial position of the group at their fair values, which are also used as the basis for subsequent measurement in accordance with the group's accounting policies. Goodwill is stated after separating out the identifiable intangible assets.

Goodwill represents the excess of acquisition cost over the fair value of the group's share of identifiable net assets of the acquiree at the date of acquisition. If the acquisition cost is less than the fair value of the group's share of identifiable net assets of the acquiree at date of acquisition, the gain on acquisition is recognised immediately in the statements of profit or loss after reassessment.

A merger of entities under common control is accounted for by applying the pooling of interests method (predecessor accounting). Under this method, the financial statement items of the combining entities for the period in which the combination occurs and for any comparative periods disclosed are included in the consolidated financial statements of the group (the acquirer) as if they had been combined from the beginning of the earliest period presented. Any difference between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount recorded for the share capital acquired is adjusted against reserves.

### 4.2.2 Subsidiaries

Subsidiaries are entities controlled by the group. The group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The consolidated financial statements have been prepared from the financial statements prepared in accordance with IFRS as adopted by EU of the following companies comprising the group:

| Name of company | Nature of business | 2025<br>% | 2024<br>% |
|---|---|---|---|
| Excel Investments Holdings Limited | Holding company | - | - |
| Excel Finance p.l.c. | Financing of companies within the group | 99 | 99 |
| Excel MJD Limited | Developing and renting of properties | 100 | 100 |
| Excel Housing Limited | Renting of properties | 100 | 100 |
| Excel Property Trading Limited | Purchase, development and sale of properties | 100 | 100 |
| Excel Property Trading One Limited | Purchase, development and sale of properties | 100 | 100 |

### 4.2.3 Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

## 4.3 Foreign currency

**Foreign currency transactions**

Transactions in foreign currencies are translated into the respective functional currencies of group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

## 4.4 Financial instruments

**Recognition and derecognition**

Financial assets and financial liabilities are recognised when the group and the company become a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

### Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:

- amortised cost;
- fair value through profit or loss (FVTPL); and
- fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in the statements of profit or loss are presented within 'finance expense' or 'finance income', except for impairment of trade receivables which is presented in 'administrative expenses'.

### Subsequent measurement of financial assets

*Financial assets at amortised cost*

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The group and company's cash and cash equivalents, loans receivables and trade and other receivables fall into this category of financial instruments.

### Impairment of financial assets

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the new requirements include FVOCI, trade receivables and contract assets recognised and measured under IFRS 15.

Recognition of credit losses is no longer dependent on the group and the company first identifying a credit loss event. Instead, the group and company consider a broad range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

**Classification and measurement of financial liabilities**

The financial liabilities include debt securities in issue, borrowings and trade and other payables.

Financial liabilities of the group and the company are initially measured at fair value, and where applicable, adjusted for transaction costs unless it designates a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within 'finance expense' or 'finance income'.

## 4.5 Investment properties

Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are recognised as an asset when it is probable that the future economic benefits that are associated with the property will flow to the group, and the cost of the property can be reliably measured. Investment properties are initially measured at cost, including transaction costs, less impairment losses.

After initial recognition, properties are measured using the fair value model, with changes in fair value above the historical cost of the investment properties being recognised in the statements of profit or loss and shown as a separate component of equity under the heading of revaluation reserve.

Rental income from and operating expenses incurred in the operations of the investment properties are reported within 'revenue' and 'direct cost', respectively.

### 4.6 Fair value measurement

#### Fair value of non-financial assets

The group owns investment properties which are measured at fair value.

When measuring fair value, the group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identified assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure fair value fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The fair value of the group's investment properties is based on the estimated market value of the property as per architect's valuation.

### 4.7 Inventories

Inventory is stated at the lower of cost and net realizable value. The cost includes the purchase price of the property and development costs incurred to date. Net realizable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing and selling. The cost of development and common costs are apportioned based on the costs absorbed during the stage of development, and the cost of land is apportioned on the basis of the floor area.

Cost incurred in bringing each property to its present location and condition includes:

- Freehold and leasehold rights for land;
- Development costs incurred; and
- Planning and design costs, cost of site preparation, professional fees for legal services, property transfer taxes, development overheads, and other related costs.

When the inventory is sold, its carrying amount is recognised as an expense in the year in which the related revenue is recognised. The carrying amount of inventory is recognised in profit or loss is determined with reference to the directly attributable costs incurred on the property sold and an allocation of any other related costs based on the relative size of the property sold. Inventory is classified as non-current when these are expected to be realised after more than one year from the reporting date.

### 4.8 Impairment of non-financial assets

The carrying amounts of non-financial assets, other than investment properties carried at fair value, prepayments and inventories, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 4.9 Cash and cash equivalents

For the purposes of the statements of financial position and cash flows, cash and cash equivalents comprise cash at bank and in hand and cash held under trustee accounts.

### 4.10 Equity, reserves and dividend distributions

Share capital represents the nominal value of shares that have been issued.

Accumulated losses include the current and prior year results as disclosed in the statements of profit or loss less dividend distributions.

The revaluation reserve represents the surpluses arising on the revaluation of the group's investment properties, net of related deferred tax effects.

Shareholders' loan pertain to loans which are repayable at the group and company's discretion.

All transactions with owners are recorded separately within equity.

### 4.11 Revenue of the group

Revenue of the group pertains to rental income from investment properties and revenue from sale of properties.

Revenue of the company pertains to management fees.

To determine whether to recognise revenue, the group and the company follow a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

The total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone prices. The transaction price for a contract excludes any amounts collected on behalf of third parties, value added tax (VAT) and trade discounts.

Revenue is recognised either at a point in time or over time, when (or as) the group or company satisfy performance obligations by transferring the promised goods or services to its customers.

Other income pertains to common use service area fees.

Other income is recognised in the statement of profit or loss when the inflow of economic benefits associated with the transaction is probable and the amount of income can be measured reliably.

### 4.12 Cost and expense recognition

Cost and expenses are recognised in the statements of profit or loss upon utilisation of the service or at the date of their origin.

### 4.13 Finance costs

Finance costs comprise interest expense on bank borrowings and debt securities in issue. All borrowing costs are recognised in the statements of profit or loss using the effective interest method, except when they relate to qualifying assets, in which case they are capitalised.

### 4.14 Leases

**The group as a lessor**

As a lessor, the group classifies its leases as either operating or finance leases.

The group assessed whether it transfers substantially all the risks and rewards of ownership. Those assets that do not transfer substantially all the risks and rewards are classified as operating leases. The group has currently not entered into any lease that is classified as finance lease.

Rental income is accounted for on a straight-line basis over the lease term and is included in revenue due to its operating nature.

### 4.15 Income tax

Income tax on profit or loss for the year comprises current tax and deferred taxes. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively at the reporting date.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

### 4.16 Provisions and contingencies

Provisions are recognised when present obligations will probably lead to an outflow of economic resources from the group and company and they can be measured reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, such as product warranties, legal disputes or onerous contracts. Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it.

Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Long term obligations are discounted to their present values, where the time value of money is material.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

### 4.17 Significant management judgement in applying accounting policies and estimation uncertainty

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Except as disclosed below, in the opinion of the directors, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1 (revised).

#### Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

*Fair value measurement*

The fair value of the group's investment properties is estimated based on appraisal performed by an independent architect. The significant inputs and assumptions are developed in close consultation with management and in line with similar properties in similar location. The valuation process and fair value changes are reviewed by the directors at each reporting date. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

*Impairment of non-financial assets*

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

## 5 Revenue

| | Group | | Company | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | € | € | € | € |
| Dividend income | - | - | 300,000 | - |
| Management fee income | - | - | 30,000 | - |
| Rental income | 818,103 | 124,615 | - | - |
| Revenue from sale of property | 2,900,640 | 234,000 | - | - |
| | **3,718,743** | **358,615** | **330,000** | **-** |

## 6 Finance income and finance costs

| | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|
| Interest on loans receivable | - | - | 3,296,922 | - |
| **Finance income** | **-** | **-** | **3,296,922** | **-** |
| | | | | |
| Interest on related party borrowings | - | - | 3,180,375 | 8,203 |
| Interest on bank borrowings | - | 91,361 | - | - |
| Interest on debt securities in issue | 719,724 | 14,795 | - | - |
| **Finance costs** | **719,724** | **106,156** | **3,180,375** | **8,203** |

## 7 Profit (loss) before tax

The profit (loss) before tax is stated after charging:

| | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|
| Directors' remuneration | 50,053 | 9,679 | - | - |
| Auditor's remuneration | 46,000 | 27,000 | 15,000 | 10,000 |

## 8 Tax expense

The relationship between the expected tax income based on the effective tax rate of the group and company at 35% (2024: 35%) and the actual tax expense recognised in the statements of profit or loss can be reconciled as follows:

| | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|
| Profit (loss) before tax | 622,370 | (118,684) | 265,345 | (30,390) |
| Tax rate | 35% | 35% | 35% | 35% |
| **Expected tax (expense) income** | **(217,830)** | **41,539** | **(92,871)** | **10,637** |
| | | | | |
| Adjustments for: | | | | |
| Non-deductible expenses | (300,770) | (69,376) | - | (10,637) |
| Rental income at reduced rates | 235,353 | - | - | - |
| Non-taxable income | - | 37,162 | 105,000 | - |
| Effect of sale of property subject to final tax | 123,935 | 26,145 | - | - |
| Unrecognised deferred tax | 9,897 | (9,897) | - | - |
| Effect of consolidation adjustments | (153,232) | - | - | - |
| Group losses claimed | - | - | - | - |
| Consideration for losses surrendered | - | - | (12,129) | - |
| Different tax rates | - | 33 | - | - |
| Deferred tax movement on investment property | - | (520,000) | - | - |
| Increase in fair value of investment property | - | (50,780) | - | - |
| **Actual tax expense, net** | **(302,647)** | **(545,174)** | **-** | **-** |
| | | | | |
| **Comprising:** | | | | |
| Current tax expense | (302,647) | (25,174) | - | - |
| Deferred tax expense | - | (520,000) | - | - |
| **Total tax expense** | **(302,647)** | **(545,174)** | **-** | **-** |

## 9 Investment in subsidiaries

Movement in the company's investments in subsidiaries is as follows:

| | Company 2025 € | 2024 € |
|---|---|---|
| **Cost** | | |
| At 1 January | 15,492,069 | - |
| Additions during the year | 1,200 | 15,492,069 |
| At 31 December | **15,493,269** | **15,492,069** |

Details of these subsidiaries are shown below:

| Name of company | Description of shares held | % holding 2025 | 2024 | Nature of business |
|---|---|---|---|---|
| Excel Finance p.l.c. | 249,990 ordinary shares of € 1 each | 99 | 99 | Financing of companies within the group |
| Excel MJD Limited | 1,200 ordinary shares of €1 each | 100 | 100 | Developing and renting of properties |
| Excel Housing Limited | 10,000 ordinary shares of € 1 each | 100 | 100 | Renting of properties |
| Excel Property Trading Limited | 1,200 ordinary shares of € 1 each | 100 | 100 | Purchase, development and sale of properties |
| Excel Property Trading (One) Limited | 1,200 ordinary shares of €1 each | 100 | 100 | Purchase, development And sale of properties |

The registered address of all subsidiaries is the same as the registered address of the company except for Excel Property Trading Limited with registered address of Agius Building, Saint Gorge Street, Rabat Ghawdex, Malta.

During the year, the company received € 300,000 dividends from Excel Property Trading Limited.

## 10 Investment properties

| Group | 2025 € | 2024 € |
|---|---|---|
| **At 1 January** | 59,700,000 | - |
| Acquisitions during the year | 1,060,947 | 59,845,086 |
| Decrease in fair value | - | (145,086) |
| **Carrying amount** | **60,760,947** | **59,700,000** |

The investment properties represent various apartments and garages and an office block currently completed in shell form with ongoing finishing works. The investment properties are held to earn rental income and for capital appreciation.

Valuations were obtained for the entire investment properties held by the group. The revaluations were carried out by an independent architect. The architect is qualified and has recent experience in valuation of similar property type and location.

Details of the investment properties and the information about the fair value hierarchy as at 31 December are as follows:

**31 December 2025**

| Type of property | Level 2 € | Total € |
|---|---|---|
| Residential | 27,200,000 | 27,200,000 |
| Commercial property | 33,560,947 | 33,560,947 |
| **Total** | **60,760,947** | **60,760,947** |

**31 December 2024**

| Type of property | Level 2 € | Total € |
|---|---|---|
| Residential | 27,200,000 | 27,200,000 |
| Commercial property | 32,500,000 | 32,500,000 |
| **Total** | **59,700,000** | **59,700,000** |

There were no transfers between the hierarchy levels during the year.

For investment properties categorised under Level 2 of the fair value hierarchy, the following techniques and inputs were used:

| Type of property | Technique | Inputs |
|---|---|---|
| Residential and commercial property | Market approach | The value of the property is based on the selling price of a similar residential and commercial property. |

Additions during the year include capitalised borrowing costs amounting to € 1,040,601 (2024: € 694,223).

Only the group's residential investment properties generated income during the year. The rental income earned by the group from its residential investment properties amounted to € 818,103 (2024: € 124,615). Direct operating expenses incurred in relation to the income generating investment properties amounted to € 10,676 (2024: € 8,935).

The lease contracts from the group's residential investment properties are all non-cancellable for seven to ten years from the commencement of the lease.

Maturity analysis of future operating lease rentals from the group's residential investment properties are as follows:

| | Undiscounted lease payments due | | | |
|---|---|---|---|---|
| | Within 1 year | 2 – 5 years | More than 5 years | Total |
| 31 December 2025 | **708,390** | **2,978,100** | **1,791,599** | **5,478,089** |
| 31 December 2024 | 694,881 | 2,919,705 | 2,558,383 | 6,172,969 |

The group's investment properties are held as collateral for the debt securities issued by Excel Finance p.l.c, a company under common control (see note 18).

## 11 Prepaid bond issue cost

Group and company

| | 2025 | 2024 |
|---|---|---|
| | € | € |
| **Cost** | | |
| As at 1January | 913,161 | - |
| Additions | 81,606 | 913,161 |
| At 31 December | **994,767** | **913,161** |
| | | |
| **Amortisation** | | |
| As at 1 January | 715 | - |
| Charge for the year | 142,110 | 715 |
| At 31 December | **142,825** | **715** |
| | | |
| **Carrying amount** | | |
| **At 31 December** | **851,942** | **912,446** |
| | | |
| **Presented as:** | | |
| **Non-current** | **709,832** | **781,994** |
| **Current** | **142,110** | **130,452** |

The company and group's prepayments as of year-end pertain to bond issuance costs which were borne by the company on behalf of Excel Finance p.l.c., a subsidiary (see note 18).

The prepayments shall be amortised over seven years, which is equivalent to the life of the bond.

## 12 Loans receivable

### Company

The loans due from subsidiaries amounting to € 71,377,912 (2024: € 46,680,990) are unsecured, bear interest at 7.25% per annum commencing from 1 January 2025 and is repayable after more than 12 months.

## 13 Trade and other receivables

| | Group | | Company | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | € | € | € | € |
| Trade receivables | 56,948 | 200 | 35,400 | - |
| Dividend receivable | - | - | 300,000 | - |
| Amounts due from other related parties | 5,035,038 | 2,118,037 | - | - |
| Loan due from related parties | - | - | - | 115,000 |
| **Financial assets at amortised cost** | **5,091,986** | **2,118,237** | **335,400** | **115,000** |
| Deposit paid to contractor for properties held for development and resale | 20,951,287 | - | - | - |
| VAT refundable | 6,366 | 2,352,886 | - | - |
| Deposit on promise of sale | 609,546 | 243,965 | 242,322 | 243,965 |
| Prepayments | 50,362 | 5,259 | - | - |
| **Total trade and other receivables** | **26,709,547** | **4,720,347** | **577,722** | **358,965** |

| | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|
| **Comprising:** | | | | |
| **Non-current** | **20,951,287** | **-** | **542,322** | **358,965** |
| **Current** | **5,758,260** | **4,720,347** | **35,400** | **-** |

The carrying values of financial assets at amortised cost are considered a reasonable approximation of fair value.

The amounts and loan due from related parties are unsecured, interest-free and repayable upon demand.

## 14 Inventories

| | Group 2025 € | Group 2024 € |
|---|---|---|
| Properties held for development and resale | 9,127,568 | 7,256,209 |
| | **9,127,568** | **7,256,209** |

During the year, the company carried out multiple property purchases and sales. The cost of sales recognised in the statements of profit or loss relating to the properties sold amounted to € 1,892,215 (2024: € 105,815). The company capitalised borrowings costs amounting to € 1,154,759 (2024: € nil).

## 15 Cash and cash equivalents

| | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|
| Cash at bank | 347,673 | 595,734 | 472 | 9,652 |
| Cash on hand | - | 450 | - | - |
| Cash held under trustee account | 46,768 | 24,232,515 | - | - |
| **Cash and cash equivalents in the statements of financial position and statements of cash flow** | **394,441** | **24,828,699** | **472** | **9,652** |

## 16 Share capital

The share capital of Excel Investments Holdings Limited consists only of fully paid ordinary shares with a par value of € 1 each. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of Excel Investments Holdings Limited.

| | 2025 € | 2024 € |
|---|---|---|
| **Shares authorised, issued and fully paid at 31 December** | | |
| Ordinary shares A of € 1 each | 2,000,000 | 2,000,000 |
| Ordinary shares B of € 1 each | 1,500,000 | 1,500,000 |
| Ordinary shares C of € 1 each | 1,500,000 | 1,500,000 |
| | **5,000,000** | **5,000,000** |

Movement in share capital during the year is shown below:

| | 2025 | 2024 |
|---|---|---|
| | € | € |
| At January 1 | 5,000,000 | 1,200 |
| Issuance of shares | - | 4,998,800 |
| **At 31 December** | **5,000,000** | **5,000,000** |

In 2024, the company resolved to increase its ordinary share capital from 1,200 shares of € 1 each to 5,000,000 ordinary shares of € 1 each, fully paid up. The increase in ordinary share capital of € 4,998,800 has been made through a capitalisation of debt of the same amount due to the shareholders.

## 17 Shareholders' loan

Group and company loans are unsecured, interest-free, and payable at the group and company's discretion. The directors consider the economic substance of the shareholders' loans as being additional capital provided to the group and company by its shareholders.

## 18 Debt securities in issue

In December 2024, the Group issued 500,000 5.4% secured bonds of € 100 nominal value each, redeemable at par in December 2031. Interest on the bonds is due and payable annually in arrears on 30 December of each year at the above-mentioned rate. The bond is secured by the collateral provided by the group. The collateral is in the form of first ranking special hypothec over the property or investment properties of the group (see note 10).

Transaction costs paid out of bond proceeds directly related to the bond issuance were borne by the Excel Investments Holdings Limited and recorded as prepayments in the statements of financial position (see note 11).

The bonds were listed on the official list of the Malta Stock Exchange (MSE) in January 2025.

The fair value of the bonds as at 31 December 2025 is equal to the carrying amount.

## 19 Deferred tax liability

Deferred taxes arising from temporary differences can be summarised as follows:

| Group | 1 January 2025 | Recognised in statements of profit or loss | 31 December 2025 |
|---|---|---|---|
| | € | € | € |
| **Non-current assets** | | | |
| Revaluation of investment properties | 2,600,000 | - | 2,600,000 |
| Total | **2,600,000** | - | **2,600,000** |

Deferred taxes for the comparative period can be summarised as follows:

**Group**

| | Acquired through business combination € | Recognised in statements of profit or loss € | 31 December 2024 € |
|---|---|---|---|
| **Non-current assets** | | | |
| Revaluation of investment properties | 2,080,000 | 520,000 | 2,600,000 |
| **Total** | **2,080,000** | **520,000** | **2,600,000** |

Refer to note 8 for information on the group's tax expense.

## 20 Borrowings

### Company

Related party borrowings amounting to € 50,608,013 (2024: € 26,036,638) pertain to loan obtained from Excel Finance plc, its subsidiary. The proceeds from the loan were advanced to other subsidiaries which is mainly used to repay the bank loan in 2024 and to finance the acquisition of investment properties, inventories and other working capital requirements. The loan is unsecured, bears interest of 7.25% p.a. starting from 1 January 2025, and repayable by the borrower to the lender any time without notice or penalty and not expected to be repaid within the next 12 months.

## 21 Trade and other payables

| | Group | | Company | |
|---|---|---|---|---|
| | 2025 € | 2024 € | 2025 € | 2024 € |
| Trade payables | 5,648,649 | 1,389,957 | 35,400 | 19,351 |
| Amounts due to other related parties | 622,515 | 931,542 | - | - |
| Accrued expenses | 64,002 | 2,064,308 | 12,626 | 18,200 |
| Loan from other related parties | - | - | 257,515 | 257,515 |
| **Financial liabilities measured at amortised cost** | **6,335,166** | **4,385,807** | **305,541** | **295,066** |
| Deferred income | - | 1,931,787 | - | - |
| Other payables | 10,000 | 11,259 | - | - |
| **Total trade and other payables** | **6,345,166** | **6,328,853** | **305,541** | **295,066** |
| | | | | |
| **Comprising:** | | | | |
| **Non-current** | **632,515** | **941,542** | **257,515** | **257,515** |
| **Current** | **5,712,651** | **5,387,311** | **48,026** | **37,551** |

Amounts due to other related parties are unsecured, interest-free and repayable after 12 months.

Deferred income refers to the advance payment received in connection with a promise of sale agreement.

The carrying amount of financial liabilities is considered a reasonable approximation of fair value.

## 22 Cash flow adjustments and changes in working capital

The following non-cash flows adjustment and adjustments for changes in working capital have been made to the pre-tax result for the year to arrive at operating cash flow:

| | Group | | Company | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | € | € | € | € |
| **Adjustments:** | | | | |
| Amortisation of bond issue costs | 142,110 | 715 | 142,110 | 715 |
| Finance costs | 719,724 | 106,156 | 3,180,375 | 8,203 |
| Finance income | - | - | (3,296,922) | - |
| Dividend income | - | - | (300,000) | - |
| Fair value loss on investment properties | - | 145,086 | - | - |
| | **861,834** | **251,957** | **(274,437)** | **8,918** |
| **Net changes in working capital:** | | | | |
| Inventories | (931,684) | (1,900,350) | - | - |
| Trade and other receivables | (1,037,913) | (3,079,327) | 81,243 | - |
| Trade and other payables | 16,313 | 8,297,861 | 10,475 | 36,151 |
| | **(1,953,284)** | **3,318,184** | **91,718** | **36,151** |

## 23 Financial risk management

The group and company are exposed to credit risk, liquidity risk and market risk through use of financial instruments, which result from both operating and investing activities. The group and company's risk management is coordinated by the directors and focuses on actively securing the group and company's short to medium term cash flows by minimising the exposure to financial risks.

The most significant financial risks to which the group and company are exposed are described below. See also note 23.4 for a summary of the group and company's financial assets and liabilities by category.

### 23.1 Credit risk

The group and company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the end of the reporting period as summarised below:

| | | Group | | Company | |
|---|---|---|---|---|---|
| | Notes | 2025 | 2024 | 2025 | 2024 |
| | | € | € | € | € |
| **Non-current asset** | | | | | |
| Loans receivable | 12 | - | - | 71,377,912 | 46,680,990 |
| Trade and other receivables | 13 | - | - | 300,000 | 115,000 |
| | | - | - | **71,677,912** | **46,795,990** |
| **Current asset** | | | | | |
| Trade and other receivables | 13 | 5,091,986 | 2,118,237 | 35,400 | - |
| Cash and cash equivalents | 15 | 394,441 | 24,828,699 | 472 | 9,652 |
| | | **5,486,427** | **26,946,936** | **35,872** | **9,652** |

The group and company continuously monitor defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls.

None of the group and company's financial assets is secured by collateral or other credit enhancements.

**Receivables**

The group and company's receivables mainly include trade and other receivables, loans and amounts due from related parties.

With respect to balances with related parties, the group and company assess the credit quality of these related parties by considering financial position, performance and other factors. In measuring the ECL of these balances as at 31 December 2025, management determined that there was no impairment in relation to related party balances. Management take cognisance of the related party relationship with these entities and settlement arrangements in place and management does not expect any losses from non-performance or default.

**Other financial assets at amortised cost**

Other financial assets at amortised cost include cash and cash equivalents.

The group banks with local institutions. At 31 December 2025, cash and cash equivalents of the group and company are held with local counterparties and are callable on demand. Management consider the probability of default to be close to zero as the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognised based on 12-month expected credit losses as any such impairment would be insignificant to the group and company.

## 23.2 Liquidity risk

Liquidity risk is the risk that the group and company will not be able to meet its financial obligations as they fall due. The group and company's approach to managing liquidity is to ensure, as far as possible, that they will always have sufficient liquidity to meet their liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group and company's reputation.

The group and company monitor its cash flow requirements on a daily basis and ensures that it has sufficient cash on demand to meet expected operational expenses including the servicing of financial obligations.

The following are the contractual maturities of financial liabilities measures at amortised cost including estimated future interest payments:

**Group**

| | Carrying amount € | Contractual cash flows € | Within 1 year € | Within 2 - 5 years € | More than 5 years € |
|---|---|---|---|---|---|
| **At 31 December 2025** | | | | | |
| Debt securities in issue* | 50,000,000 | 66,200,000 | 2,700,000 | 10,800,000 | 52,700,000 |
| Trade and other payables | 6,335,166 | 6,335,166 | 5,712,651 | - | 622,515 |
| | **56,335,166** | **72,535,166** | **8,412,651** | **10,800,000** | **53,322,515** |
| **At 31 December 2024** | | | | | |
| Debt securities in issue* | 50,000,000 | 68,900,000 | 2,700,000 | 10,800,000 | 55,400,000 |
| Trade and other payables | 4,385,807 | 4,385,807 | 3,454,265 | - | 931,542 |
| | **54,385,807** | **73,285,807** | **6,154,265** | **10,800,000** | **56,331,542** |

**Includes future interest payments.*

| Company | Carrying amount € | Contractual cash flows € | Within 1 year € | Within 2 – 5 years € | More than 5 years € |
|---|---|---|---|---|---|
| **At 31 December 2025** | | | | | |
| Borrowings | 50,608,013 | 50,608,013 | - | - | 50,608,013 |
| Loans from other related parties | 257,515 | 257,515 | - | - | 257,515 |
| Trade payables and accrued expenses | 48,026 | 48,026 | 48,026 | - | - |
| | **50,913,554** | **50,913,554** | **48,026** | **-** | **50,865,528** |
| **At 31 December 2024** | | | | | |
| Borrowings | 26,036,638 | 26,036,638 | - | - | 26,036,638 |
| Loans from other related parties | 257,515 | 257,515 | - | - | 257,515 |
| Trade payables and accrued expenses | 37,551 | 37,551 | 37,551 | - | - |
| | **26,331,704** | **26,331,704** | **37,551** | **-** | **26,294,153** |

## 23.3 Market risk

**Foreign currency risk**

The group and company transact business mainly in euro and had no significant foreign currency denominated financial assets and liabilities at the end of the financial reporting period under review. Consequently, the group and company's exposure to foreign currency risk is negligible.

**Interest rate risk**

The group's exposure to interest rate risk is limited since its debt securities in issue are at fixed interest rates.

The company's borrowings is also fixed interest.

## 23.4 Summary of financial assets and financial liabilities by category

The carrying amounts of the group and company's financial assets and financial liabilities as recognised at the end of the reporting periods under review may also be categorised as follows. See note 4.4 for explanations about how the category of financial instruments affects their subsequent measurement.

| | Notes | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|---|
| **Non-current assets** | | | | | |
| Financial assets at amortised cost: | | | | | |
| - Loans receivable | 12 | - | - | 71,377,912 | 46,680,990 |
| - Trade and other receivables | 13 | - | - | 335,400 | 115,000 |
| | | - | - | **71,713,312** | **46,795,990** |

| | Notes | Group 2025 € | Group 2024 € | Company 2025 € | Company 2024 € |
|---|---|---|---|---|---|
| **Current assets** | | | | | |
| Financial assets at amortised cost: | | | | | |
| - Trade and other receivables | 13 | 5,091,986 | 2,118,237 | - | - |
| - Cash and cash equivalents | 15 | 394,441 | 24,828,699 | 472 | 9,652 |
| | | **5,486,427** | **26,946,936** | **472** | **9,652** |
| **Non-current liabilities** | | | | | |
| Financial liabilities measured at amortised cost: | | | | | |
| - Debt securities in issue | 18 | 50,000,000 | 50,000,000 | - | - |
| - Borrowings | 20 | - | - | 50,608,013 | 26,036,638 |
| - Trade and other payables | 21 | 622,515 | 931,542 | 257,515 | 257,515 |
| | | **50,622,515** | **50,931,542** | **50,865,528** | **26,294,153** |
| **Current liabilities** | | | | | |
| Financial liabilities measured at amortised cost: | | | | | |
| - Trade and other payables | 21 | 5,712,651 | 3,454,265 | 48,026 | 37,551 |
| | | **5,712,651** | **3,454,265** | **48,026** | **37,551** |

## 24 Related party transactions

The company forms part of the Excel group of companies and is the ultimate parent company owned and controlled by the below shareholders:

| Name of company | Shares held | % ownership 2025 | % ownership 2024 |
|---|---|---|---|
| CTJ Holdings Limited | 1,999,520 Ordinary shares A of € 1 par value each | 40 | 40 |
| DTX Holdings Limited | 1,499,640 Ordinary shares B of € 1 par value each | 30 | 30 |
| Magius Limited | 499,880 Ordinary shares C of € 1 par value each | 10 | 10 |
| Margius Limited | 499,880 Ordinary shares C of € 1 par value each | 10 | 10 |
| Jogius Limited | 499,880 Ordinary shares C of € 1 par value each | 10 | 10 |

The group's related parties include subsidiaries, associates, companies under common control, shareholders, directors and key management personnel. Directors' remunerations are disclosed in note 7.

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantee was given or received. Transactions with related companies are generally effected on a cost plus basis. Outstanding balances are usually settled in cash. Loans and amounts owed by/to related parties are shown separately in notes 12, 13, 17, 20 and 21.

## 25 Capital management policies and procedures

The group and company's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to shareholders and benefits to other stakeholders by pricing products and services commensurately with the level of risk, and maintaining an optimal capital structure to reduce the cost of capital.

The group and company monitors the level of debt, which includes borrowings and trade and other payables less cash and bank balances against total capital on an ongoing basis. The directors consider the group and company's gearing level at year end to be appropriate for its business.

## 26 Acquisitions

On 28 October 2024, CTJ Holdings Limited, DTX Holdings Limited, Margius Limited, Jogius Limited, and Magius Limited (collectively known as the 'former shareholders') entered into a share transfer agreement with Excel Investments Holdings Limited, to acquire 100% of the issued, fully paid up ordinary shares of Excel MJD Limited for a consideration of € 15,238,879. Pursuant to the share transfer, Excel MJD Limited became a fully-owned subsidiary of Excel Investments Holdings Limited.

Summarised carrying amounts of net assets relating to the subsidiary at the date of acquisition is presented below:

| | Net asset at acquisition date € |
|---|---|
| Investment properties | 26,000,000 |
| Trade and other receivables | 1,278,194 |
| Cash and cash equivalents | 164,507 |
| **Total assets** | **27,442,701** |
| Trade and other payables | 11,338 |
| Bank borrowings | 10,112,484 |
| Deferred tax liability | 2,080,000 |
| **Net asset** | **15,238,879** |

## 27 Prior year reclassification

The group and company made certain reclassifications or amendments of items to these financial statements in the prior year to conform and align with the current year's disclosure for the purpose of fair presentation.

## 28 Post-reporting date events

There were no adjusting or non-adjusting events between the end of the reporting period and the date of authorisation.

Grant Thornton

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# Independent auditor's report

To the shareholders of Excel Investments Holdings Limited

## Report on the audit of the financial statements

### Opinion

We have audited the financial statements of Excel Investments Holdings Limited ('the company'), and of the group which it is the parent company, set out on pages 4 to 31 which comprise the statements of financial position as at 31 December 2025, the statements of profit or loss, statements of changes in equity and statements of cash flows for the year then ended, and notes to the financial statements, including material accounting policies information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company and group as at 31 December 2025, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU), and have been properly prepared in accordance with the requirements of the Companies Act, Cap. 386 ('the Act').

### Basis for opinion

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

### Other information

The directors are responsible for the other information. The other information comprises the Directors' report shown on pages 2 and 3 which we obtained prior to the date of this auditor's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

With respect to the directors' report, we also considered whether the directors' report includes the disclosures required by Article 177 of the Act.

Based on the work we have performed, in our opinion:

- information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Act.

In addition, in light of the knowledge and understanding of the group and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report and other information that we obtained prior to the date of this auditor's report. We have nothing to report in this regard.

**Responsibilities of directors for the financial statements**

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS as adopted by the EU and are properly prepared in accordance with the provisions of the Act, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are responsible for overseeing the company and group's financial reporting process.

**Auditor's responsibilities for the audit of the financial statements**

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

As part of an audit in accordance with the ISA, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

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

**Report on other legal and regulatory requirements**

- We also have responsibilities under the Companies Act, Cap. 386 to report to you if, in our opinion: adequate accounting records have not been kept;
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

Grant Thornton

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

The Principal on the audit resulting in this independent auditor's report is Sharon Causon.

Causon

Sharon Causon (Principal) for and on behalf of

**GRANT THORNTON**
**Certified Public Accountants**

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29 April 2026