smartcare
FINANCE PLC

PROSPECTUS

SMARTCARE FINANCE P.L.C.

14 SEPTEMBER 2026

smartcare
FINANCE PLC

SUMMARY

SMARTCARE FINANCE P.L.C.

14 SEPTEMBER 2026

SUMMARY

Dated 14 September 2026

This EU Follow-on Summary 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.

In respect of an issue of €11,000,000 5.75% Secured Bonds 2036

of a nominal value of €100 per Bond issued at par by

smartcare
FINANCE PLC

a public limited liability company registered in terms of the laws of Malta
with company registration number C 90123

with the joint and several Guarantee of Smartcare Holdings Ltd (C 90121)

ISIN: MT0002251230

LEGAL COUNSEL

VBADVOCATES

SPONSOR, MANAGER & REGISTRAR

Calamatta Cuschieri moneybase

THIS EU FOLLOW-ON SUMMARY HAS BEEN APPROVED BY THE MFSA AS THE COMPETENT AUTHORITY IN MALTA UNDER THE PROSPECTUS REGULATION. THE MFSA ONLY APPROVES THIS EU FOLLOW-ON SUMMARY 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 AND/OR THE SECURITIES THAT ARE THE SUBJECT OF THIS EU FOLLOW-ON SUMMARY.

THIS EU FOLLOW-ON SUMMARY IS VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE HEREOF. FOLLOWING THE LAPSE OF THIS VALIDITY PERIOD, THE ISSUER IS NOT OBLIGED TO SUPPLEMENT THIS EU FOLLOW-ON SUMMARY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES.

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 Lauretta.

This EU Follow-on Summary is prepared in accordance with the requirements of the Prospectus Regulation and the delegated acts issued thereunder. This EU Follow-on Summary contains key information which will enable investors to understand the nature and the risks associated with the Issuer, the Guarantor and the Bonds.

Except where the context otherwise requires or where otherwise defined herein, the capitalised words and expressions used in this EU Follow-on Summary shall bear the meanings assigned thereto in the EU Follow-on Registration Document and the EU Follow-on Securities Note, respectively, as the case may be.

1 • INTRODUCTION AND WARNINGS

This EU Follow-on Summary contains key information on the Issuer, the Guarantor and the Bonds, summarised details of which are set out below:

Issuer	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 legal entity identifier number (LEI) 391200VICFPFLUX5BL94
Address	326, Mdina Road, Qormi, Malta
Telephone number	+356 21449574
Website	www.smartcaremalta.com
Guarantor	Smartcare Holdings Limited (C 90121)
Nature of the securities	Secured Bonds up to a maximum amount of €11,000,000, bearing an interest rate of 5.75% *per annum*, payable annually in arrears on 21 October of each year until 21 October 2036
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 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 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 II. Bella Sicilia Srl owns the Security Property II; • a pledge over the proceeds from the Insurance Policy I 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 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.
ISIN of the Bonds	MT0002251230
Competent authority approving the EU Follow-on Prospectus	The Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Chapter 330 of the laws of Malta). 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
Address, telephone number and official website of the competent authority approving the EU Follow-on Prospectus	Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta. The telephone number of the competent authority is +356 2144 1155. The official website of the competent authority is https://www.mfsa.mt/
EU Follow-on Prospectus approval date	14 September 2026

Prospective investors are hereby warned that:

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

ii. any decision of the investor to invest in the securities should be based on consideration of the EU Follow-on Prospectus as a whole by the investor;

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

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

v. civil liability attaches only to those persons who have tabled the EU Follow-on Summary, but only if the EU Follow-on Summary, when read together with the other parts of the EU Follow-on Prospectus, is misleading, inaccurate or inconsistent or does not provide key information in order to aid investors when considering whether to invest in the Bonds.

2 • KEY INFORMATION ON THE ISSUER

2.1 Who is the Issuer of the Bonds?

2.1.1 DOMICILE AND LEGAL FORM, LEI AND COUNTRY OF INCORPORATION OF THE ISSUER

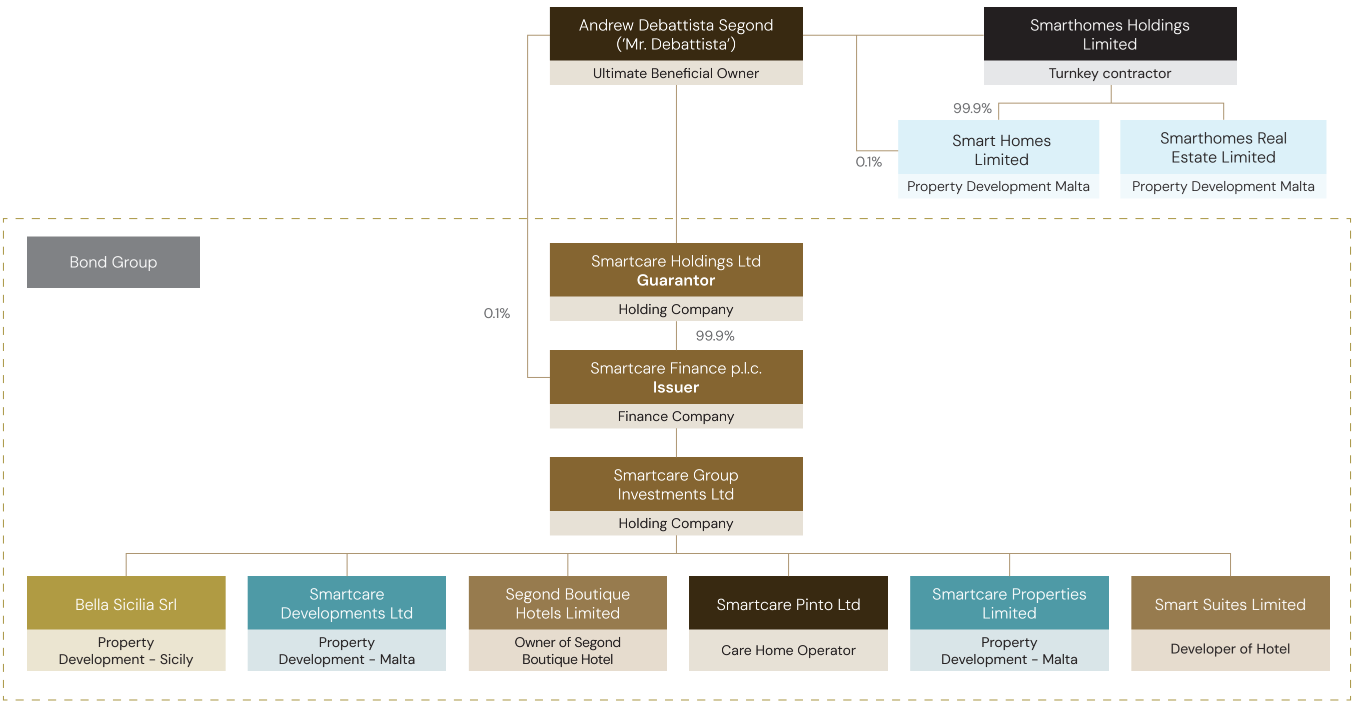
The Issuer is Smartcare Finance p.l.c., a public company registered in terms of the Companies Act, with company registration number C 90123 and its registered office is at 326, Mdina Road, Qormi, Malta. The Issuer is incorporated and is domiciled in Malta. Its LEI number is 391200VICFPFLUX5BL94.

2.1.2 PRINCIPAL ACTIVITIES OF THE ISSUER

The Issuer was incorporated on 7 January 2019 as a public limited liability company. 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. The issue of bonds falls within the objects of the Issuer. The Issuer's intended purpose is to act as a financing company, serving as a vehicle through which the Group will continue to finance its future projects. In this respect, the Issuer is economically dependent principally on the financial and operating performance of the businesses of the Group entities, comprising the business of healthcare for the elderly, hospitality and real estate development. The Issuer operates exclusively in and from Malta.

2.1.3 MAJOR SHAREHOLDERS

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 Segond as to 1 Ordinary share of €1.00.



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

2.1.4 DIRECTORS OF THE ISSUER

As at the date of the EU Follow-on Prospectus, the Board of Directors of the Issuer is composed of the following 6 individuals:
William Wait (Executive Director and Chairperson), Andrew Debattista Segond (Executive Director), Sandro Grech (Independent, Non-Executive Director), Adrian Sciberras (Independent, Non-Executive Director), Isabella Vella (Independent, Non-Executive Director) and Saverio Lauretta (Non-Executive Director).

2.1.5 STATUTORY AUDITORS

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).

2.2 What is the key financial information regarding the Issuer?

The key financial information regarding the Issuer is set out below:

Smartcare Finance p.l.c. Statements of Comprehensive Income	FY ended 31-Dec-25 *Audited*	FY ended 31-Dec-24 *Audited*	FY ended 31-Dec-23 *Audited*	6-mth period ended 30-Jun-26 *Unaudited Interim*	6-mth period ended 30-Jun-25 *Unaudited Interim*
	€000s	*€000s*	*€000s*	*€000s*	*€000s*
Revenue	1,196	1,200	1,192	629	596
Profit before finance costs and tax	1,090	1,080	1,087	563	545
Profit before tax	38	27	35	37	19
Net profit after tax	38	27	35	34	19

Smartcare Finance p.l.c. Statements of Financial Position	As at 31-Dec-25 *Audited*	As at 31-Dec-24 *Audited*	As at 31-Dec-23 *Audited*	As at 30-Jun-26 *Unaudited Interim*
	€000s	*€000s*	*€000s*	*€000s*
Total assets	24,327	24,120	23,703	27,779
Total equity	533	514	487	4,387
Total liabilities	23,794	23,606	23,216	23,392
Net debt	22,515	22,415	22,350	22,482

Smartcare Finance p.l.c. Statements of Cash Flow	FY ended 31-Dec-25 *Audited*	FY ended 31-Dec-24 *Audited*	FY ended 31-Dec-23 *Audited*	6-mth period ended 30-Jun-26 *Unaudited Interim*	6-mth period ended 30-Jun-25 *Unaudited Interim*
	€000s	*€000s*	*€000s*	*€000s*	*€000s*
Net cash generated from / (used in) operating activities	(387)	(76)	(115)	(202)	(138)
Net cash generated from / (used in) investing activities	1,346	1,065	896	(3,149)	617
Net cash generated from / (used in) financing activities	(953)	(989)	(845)	3,346	(477)

2.3 What are the key risks specific to the Issuer?

The most material risk factors specific to the Issuer which may negatively impact the operations and financial position of the Issuer should the circumstances mentioned therein materialise are set out below:

2.3.1 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.

2.3.2 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.

2.3.3 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.

2.3.4 RISKS SPECIFIC TO PROPERTY DEVELOPMENT

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.

3 • KEY INFORMATION ON THE BONDS

3.1 What are the main features of the securities?

ISIN:	MT0002251230
Description, amount:	up to €11,000,000 secured bonds due in 2036, having a nominal value of €100 per Bond issued at par;
Bond Issue Price:	at par (€100 per Bond);
Interest:	5.75%
Redemption Date:	21 October 2036;
Status of the Bonds:	the Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer, shall be secured by means of the Collateral granted in terms of the Security Trust Deed III and shall be guaranteed in respect of both the interest due and the principal amount under said Bonds by the Guarantor jointly and severally. The Bonds shall at all times rank *pari passu*, without any priority or preference among themselves, but shall rank with priority and preference in relation to all other present and future unsecured obligations of Segond Boutique Hotels Limited and Bella Sicilia Srl, if any, save for such exceptions as may be provided by applicable law, and with ranking and priority over the Security Property I and the Security Property II;
Minimum Amount:	should subscriptions for a total of at least €7,000,000 (the "**Minimum Amount**") not be received, no allotment of the Bonds shall be made, the Applications for Bonds shall be deemed not to have been accepted by the Issuer and all money received from Applicants for Bonds shall be refunded accordingly;
Minimum amount per subscription:	one thousand Euro (€1,000) in nominal value of Bonds and in multiples of one hundred Euro (€100) thereafter per individual Bondholder;
Denomination:	Euro (€);
Form:	the Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD;
Rights attaching to the Bonds:	a Bondholder shall have such rights as are, pursuant to the EU Follow-on Securities Note, attached to the Bonds, including: (i) the payment of interest; (ii) the repayment of capital; (iii) the benefit of the Collateral Rights through the Security Trustee; (iv) ranking with respect to other indebtedness of the Issuer, Segond Boutique Hotels Limited and Bella Sicilia Srl; (v) seeking recourse from the Guarantor pursuant to the Guarantee, in case of failure by the Issuer to pay any sum payable by it to Bondholders pursuant to the Terms and Conditions of the Bonds; (vi) the right to attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and (vii) the right to enjoy all such other rights attached to the Bonds emanating from the EU Follow-on Prospectus;
Transferability:	The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples of €100) in accordance with the rules and regulations of the MSE applicable from time to time;
Underwriting:	the Bond Issue is not underwritten.

3.2 Where will the securities be traded?

Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the EU Follow-on Prospectus to be listed and traded on its Official List. The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 21 October 2026 and trading is expected to commence on 22 October 2026. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

3.3 Is there a guarantee attached to the securities?

The Bonds are guaranteed by the Guarantor, Smartcare Holdings Ltd (C 90121). The Guarantor guarantees the due and punctual performance of all the obligations undertaken by the Issuer under the Bonds and, without prejudice to the generality of the foregoing, undertakes to pay all amounts of principal and interest which become due and payable by the Issuer to Bondholders under the Bonds, before the expiry of sixty (60) days from the date such amount falls due and remains unpaid by the Issuer.

3.3.1 DOMICILE AND LEGAL FORM, LEI AND COUNTRY OF INCORPORATION OF THE GUARANTOR

Smartcare Holdings Ltd is a company registered under the laws of Malta with company registration number C 90121 and having its registered office at 326, Mdina Road, Qormi, Malta. Its LEI number is 391200POKC4J2V476Z70.

3.3.2 KEY FINANCIAL INFORMATION OF THE GUARANTOR

The key financial information regarding the Guarantor is set out below:

Smartcare Holdings Limited Consolidated Statements of Comprehensive Income for the financial years ended	31-Dec-25 *Audited*	31-Dec-24 *Audited*	31-Dec-23 *Audited*
€000s			
Revenue	12,295	5,541	6,621
Gross profit	4,233	2,604	2,013
Profit before tax	2,413	(888)	(1,163)
Net profit	2,333	(1,047)	(1,295)

Smartcare Holdings Limited Consolidated Statements of Financial Position as at	31-Dec-25 *Audited*	31-Dec-24 *Audited*	31-Dec-23 *Audited*
€000s			
Total assets	57,615	46,713	45,593
Total liabilities	39,384	36,642	34,475
Total equity	18,231	10,071	11,118
Net debt	23,926	27,741	25,712

Smartcare Holdings Limited Consolidated Cash Flow Statements	31-Dec-25 *Audited*	31-Dec-24 *Audited*	31-Dec-23 *Audited*
€000s			
Net cash generated from / (used in) operating activities	4,733	(562)	(1,850)
Net cash generated from / (used in) investing activities	(795)	(20)	(176)
Net cash generated from / (used in) financing activities	(2,780)	(132)	843

3.3.3 KEY RISKS SPECIFIC TO THE GUARANTOR

The risks of the Issuer are indirectly those of the Smartcare Group and, in turn, all risks relating to the Smartcare Group, including the Guarantor, are the risks relevant to the Issuer as detailed in sub-section 2.3 of this EU Follow-on Summary.

3.4 What are the key risks that are specific to the Bonds?

The most material risk factors specific to the Bonds are set out below:

- Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. Investors should also be aware that the price of fixed rate bonds should theoretically move adversely to changes in interest rates.
- In view of the current inflationary environment, investment in the Bonds involves the risk that rising inflation on real rates of return in relation to coupon payments as well as secondary market prices may have an adverse impact on the value of the Bonds, such that increasing rates of inflation could have an adverse effect on the return on the Bonds in real terms.
- Even after the Bonds are admitted to trading on the Official List of the MSE, the Issuer is required to remain in compliance with certain requirements relating, *inter alia*, to the free transferability, clearance and settlement of the Bonds in order to remain a listed company in good standing.
- No prediction can be made about the effect which any future public offerings of the Issuer's securities, or any takeover or merger activity involving the Issuer, will have on the market price of the Bonds prevailing from time to time. If such changes take place, they could have an adverse effect on the market price for the Bonds.
- The Guarantee also entitles the Bondholders to take action against the Guarantor without having to first take action against the Issuer, if the Issuer fails to pay any sum payable by it to Bondholders pursuant to the Terms and Conditions of the said Bonds. The strength of this undertaking on the part of the Guarantor and, therefore, the level of recoverability by the Bondholders from the Guarantor of any amounts due under any of the Bonds, is limited and dependent upon and is directly linked to the assets, the financial position and solvency of the Guarantor and the Group.
- Whilst the Collateral that is to be granted in favour of the Security Trustee for the benefit and in the interest of Bondholders grants the Security Trustee a right of preference and priority for repayment over the Collateral, there can be no guarantee that the value of the Collateral over the term of the Bonds will be sufficient to cover the full amount of interest and principal outstanding under the Bonds. This may be caused by a number of factors, not least of which general economic factors that could have an adverse impact on the value of the relevant Collateral, specifically the value of the Security Property I and the Security Property II. If such circumstances were to arise or subsist at the time that the Collateral is to be enforced by the Security Trustee, it could have a material adverse effect on the recoverability of all the amounts that may be outstanding under the Bonds.

4 • KEY INFORMATION ON THE OFFER OF THE BONDS AND ADMISSION TO TRADING

4.1 Under which conditions and timetable can I invest in these Bonds?

The issue and allotment of the Bonds is conditional upon: (i) the Minimum Amount of €7,000,000 being subscribed for; (ii) the Guarantee being granted; (iii) the Security Trust Deed III being duly executed and the Deeds of Hypothec being executed; and (iv) the Bonds being admitted to the Official List. In the event that any one or more of the aforesaid conditions are not satisfied the Sponsor, Manager & Registrar shall return the proceeds of the Bond Issue to Applicants.

4.1.1 EXPECTED TIMETABLE OF PRINCIPAL EVENTS

1	Offer Period*	15 September 2026 – 13 October 2026 at 12:00 CET
2	Announcement of basis of acceptance	16 October 2026
3	Commencement of interest on the Bonds	21 October 2026
4	Refunds of unallocated monies, if any	21 October 2026
5	Expected dispatch of allotment advices	21 October 2026
6	Expected date of admission of the Bonds to listing	21 October 2026
7	Expected date of commencement of trading in the Bonds	22 October 2026

** The Issuer reserves the right to close the Offer Period before 13 October 2026 with respect to any one or more classes of Applicants depending on the total level of subscription in the Bond Issue, in which case some or all of the remaining events 2 to 7 (both included) set out above may be brought forward.*

4.1.2 PLAN OF DISTRIBUTION AND ALLOTMENT

Applications for subscription to the Bonds may be made through any of the Authorised Intermediaries (which include the Sponsor, Manager & Registrar). The Bonds are open for subscription by all categories of investors; specifically, the Bonds shall be made available for subscription by Authorised Intermediaries through an Intermediaries' Offer.

Applications for subscriptions to the Bonds may be made through the Authorised Intermediaries (which include the Sponsor, Manager & Registrar) subject to a minimum Application of €1,000 and in multiples of €100 thereafter.

It is expected that an allotment letter will be issued by the Issuer to Applicants on or about 21 October 2026. The registration advice and other documents and any monies returnable to Applicants may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.

Dealings in the Bonds shall not commence prior to the Bonds being admitted to the Official List.

4.2 Why is this EU Follow-on prospectus being produced?

4.2.1 USE OF PROCEEDS

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €10,600,000, will be utilised for the following purposes, in the following amounts and order of priority:

1. an amount of *circa* €1,040,000 of the Bond Issue net proceeds will be used by Bella Sicilia Srl for the following purposes:
   i. an amount of *circa* €460,000 will be used to part-finance acquisition costs in connection with the Laguna Project;
   ii. an amount of *circa* €230,000 will be used to part-finance acquisition costs in connection with the agricultural farm adjacent to the Laguna Project; and
   iii. an amount of *circa* €350,000 will be used for associated transactions and settlement costs, including professional payments, notarial fees, registration charges and related taxes incurred in relation to the above.
2. 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 Project;
3. an amount of *circa* €750,000 of the Bond Issue net proceeds will be used by Segond Boutique Hotels Limited for the full repayment of an existing facility taken out with Lombard Bank Malta plc prior to the date of the EU Follow-on Prospectus, utilised to finance cost overruns and improvements carried out at the Segond Boutique Hotel and pre-opening expenses at the Segond Boutique Hotel; and
4. the remaining balance of net Bond Issue proceeds in an amount of *circa* €3,300,000 will be used for the general corporate funding purposes of the Group.

4.2.2 UNDERWRITING

The Bond Issue is not underwritten. In the event that the Bond Issue is subscribed for an amount of less than €7,000,000 (the "**Minimum Amount**"), no allotment of the Bonds shall be made, the subscription of Bonds shall be deemed not to have been accepted by the Issuer and all money received from Authorised Intermediaries shall be returned by the Issuer, acting through the Sponsor, Manager & Registrar, without interest, by direct credit transfer to the respective Authorised Intermediary to the account number indicated in the respective subscription agreement by latest 21 October 2026. In the event that the Minimum Amount is reached but the Bond Issue is not fully subscribed, the Issuer will proceed with the allotment and listing of the amount of Bonds subscribed for.

4.2.3 CONFLICTS OF INTEREST

Save as disclosed below, the Issuer is not aware of any interest, including any material conflicting interest, of any person involved in the Bond Issue.

Calamatta Cuschieri Investment Services Ltd is acting as Sponsor, Manager and Registrar to the Bond Issue and will receive fees payable by the Issuer in consideration for the services rendered in connection with the Bond Issue. In addition, Authorised Intermediaries, including Calamatta Cuschieri Investment Services Ltd, acting in such capacity, may subscribe for Bonds pursuant to the Bond Issue and may therefore have an interest in the Bonds.

Andrew Debattista Segond is a director of the Issuer and the ultimate beneficial owner of the Group. As ultimate beneficial owner, he has an indirect economic interest in the successful completion of the Bond Issue, the proceeds of which will be applied by the Issuer in accordance with the purposes set out in section 4.2.1 of this EU Follow-on Summary, including for the financing of the Group. The Issuer does not consider this interest to constitute a material conflict of interest in relation to the Bond Issue.

Save as aforesaid, the Issuer is not aware of any person involved in the Bond Issue having an interest, including a material conflicting interest, that is material to the Bond Issue.

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.

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, INCLUDING ANY LOSSES INCURRED BY INVESTING IN THE SECURITIES ISSUED BY THE COMPANY.

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
VBADVOCATES	Calamatta Cuschieri moneybase

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 Lauretta.

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% *per annum*. 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 Pozzallesi 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 Pozzallesi 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 Xagħra, 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, Xagħra (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 COMMERCIALLY 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 Lauretta; 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:	391200VICFPFLUX5BL94
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 Segond 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 l-Imdina at the other end. The property has a street frontage of approximately 29 metres on Triq Ġużè Duca and approximately 13 metres on Triq l-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 l-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. SEGOND BOUTIQUE HOTEL

The Group, through Segond Boutique Hotels Limited, owns land in Xagħra, Gozo and in 2021 completed the development and construction of The Segond 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 Segond Boutique Hotel Limited for the amount of €1,330,000;
ii) A first special hypothec over Wing 2, the Segond Boutique Hotel, Triq il- Kommitiva, Xagħra Gozo for the amount of €1,330,000; and
iii) A second special hypothec over Wing 1, the Segond 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 Segond 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. XAGĦRA PROPERTY DEVELOPMENT

Since March 2020, the Group, through Smartcare Developments Ltd, has owned a plot of land in Xagħra, 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 Xagħra, 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. ĦAMRUN 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, Ħamrun, 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, Ħamrun 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-Siġġiewi, 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 Cavalliere 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.

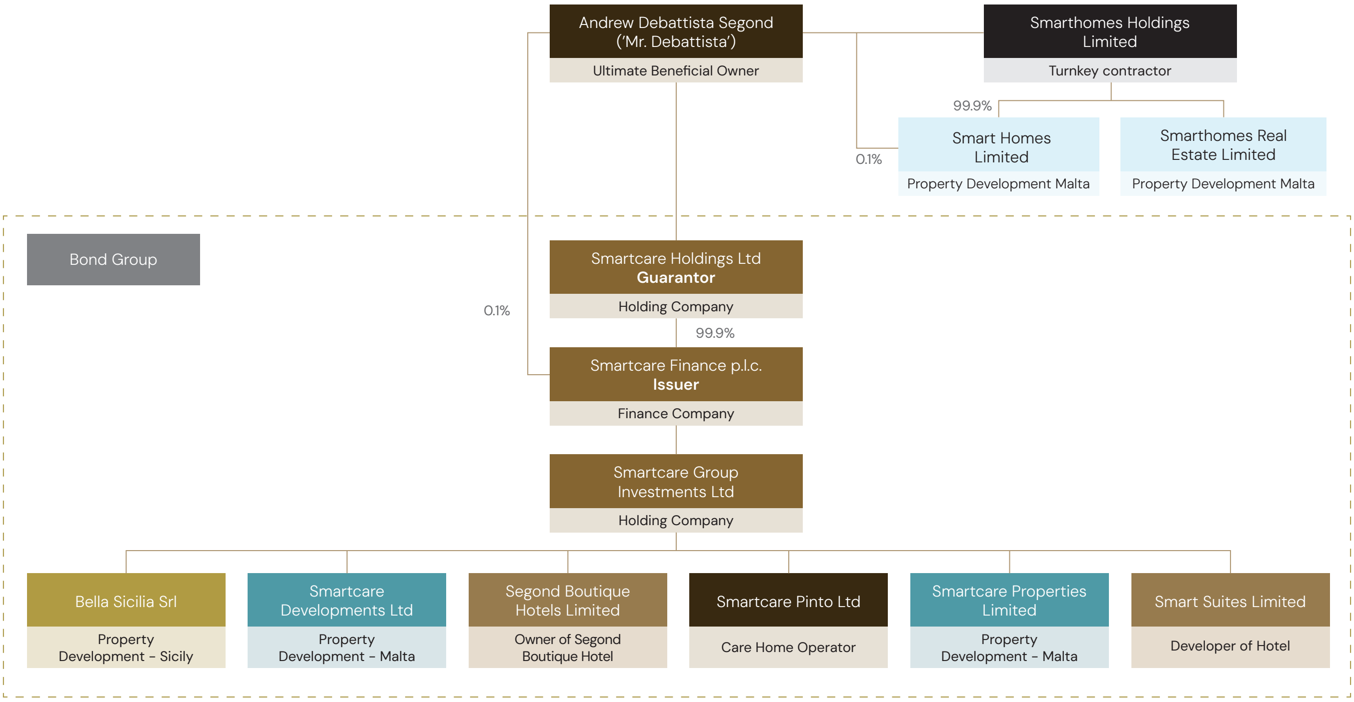
Save for the above, the Issuer and the Group generally is not party to any other principal investments, and has not entered into or committed for any principal investments, subsequent to 31 December 2025, being the date of the latest audited financial statements of the Issuer and the Guarantor.

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 *Audited*	FY ended 31-Dec-24 *Audited*	FY ended 31-Dec-25 *Audited*	6-mth period ended 30-Jun-26 *Unaudited Interim*	6-mth period ended 30-Jun-25 *Unaudited Interim*
	€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 *Audited*	As at 31-Dec-24 *Audited*	As at 31-Dec-25 *Audited*	As at 30-Jun-26 *Unaudited Interim*
	€000s	*€000s*	*€000s*	*€000s*
Assets				
Non-current				
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**
Current				
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				
Non-current				
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**
Current				
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 *Audited*	FY ended 31-Dec-24 *Audited*	FY ended 31-Dec-25 *Audited*	6-mth period ended 30-Jun-26 *Unaudited Interim*	6-mth period ended 30-Jun-25 *Unaudited Interim*
	€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 Consolidated Statements of Comprehensive Income	FY ended 31-Dec-23 *Audited*	FY ended 31-Dec-24 *Audited*	FY ended 31-Dec-25 *Audited*
	€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 *Audited*	As at 31-Dec-24 *Audited*	As at 31-Dec-25 *Audited*
	€000s	*€000s*	*€000s*
Assets			
Non-current			
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**
Current			
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			
Non-*current*			
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**
Current			
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 Consolidated Cash Flow Statements	FY ended 31-Dec-23 *Audited*	FY ended 31-Dec-24 *Audited*	FY ended 31-Dec-25 *Audited*
	€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 31-Dec-23 *Audited*	FY ended 31-Dec-24 *Audited*	FY ended 31-Dec-25 *Audited*
	€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 Eurostat[2], 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 NSO[3]. As at 2021, the population aged 65 years and over comprised 128,930 individuals, making up 24.8% of the total population[4]. According to the European Commission's Ageing Report (2024)[5], this proportion is projected to increase to 33.6% by 2070.

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[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 Malta[6], 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 NSO[7], 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 Study[9] 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 data[10], 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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SECURITIES NOTE

SMARTCARE FINANCE P.L.C.

14 SEPTEMBER 2026

SECURITIES NOTE

Dated 14 September 2026

This document is an EU Follow-on Securities Note issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules published by the Malta Financial Services Authority and of the Prospectus Regulation. This EU Follow-on Securities Note is issued pursuant to the requirements of Rule 4.14 of the Capital Markets Rules and contains information about the Bonds. Application has been made for the admission to listing of the Bonds on the Official List of the Malta Stock Exchange. This EU Follow-on Securities Note should be read in conjunction with the latest EU Follow-on Registration Document issued from time to time containing information about the Issuer.

In respect of an issue of

€11,000,000 5.75% Secured Bonds 2036

of a nominal value of €100 per Bond issued at par by

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 this EU Follow-on Securities Note for a description of the scope, nature and terms of the Guarantee. Prospective investors are also to refer to sub-section 5.5 of this 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 Summary, in the EU Follow-on Registration Document and in this EU Follow-on Securities Note 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 SECURITIES NOTE HAS BEEN APPROVED BY THE MALTA FINANCIAL SERVICES AUTHORITY AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MALTA FINANCIAL SERVICES AUTHORITY 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 QUALITY OF THE SECURITIES THAT ARE THE SUBJECT OF THIS SECURITIES NOTE. INVESTORS SHOULD MAKE THEIR OWN ASSESSMENT AS TO THE SUITABILITY OF INVESTING IN THE SECURITIES THAT ARE THE SUBJECT OF THIS EU FOLLOW-ON SECURITIES NOTE.

THE MALTA FINANCIAL SERVICES AUTHORITY 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, INCLUDING ANY LOSSES INCURRED BY INVESTING IN THE SECURITIES.

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
VBADVOCATES	Calamatta Cuschieri moneybase

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 Lauretta.

IMPORTANT INFORMATION

THIS EU FOLLOW-ON SECURITIES NOTE CONSTITUTES PART OF THE EU FOLLOW-ON PROSPECTUS DATED 14 SEPTEMBER 2026 AND CONTAINS INFORMATION ABOUT SMARTCARE FINANCE PLC IN ITS CAPACITY AS ISSUER, ABOUT SMARTCARE HOLDINGS LTD IN ITS CAPACITY AS GUARANTOR AND ABOUT THE BONDS IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES ISSUED BY THE MALTA FINANCIAL SERVICES AUTHORITY, THE COMPANIES ACT AND THE PROSPECTUS REGULATION, AND SHOULD BE READ IN CONJUNCTION WITH THE EU FOLLOW-ON REGISTRATION DOCUMENT ISSUED BY THE ISSUER.

THIS EU FOLLOW-ON SECURITIES NOTE SETS OUT THE CONTRACTUAL TERMS UNDER WHICH THE BONDS ARE ISSUED BY THE ISSUER AND ACQUIRED BY A BONDHOLDER, WHICH TERMS SHALL REMAIN BINDING UNTIL THE REDEMPTION DATE OF THE BONDS, UNLESS THEY ARE OTHERWISE CHANGED IN ACCORDANCE WITH SUB-SECTION 6.16 OF THIS EU FOLLOW-ON SECURITIES NOTE.

THE INFORMATION CONTAINED HEREIN IS BEING MADE AVAILABLE IN CONNECTION WITH AN ISSUE BY THE COMPANY OF A MAXIMUM OF €11,000,000 SECURED BONDS 2036 OF A NOMINAL VALUE OF €100 EACH. THE BONDS SHALL BE ISSUED AT PAR AND BEAR INTEREST AT THE RATE OF 5.75% PER ANNUM PAYABLE ANNUALLY IN ARREARS ON 21 OCTOBER OF EACH YEAR UNTIL THE REDEMPTION DATE, WITH THE FIRST INTEREST PAYMENT FALLING DUE ON 21 OCTOBER 2027. THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL AT MATURITY ON 21 OCTOBER 2036. THE BOND ISSUE IS GUARANTEED JOINTLY AND SEVERALLY BY THE GUARANTOR.

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 SECURITIES NOTE 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 MALTA FINANCIAL SERVICES AUTHORITY 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 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 ISSUED BY THE ISSUER 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 BONDS 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 INDEPENDENT PROFESSIONAL ADVISORS AS TO LEGAL, TAX, INVESTMENT OR ANY OTHER RELATED MATTERS CONCERNING THE BONDS AND THE EU FOLLOW-ON PROSPECTUS.

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 SO APPLYING FOR ANY SUCH SECURITIES AND OF ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

SAVE FOR THE PUBLIC OFFERING IN THE REPUBLIC OF MALTA, NO ACTION HAS BEEN OR WILL BE TAKEN BY THE ISSUER THAT WOULD PERMIT A PUBLIC OFFERING OF THE SECURITIES DESCRIBED IN THIS EU FOLLOW-ON SECURITIES NOTE OR THE DISTRIBUTION OF THE EU FOLLOW-ON PROSPECTUS (OR ANY PART THEREOF) OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, NO SECURITIES MAY BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THE EU FOLLOW-ON PROSPECTUS, NOR ANY ADVERTISEMENT OR OTHER OFFERING MATERIAL MAY BE DISTRIBUTED OR PUBLISHED IN ANY JURISDICTION, EXCEPT UNDER CIRCUMSTANCES THAT WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS. PERSONS INTO WHOSE POSSESSION THE EU FOLLOW-ON PROSPECTUS, OR ANY SECURITIES MAY COME MUST INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTIONS ON THE DISTRIBUTION OF THE EU FOLLOW-ON PROSPECTUS AND THE OFFERING AND SALE OF SECURITIES.

THE BONDS HAVE NOT BEEN, NOR WILL THEY BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT, 1933 AS AMENDED, OR UNDER ANY FEDERAL OR STATE SECURITIES LAW AND MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES OR POSSESSIONS, OR ANY AREA SUBJECT TO ITS JURISDICTION (THE "U.S.") OR TO OR FOR THE BENEFIT OF, DIRECTLY OR INDIRECTLY, ANY U.S. PERSON (AS DEFINED IN REGULATION "S" OF THE SAID ACT). FURTHERMORE, THE ISSUER WILL NOT BE REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT, 1940 AS AMENDED AND INVESTORS WILL NOT BE ENTITLED TO THE BENEFITS SET OUT THEREIN.

A COPY OF THE EU FOLLOW-ON PROSPECTUS HAS BEEN SUBMITTED TO THE MALTA FINANCIAL SERVICES AUTHORITY 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 MALTA FINANCIAL SERVICES AUTHORITY. 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 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 SECURITIES NOTE ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.

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 THE BONDS.

THE ISSUER DISCLAIMS ANY AND ALL RESPONSIBILITY FOR ANY DEALINGS MADE, REPRESENTATIONS GIVEN, PROCESSES ADOPTED, FUNDS COLLECTED OR APPLICATIONS ISSUED BY AUTHORISED INTERMEDIARIES IN THEIR EFFORT TO PLACE OR RE-SELL THE BONDS SUBSCRIBED BY THEM.

ALL THE ADVISORS TO THE ISSUER NAMED IN SUB-SECTION 4.4 OF THE 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.

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL UPON MATURITY. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE EU FOLLOW-ON PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN FINANCIAL AND OTHER PROFESSIONAL ADVISORS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE BONDS.

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1 • DEFINITIONS

Words and expressions and capitalised terms used in this EU Follow-on Securities Note, shall, except where the context otherwise requires and except where otherwise defined herein, bear the same meaning as the meaning given to such words, expressions and capitalised terms as indicated in the EU Follow-on Registration Document forming part of the EU Follow-on Prospectus. In this EU Follow-on Securities Note 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:

Applicant/s	any person or persons, natural or legal, who subscribes for the Bonds;
Application/s	the application to subscribe for Bonds made by an Applicant/s through any of the Authorised Intermediaries (which include the Sponsor, Manager & Registrar) in accordance with the terms of this EU Follow-on Securities Note;
Bond Issue Price	the price of €100 per Bond;
Business Day	any day between Monday and Friday (both days included) on which commercial banks in Malta settle payments and are open for normal banking business;
CET	Central European Time;
CSD	the Central Securities Depository of the Malta Stock Exchange authorised in terms of Part IV of the Financial Markets Act (Chapter 345 of the laws of Malta), having its address at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
GDPR	Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC;
Interest Payment Date	21 October of each year between and including each of the years 2027 and the year 2036, provided that if any such day is not a Business Day such Interest Payment Date will be carried over to the next following day that is a Business Day;
Intermediaries' Offer	the offer of Bonds to Authorised Intermediaries, either for their own account or for the account of underlying customers, as further detailed in sub-section 6.2 of this EU Follow-on Securities Note;
Issue Date	expected on 21 October 2026;
Offer Period	the period between 08:30 hours CET on 15 September 2026 and 12:00 hours CET on 13 October 2026 during which the Bonds are available for subscription (or such earlier date as may be determined by the Issuer);
MiFIR	Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments;
Redemption Value	the nominal value of each Bond (€100 per Bond); and
Smartcare Security Trust 2021	the trust established in virtue of a security trust deed, in terms of the 2021 Smartcare Prospectus, dated 30 March 2021, as amended from time to time, and which deed is available for inspection at the registered office of the Issuer;
Terms and Conditions	the terms and conditions of the Bonds, set out in sub-section 5.3 *('Issue Statistics')*, section 6 *('Information concerning the Bonds')* and section 8 *('Terms and Conditions of the Bond Issue')* of this EU Follow-on Securities Note.

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 Securities Note.

2 • RISK FACTORS

THE VALUE OF INVESTMENTS CAN GO DOWN AS WELL AS UP, AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. THE NOMINAL VALUE OF THE BONDS IS REPAYABLE IN FULL UPON MATURITY, UNLESS THE BONDS ARE PREVIOUSLY RE-PURCHASED AND CANCELLED. THE ISSUER SHALL REDEEM THE BONDS ON THE REDEMPTION DATE.

AN INVESTMENT IN THE BONDS INVOLVES CERTAIN RISKS, INCLUDING THOSE DESCRIBED BELOW AND IN THE EU FOLLOW-ON REGISTRATION DOCUMENT. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER, WITH THEIR OWN FINANCIAL AND OTHER PROFESSIONAL ADVISORS, THE RISK FACTORS CONTAINED IN THE EU FOLLOW-ON PROSPECTUS AND OTHER INVESTMENT CONSIDERATIONS, AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE EU FOLLOW-ON PROSPECTUS, BEFORE DECIDING TO MAKE AN INVESTMENT IN THE BONDS. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS ANY VIEWS ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

THE ORDER IN WHICH THE INDIVIDUAL RISKS ARE PRESENTED BELOW IS NOT INTENDED TO PROVIDE AN INDICATION OF THE LIKELIHOOD NOR THE SEVERITY OR SIGNIFICANCE OF INDIVIDUAL RISKS.

NEITHER THIS EU FOLLOW-ON SECURITIES NOTE, NOR ANY OTHER PARTS OF THE EU FOLLOW-ON PROSPECTUS OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE BONDS: (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, THE MANAGER & REGISTRAR OR AUTHORISED FINANCIAL INTERMEDIARIES THAT ANY RECIPIENT OF THIS SECURITIES NOTE OR ANY OTHER PART OF THE EU FOLLOW-ON PROSPECTUS OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE EU FOLLOW-ON PROSPECTUS OR ANY BONDS, SHOULD PURCHASE ANY BONDS ISSUED BY THE ISSUER.

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

2.1. Forward-looking statements

This EU Follow-on Securities Note contains "forward-looking statements" which include, among others, statements concerning matters that are not historical facts and which may involve projections of future circumstances. These statements by their nature involve a number of risks, uncertainties and assumptions, a few of which are beyond the Issuer's control, and important factors that could cause actual risks to differ materially from the expectations of the Directors. Such forecasts and projections do not bind the Issuer with respect to future results and no assurance can be given that future results or expectations covered by such forward-looking statements will be achieved.

2.2 General

An investment in the Issuer and the Bonds may not be suitable for all recipients of the EU Follow-on Prospectus and prospective investors are urged to consult an investment advisor licensed under the Investment Services Act (Chapter 370 of the laws of Malta) as to the suitability or otherwise of an investment in the Bonds before making an investment decision. In particular, such advice should be sought with a view to ascertaining that each prospective investor:

i. has sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference to the EU Follow-on Prospectus or any applicable supplement;
ii. has sufficient financial resources and liquidity to bear all the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the prospective investor's currency;
iii. understands thoroughly the terms of the Bonds and is familiar with the behaviour of any relevant indices and financial markets;
iv. is able to evaluate possible scenarios for economic, interest rate and other factors that may affect his/her/its investment and his/her/its ability to bear the applicable risks; and
v. is able to assess as to whether an investment in the Bonds shall achieve his/her/its investment objective.

2.3 Risks relating to the Bonds

An investment in the Bonds involves certain risks including, but not limited to, those described below:

Subsequent changes in interest rates and the potential impact of inflation

- The existence of an orderly and liquid market for the Bonds depends on a number of factors including, but not limited to, the presence of willing buyers and sellers of the Bonds at any given time. Such factors are dependent upon the individual decisions of investors and the general economic conditions of the market in which the Bonds are traded, over which the Issuer has no control. Accordingly, there can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price, or at all.

- Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. Investors should also be aware that the price of fixed rate bonds should theoretically move adversely to changes in interest rates. When prevailing market interest rates are rising their prices decline and, conversely, if market interest rates are declining, the prices of fixed rate bonds rise. This is called market risk since it arises only if a Bondholder decides to sell the Bonds before maturity on the secondary market.

- In view of the current inflationary environment, investment in the Bonds involves the risk that rising inflation on real rates of return in relation to coupon payments as well as secondary market prices may have an adverse impact on the value of the Bonds, such that increasing rates of inflation could have an adverse effect on the return on the Bonds in real terms.

Continuing Obligations

- Even after the Bonds are admitted to trading on the Official List of the MSE, the Issuer is required to remain in compliance with certain requirements relating, inter alia, to the free transferability, clearance and settlement of the Bonds in order to remain a listed company in good standing. Moreover, the Malta Financial Services Authority has the authority to suspend trading or listing of the Bonds if, inter alia, it comes to believe that such a suspension is required for the protection of investors or the integrity or reputation of the market. The Malta Financial Services Authority may discontinue the listing of the Bonds on the Official List. Any such trading suspensions or listing revocations/discontinuations could have a material adverse effect on the liquidity and value of the Bonds.

Amendments to the Terms and Conditions

- In the event that the Issuer wishes to amend any of the Terms and Conditions of the Bonds it shall call a meeting of Bondholders in accordance with the provisions of sub-section 6.16 of this EU Follow-on Securities Note. These provisions permit defined majorities to bind all Bondholders, including Bondholders who do not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority. Furthermore, in terms of the Guarantee, the Guarantor has the power to veto a decision by the Bondholders, taken at a Bondholders' meeting duly convened and held, to amend or waive the Terms and Conditions of the Bonds which are issued with the benefit of its Guarantee, in cases in which such amendment or waiver may give rise to changes in: (i) the amount payable by the Guarantor under the Guarantee; (ii) the term and/or frequency of such payments; (iii) the Events of Default listed in sub-section 6.13 of this EU Follow-on Securities Note; and/or (iv) any other term which may otherwise increase the exposure of the Guarantor to the enforcement of the Guarantee. In the event that the Guarantor were to exercise such right of veto, the proposed amendment to, or waiver of, the Terms and Conditions would not be put into effect.

Currency of reference

- A Bondholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Bonds (€) and the Bondholder's currency of reference, if different. Any adverse fluctuations may impair the return of investment of the Bondholder in real terms after taking into account the relevant exchange rate.

Future public offers

- No prediction can be made about the effect which any future public offerings of the Issuer's securities, or any takeover or merger activity involving the Issuer, will have on the market price of the Bonds prevailing from time to time. If such changes take place, they could have an adverse effect on the market price for the Bonds.

Changes in law

- The Bonds and the Terms and Conditions of the Bond Issue are based on the requirements of the Capital Markets Rules, the Companies Act and the Prospectus Regulation in effect as at the date of the EU Follow-on Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of the EU Follow-on Prospectus.

2.4 Risks relating to the Guarantee and the Collateral

- The Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer, shall be secured by means of the Collateral granted in terms of the Security Trust Deed III and shall be guaranteed in respect of both the interest due and the principal amount under the Bonds by the Guarantor jointly and severally. In view of the fact that the Bonds shall be secured by the Collateral they shall rank with priority and preference over other present and future unsecured obligations of Segond Boutique Hotels Limited and Bella Sicilia Srl . Notwithstanding that the Bonds constitute the general, direct and unconditional obligations of the Issuer, as secured by Segond Boutique Hotels Limited and Bella Sicilia Srl and guaranteed by the Guarantor, they may rank after causes of preference which may arise by operation of law. There can be no guarantee that privileges accorded by law in specific situations will not arise during the course of the business of the Issuer and/or Segond Boutique Hotels Limited and/or Bella Sicilia Srl which may rank with priority or preference over the Collateral.

- In view of the fact that the Bonds are being guaranteed by the Guarantor on a joint and several basis, the Bondholders shall be entitled to request the Guarantor to pay both the interest due and the principal amount under said Bonds if the Issuer fails to meet any amount when due in terms of the EU Follow-on Prospectus. The Guarantee also entitles the Bondholders to take action against the Guarantor without having to first take action against the Issuer, if the Issuer fails to pay any sum payable by it to Bondholders pursuant to the Terms and Conditions of the said Bonds. The strength of this undertaking on the part of the Guarantor and, therefore, the level of recoverability by the Bondholders from the Guarantor of any amounts due under any of the Bonds, is limited and dependent upon and is directly linked to the assets, the financial position and solvency of the Guarantor and the Group.

- Whilst the Collateral that is to be granted in favour of the Security Trustee for the benefit and in the interest of Bondholders grants the Security Trustee a right of preference and priority for repayment over the Collateral, there can be no guarantee that the value of the Collateral over the term of the Bonds will be sufficient to cover the full amount of interest and principal outstanding under the Bonds. This may be caused by a number of factors, not least of which are general economic factors that could have an adverse impact on the value of the relevant Collateral, specifically the value of the Security Property I, and the Security Property II. If such circumstances were to arise or subsist at the time that the Collateral is to be enforced by the Security Trustee, it could have a material adverse effect on the recoverability of all the amounts that may be outstanding under the Bonds.

- By acquiring Bonds, a Bondholder is considered to be bound by the terms of the Security Trust Deed III as if he/she/it had been a party to it. The Security Trust Deed III contains a number of provisions which prospective investors ought to be aware of prior to acquiring the Bonds. For instance, in terms of the Security Trust Deed III: (i) the Security Trustee is not bound to take any such steps or proceedings or take any other action to enforce the security constituted by the Collateral unless the Security Trustee shall have been indemnified to its satisfaction against all actions, proceedings, claims and demands to which it may thereby render itself liable and all costs, charges, damages and expenses which it may incur by so doing; and (ii) the Security Trustee may pay itself out of the trust funds all sums owing to it in respect of the remuneration costs, charges, expenses or interest or by virtue of any indemnity from the Issuer and/or Segond Boutique Hotels Limited and/or Bella Sicilia Srl to which it is entitled under the Security Trust Deed III or by law or by virtue of any release or indemnity granted to it and all such sums as aforesaid shall be so retained and paid in priority to the claims of the Bondholders and shall constitute an additional charge upon the property charged with the Collateral.

3 • PERSONS RESPONSIBLE

This EU Follow-on Securities Note 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. Andrew Debattista Segond, William Wait, Sandro Grech, Adrian Sciberras, Isabella Vella and Saverio Lauretta, being all of the Directors of the Issuer as further detailed in sub-section 4.1 of the EU Follow-on Registration Document are identified as persons responsible for the information contained in this EU Follow-on Prospectus and accepts responsibility for the information contained herein.

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

4 • CONSENT FOR USE OF THE EU FOLLOW-ON PROSPECTUS & AUTHORISATION STATEMENT

4.1 Consent required in connection with use of the EU Follow-on Prospectus by Authorised Intermediaries:

For the purposes of any subscription for Bonds through any of the Authorised Intermediaries in terms of this EU Follow-on Securities Note and any subsequent resale, placement or other offering of Bonds by such Authorised Intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Regulation, the Issuer consents to the use of the EU Follow-on Prospectus (and accepts responsibility for the information contained herein in accordance with the terms hereof) with respect to any such subsequent resale, placement or other offering of Bonds, provided this is limited only:

a) in respect of Bonds subscribed for through Authorised Intermediaries;
b) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place in Malta; and
c) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place within the period of 60 days from the date of the EU Follow-on Prospectus.

There are no other conditions attached to the consent given by the Issuer hereby which are relevant for the use of the EU Follow-on Prospectus.

All information on the Terms and Conditions of the Bonds which is offered to any prospective investor by Authorised Intermediaries is to be provided by such Authorised Intermediaries to the prospective investor prior to such investor subscribing to any Bonds. Any interested investor has the right to request that Authorised Intermediaries provide the investor with all and any information on the EU Follow-on Prospectus, including the Terms and Conditions of the Bonds.

Neither the Issuer, nor the Guarantor, or any of their respective advisors accept any responsibility for any actions of any Authorised Intermediary, including their compliance with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to a resale, placement or other offering of Bonds.

Other than as set out above, neither the Issuer nor the Sponsor, Manager & Registrar have authorised (nor do they authorise or consent to the use of the EU Follow-on Prospectus in connection with) the making of any public offer of the Bonds by any person in any circumstances. Any such unauthorised offers are not made on behalf of the Issuer or the Sponsor, Manager & Registrar and neither the Issuer nor the Sponsor, Manager & Registrar have any responsibility or liability for the actions of any person making such offers.

Prospective investors should enquire whether an intermediary is considered to be an Authorised Intermediary in terms of the EU Follow-on Prospectus. If the prospective investor is in doubt as to whether it can rely on the EU Follow-on Prospectus and/or who is responsible for its contents, the investor should obtain legal advice in that regard.

No person has been authorised to give any information or to make any representation not contained in or inconsistent with the EU Follow-on Prospectus. If given or made, such information and/or representation must not be relied upon as having been authorised by the Issuer. The Issuer does not accept responsibility for any information not contained in the EU Follow-on Prospectus.

In the event of a resale, placement or other offering of Bonds by an Authorised Intermediary, said Authorised Intermediary shall be responsible to provide information to prospective investors on the terms and conditions of the resale, placement or other offering at the time such is made.

Any resale, placement or offering of Bonds to an investor by an Authorised Intermediary will be made in accordance with any terms and other arrangements in place between such Authorised Intermediary and such investor, including price, allocations and settlement arrangements. Where such information is not contained in the EU Follow-on Prospectus, it will be the responsibility of the relative Authorised Intermediary at the time of such resale, placement or other offering to provide the prospective investor with that information and the Issuer does not have any responsibility or liability for such information.

Any Authorised Intermediary using the EU Follow-on Prospectus in connection with a resale, placement or other offering of Bonds subsequent to the Bond Issue shall, limitedly for the period of 60 days from the date of the EU Follow-on Prospectus, publish on its website a notice to the effect that it is using the EU Follow-on Prospectus for such resale or placement in accordance with the consent of the Issuer and the conditions attached thereto. The consent provided herein shall no longer apply following the lapse of such period.

Any new information with respect to Authorised Intermediaries unknown at the time of the approval of this EU Follow-on Securities Note will be made available through a company announcement which will also be made available on the Issuer's website: https://smartcaremalta.com/smartcare-finance-plc/.

4.2 Statement of Authorisation

This EU Follow-on Securities Note has been approved by the Malta Financial Services Authority as the competent authority under the Prospectus Regulation. The Malta Financial Services Authority only approves this EU Follow-on Securities Note 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 quality of the Bonds that are the subject of this EU Follow-on Securities Note. This EU Follow-on Securities Note has been drawn up in accordance with Article 14a of the Prospectus Regulation. Investors should make their own assessment as to the suitability of investing in the Bonds.

5 • KEY INFORMATION

5.1 Reasons for the Bond Issue and use of proceeds

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €10,600,000, will be utilised for the following purposes, in the following amounts and order of priority:

1. an amount of *circa* €1,040,000 of the Bond Issue net proceeds will be used by Bella Sicilia Srl for the following purposes:

    i. an amount of *circa* €460,000 will be used to part-finance acquisition costs in connection with the Laguna Project;
    ii. an amount of circa €230,000 will be used to part-finance acquisition costs in connection with the agricultural farm adjacent to the Laguna Project; and
    iii. an amount of *circa* €350,000 will be used for associated transactions and settlement costs, including professional payments, notarial fees, registration charges and related taxes incurred in relation to the above.

    details of which are set out in sub-section 5.5 of the EU Follow-on Registration Document;

2. 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 Project, details of which are set out in sub-section 5.5 of the EU Follow-on Registration Document;

3. an amount of *circa* €750,000 of the Bond Issue net proceeds will be used by Segond Boutique Hotels Limited for the full repayment of an existing facility taken out with Lombard Bank Malta plc prior to the date of the EU Follow-on Prospectus, utilised to finance cost overruns and improvements carried out at the Segond Boutique Hotel and pre-opening expenses at the Segond Boutique Hotel, details of which are set out in sub-section 5.5 of the EU Follow-on Registration Document; and

4. the remaining balance of net Bond Issue proceeds in an amount of *circa* €3,300,000 will be used for the general corporate funding purposes of the Group.

Upon receiving the Bond Issue net proceeds, the Issuer will loan approximately €10,600,000 to SGIL. SGIL will, in turn, invest circa €7,300,000 into its subsidiaries, through fixed interest loans each repayable in tandem with the Redemption Date, as described below:

a) *circa* €750,000 will be loaned by SGIL to SBHL at an interest rate of 7.2% pursuant to a loan agreement to be entered into for the purpose; and
b) *circa* €6,550,000 will be loaned by SGIL to Bella Sicilia Srl at an interest rate of 7.2% pursuant to a loan agreement to be entered into for the purpose.

The remaining €3,300,000 of the Bond Issue net proceeds, shall be retained by SGIL and loaned out to the Subsidiaries of the Group as needed and in line with the business operations of the Group. Any amount loaned to the Subsidiaries shall be governed by a loan agreement to be entered into between SGIL and the relevant subsidiary and any such loan shall bear an interest rate of 7.2%.

In the event that the Bond Issue is subscribed for an amount of less than €7,000,000 (the "**Minimum Amount**"), no allotment of the Bonds shall be made, the subscription of Bonds shall be deemed not to have been accepted by the Issuer and all money received from Authorised Intermediaries shall be returned by the Issuer, acting through the Sponsor, Manager & Registrar, without interest, by direct credit transfer to the respective Authorised Intermediary to the account number indicated in the respective subscription agreement by latest 21 October 2026. Neither the Issuer nor the Sponsor, Manager & Registrar will be responsible for any loss or delays in transmission of the refunds or any charges in connection therewith. In this regard, any monies returnable to Authorised Intermediaries may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.

In the event that the Minimum Amount is reached but the Bond Issue is not fully subscribed, the Issuer will proceed with the allotment and listing of the amount of Bonds subscribed for equal to or above the Minimum Amount and the proceeds from the Bond Issue shall be applied for the purpose and in the order of priority set out above. The residual amount required by the Issuer for the purpose of the uses specified in this sub-section 5.1 which shall not have been raised through the Bond Issue shall be financed from the Group's own funds, bank financing, third party financing and/or shareholders' funding.

The issue and allotment of the Bonds is conditional upon: (i) the Minimum Amount of €7,000,000 being subscribed for; (ii) the Guarantee being granted in terms of Annex I to this EU Follow-on Securities Note; (iii) the Security Trust Deed III being duly executed and the Deeds of Hypothec being executed; and (iv) the Bonds being admitted to the Official List. In the event that any one or more of the aforesaid conditions are not satisfied the Sponsor, Manager & Registrar shall return the proceeds of the Bond Issue to Applicants.

5.2 Estimated expenses and proceeds of the Bond Issue

The Bond Issue will involve expenses, including professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, selling commission and other miscellaneous costs incurred in connection with the Bond Issue. Such expenses, which shall be borne by the Issuer, are estimated not to exceed approximately €400,000, with approximately €137,500 being attributed to selling commission fees and approximately €262,500 to professional, MSE, regulatory and ancillary fees. The amount of the expenses will be deducted from the proceeds of the Issue, which, accordingly, will bring the estimated net proceeds from the Bond Issue to approximately €10,600,000. There is no particular order of priority with respect to such expenses.

5.3 Issue statistics

Amount:	€11,000,000;
Bond Issue:	the issue of a maximum of €11,000,000 secured Bonds due in 2036 denominated in Euro having a nominal value of €100 each, which will be issued by the Issuer at par and shall bear interest at the rate of 5.75% per annum, redeemable on 21 October 2036;
Bond Issue Price:	at par (€100 per Bond);
Denomination:	Euro (€);
Events of Default:	the events listed in sub-section 6.13 of this EU Follow-on Securities Note;
Form:	the Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD;
Governing law and jurisdiction:	the EU Follow-on Prospectus and the Bonds are governed by and shall be construed in accordance with Maltese law. The Maltese Courts shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the EU Follow-on Prospectus and/or the Bonds;
Interest:	the Bonds shall bear interest from and including 21 October 2026 at the rate of five point seven five per cent (5.75%) per annum payable annually in arrears on the Interest Payment Dates;
Interest Payment Date:	annually on the 21 October of each year between and including each of the years 2027 and 2036, as from 21 October 2027 (the first interest payment date);
Intermediaries' Offer:	the full amount of the Bond Issue shall be offered for subscription by Authorised Intermediaries participating in the Intermediaries' Offer as set out in sub-section 6.2 of this EU Follow-on Securities Note. In the event that the aggregate of subscriptions received from Authorised Intermediaries pursuant to subscription agreements in terms of the Intermediaries' Offer is in excess of the amount of Bonds available for subscription, the Issuer (acting through the Registrar) shall scale down each subscription agreement received from Authorised Intermediaries in accordance with the allocation policy to be issued in terms of sub-section 6.4 of this EU Follow-on Securities Note;
ISIN:	MT0002251230;
Offer Period:	the period between 08:30 hours CET on 15 September 2026 and 12:00 hours CET on 13 October 2026 during which the Bonds are available for subscription, which offer period may close earlier with respect to any one or more classes of Applicants depending on the total level of subscription in the Bond Issue;

Listing:	the Malta Financial Services Authority has approved the Bonds for admissibility to listing and subsequent trading on the Official List. Application has been made to the Malta Stock Exchange for the Bonds to be listed and traded on its Official List;
Minimum Amount	should subscriptions for a total of at least €7,000,000 (**the "Minimum Amount"**) not be received, no allotment of the Bonds shall be made, the Applications for Bonds shall be deemed not to have been accepted by the Issuer and all money received from Applicants for Bonds shall be refunded accordingly;
Minimum amount per Application:	one thousand Euro (€1,000) in nominal value of Bonds and in multiples of one hundred Euro (€100) thereafter per individual Bondholder;
Plan of distribution:	the Bonds are open for subscription by: Authorised Intermediaries pursuant to the Intermediaries' Offer;
Redemption Date:	21 October 2036;
Redemption Value:	at par (€100 per Bond);
Status of the Bonds:	the Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer, shall be secured by means of the Collateral granted in terms of the Security Trust Deed III and shall be guaranteed in respect of both the interest due and the principal amount under said Bonds by the Guarantor jointly and severally. The Bonds shall at all times rank pari passu, without any priority or preference among themselves, but shall rank with priority and preference in relation to all other present and future unsecured obligations of Segond Boutique Hotels Limited and Bella Sicilia Srl, if any, save for such exceptions as may be provided by applicable law, and with ranking and priority over the Security Property I, and the Security Property II;
Subscription:	multiples of one hundred Euro (€100); and
Underwriting:	the Bond Issue is not underwritten.

5.4 Interest of natural and legal persons involved in the Issue

Save as disclosed below, the Issuer is not aware of any interest, including any material conflicting interest, of any person involved in the Bond Issue.

Calamatta Cuschieri Investment Services Ltd is acting as Sponsor, Manager and Registrar to the Bond Issue and will receive fees payable by the Issuer in consideration for the services rendered in connection with the Bond Issue. In addition, Authorised Intermediaries, including Calamatta Cuschieri Investment Services Ltd acting in such capacity, may subscribe for Bonds pursuant to the Bond Issue and may therefore have an interest in the Bonds.

Andrew Debattista Segond is a director of the Issuer and the ultimate beneficial owner of the Group. As ultimate beneficial owner, he has an indirect economic interest in the successful completion of the Bond Issue, the proceeds of which will be applied by the Issuer in accordance with the purposes set out in this EU Follow-on Securities Note, including for the financing of the Group. The Issuer does not consider this interest to constitute a material conflict of interest in relation to the Bond Issue.

Save as aforesaid, the Issuer is not aware of any person involved in the Bond Issue having an interest, including a material conflicting interest, that is material to the Bond Issue.

5.5 Collateral

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 hereunder.

SBHL and BSS have agreed to grant the Collateral in favour of the Security Trustee for the benefit of Bondholders, as primary beneficiaries, in terms of the Security Trust Deed III and the Deeds of Hypothec, and for such purpose shall appoint the Security Trustee to hold and administer the Collateral under trust. The Collateral will secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the repayment of the full amount of the principal and interest under the Bonds by a preferred claim over the Collateral.

The Bonds will be secured by, and Bondholders shall have the benefit of, the following security rights granted by Segond Boutique Hotels Limited and Bella Sicilia Srl, respectively, in favour of the Security Trustee:

i. a first ranking special hypothec over the Security Property I 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;

ii. a first ranking special hypothec over the Security Property II 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 II;

iii. a pledge over the proceeds from the Insurance Policy I 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

iv. a pledge over the proceeds from the Insurance Policy II 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.

Specifically, the Issuer, Segond Boutique Hotels Limited and Bella Sicilia Srl shall enter into a Security Trust Deed III with the Security Trustee which sets out the covenants of the Issuer to pay the principal amount under the Bonds on the Redemption Date and interest thereon on each Interest Payment Date in terms of the EU Follow-on Prospectus, the hypothecary rights under the Deeds of Hypothec and all other ancillary rights and benefits enjoyed by the Security Trustee (for the benefit of Bondholders) under the Security Trust Deed III. The Collateral will be vested in the Security Trustee for the benefit of the Bondholders in proportion to their respective holding of Bonds.

No provision contained in the EU Follow-on Prospectus, the Deeds of Hypothec and/or the Security Trust Deed III shall be construed as creating or otherwise acknowledging any obligation on the part of the Security Trustee in favour of the Bondholders for any payments that may fall due under the Bonds.

By creating a preferred claim over the Security Property I, and the Security Property II, the Collateral will secure the claim of the Security Trustee, for the benefit of and in the interest of Bondholders, for the repayment of the principal and interest due and accruing under the Bonds. Accordingly, following the issue of the Bonds and application of the Bond Issue proceeds in accordance with the terms of this EU Follow-on Securities Note, the Security Trustee will have the benefit of a hypothecary security over the Security Property I and the Security Property II for the full amount of the Bonds and interest thereon.

The Security Trustee's role includes holding and administering the Collateral for the benefit of the Bondholders and the enforcement of the said Collateral upon the happening of an Event of Default in terms of sub-section 6.13 of this EU Follow-on Securities Note. The Security Trustee shall have no payment obligations to Bondholders under the Bonds, which remain exclusively the obligations of the Issuer and the Guarantor.

The Security Trustee shall hold the said property under trust in relation to a commercial transaction (as defined in the Trust and Trustees Act, Chapter 331 of the laws of Malta) and transactions connected or ancillary thereto. Furthermore, the Security Trustee shall hold the said property under a security trust as provided in Article 2095E of the Civil Code (Chapter 16 of the laws of Malta). The Collateral shall, therefore, be constituted in the name of the Security Trustee in the manner provided for by applicable law of Malta for the benefit of the Bondholders and this for amounts owing to the Bondholders by the Issuer in terms of the EU Follow-on Prospectus, as may be amended from time to time, including amounts of interest or charges due in terms thereof, in relation to the Bonds.

In the event that the Issuer and/or SBHL and/or BSS commits any of the Events of Default set out in sub-section 6.13 below, as applicable, including default of the Issuer's obligations to repay any Bonds (together with interest and charges thereon) in terms of this EU Follow-on Securities Note, or any default under the Security Trust Deed III and/or under the Deeds of Hypothec, the Security Trustee shall have the authority to enforce the Collateral as set out hereunder.

The Security Trustee shall not be bound to take any steps to ascertain whether any Event of Default or other similar condition, event or circumstance has occurred or may occur, and, until it shall have actual knowledge or express notice to the contrary, the Security Trustee shall be entitled to assume that no such Events of Default or condition, event or other circumstance has happened and that each of the Issuer and/or SBHL and/or BSS is observing and performing all the obligations, conditions and provisions on its part pursuant to the EU Follow-on Prospectus and the Security Trust Deed III, as applicable.

Following the Security Trustee's enforcement of the Collateral, the Security Trustee shall apply any available funds as follows:

- first to pay any sums due to the Security Trustee as trust administration costs or liabilities of the Security Trustee; and
- secondly to pay the Bondholders outstanding dues by the Issuer in terms of the EU Follow-on Prospectus.

Without prejudice to other powers and discretions of the Security Trustee in terms of the Security Trust Deed III and the Deeds of Hypothec, the Security Trustee shall have the discretion to enforce the Collateral on its own accord or upon receiving notice from the Bondholders that any of the Events of Default set out in sub-section 6.13 below has occurred in accordance with the provisions hereof.

The Security Trustee shall have the discretion to postpone any sale of the assets held on trust if the best value reasonably achievable for the said assets on the open market for the time being would not be considered a fair value in the opinion of the Security Trustee or in the opinion of any advisor appointed by the Security Trustee for the valuation of the said assets.

In terms of the Security Trust Deed III, the Security Trustee reserves the right to demand from the Issuer that additional or alternative immovable property owned by the Group be given as security in addition to and/or in place of the Security Property I, and the Security Property II, should at any given time the value of the Security Property I, and the Security Property II be reported, pursuant to an independent architect's valuation report, to be lower than the nominal value of outstanding Bonds in issue plus interest yet to accrue until the Redemption Date. In such case, the Issuer shall identify, at its discretion, which of the property/ies forming part of the Group's portfolio as at the date thereof, if any, would replace or be added to the existing Security Property I, and Security Property II for the purposes of securing the Bond Issue, and procure that the relative Group company takes such steps as may be necessary for such property/ies to replace or be added to the existing Security Property I and the Security Property II. In the event that, upon such request being made by the Security Trustee, the Group's property portfolio does not comprise any immovable property which is deemed suitable for the aforementioned purpose, the Issuer shall either: provide a cash guarantee in favour of the Security Trustee sufficient to cover the difference between the nominal value of outstanding Bonds in issue (plus interest yet to accrue until the Redemption Date) and the revised value of the Security Property I and the Security Property II as set out in the above-mentioned independent architect's valuation report; or take such steps as may be necessary to free any one or more of the immovable properties in the Group's property portfolio from any existing encumbrances, and grant a special hypothec thereon in favour of the Security Trustee for the purpose of securing the Bond Issue.

Furthermore, the Security Trustee shall retain the right, to be exercised in its sole and absolute discretion, to release part of the Collateral granted at the date of issue of the Bonds in the event the value of one or more of Security Property I and/or Security Property II, as determined pursuant to an independent architect's valuation report, increases such as to merit, in the opinion of the Security Trustee as aforesaid, the release of any part of the Collateral at any time throughout the term of the Bonds.

The terms and conditions of the Security Trust Deed III shall, upon admission to listing of the Bonds or subsequent purchase of any Bonds, be binding on such subscriber or purchaser as a beneficiary under the trust as if the Bondholders had been a party to the Security Trust Deed III and as if the Security Trust Deed III contained covenants on the part of each Bondholder to observe and be bound by all the provisions therein, and the Security Trustee is authorised and required to do the things required of it by the Security Trust Deed III.

In addition, in the event that any of the Collateral (whether in full or in part) is disposed of, the proceeds arising from such sale shall be deposited into a bank account pledged in favour of the Security Trustee, and such funds shall be pledged in favour of the Security Trustee for the benefit of the Bondholders until such time as the Issuer or any Group Company provides alternative security corresponding to the original amount secured by Security Property II. As stated above in this sub-section with respect to the Security Property I and the Security Property II and in terms of the Security Trust Deed III, the Security Trustee shall retain the discretion to substitute the security property held as collateral in terms of this EU Follow-on Securities Note with alternative security from time to time accordingly, and to release the pledged funds upon the provision of such alternative security, subject to an independent valuation report (where applicable) confirming to the satisfaction of the Security Trustee that the value of the security being substituted and added to the rights constituting the Collateral is at least equal to the value of the security to be removed as a security property at such date.

In the event where the Security Trustee makes declarations of trust indicating additional property settled on trust, or releases part of the property settled on trust as contemplated above, the Issuer shall make the necessary company announcement in accordance with the Capital Markets Rules to that effect.

No provision contained in the EU Follow-on Prospectus and/or the Security Trust Deed III shall be construed as creating or otherwise acknowledging any obligation on the part of the Security Trustee in favour of the Bondholders for any payments that may fall due under the Bonds.

In terms of the Security Trust Deed III, the Smartcare Security Trust III shall terminate in any of the following events, whichever is the earliest:

- upon the Issuer repaying all amounts outstanding to the Bondholders in terms of the EU Follow-on Prospectus and upon the Security Trustee receiving confirmation in writing to this effect from the Issuer and/or the MSE; or
- after one hundred and twenty-five (125) years from the date of the Security Trust Deed III; or
- on such earlier date as the Security Trustee shall declare in writing to be the date on which the relative trust period shall end, provided that such action is in accordance with the terms of the EU Follow-on Prospectus.

Every Bondholder shall be entitled to be entered in the register of Bondholders maintained by the CSD and shall, thereupon, become a primary beneficiary under the Security Trust Deed III. The beneficial interest of a primary beneficiary in terms of the Security Trust Deed III shall terminate upon such time as a Bondholder is no longer registered in the register of Bondholders maintained by the CSD, or upon the redemption of the principal amount of the Bonds and payment of all interest thereunder, as the case may be.

The Security Trustee shall, so far as is reasonable and within a reasonable time of receiving a request in writing to that effect, provide full and accurate information on the Security Trust Deed III to beneficiaries of the Smartcare Security Trust III and to the MFSA. A copy of the Security Trust Deed III may be inspected during the lifetime of the EU Follow-on Prospectus at the registered office of the Issuer as set out in section 16 of the EU Follow-on Registration Document.

Process for creation of the Collateral and release of Bond Issue proceeds to the Issuer

The Bond Issue proceeds shall be retained by the Sponsor, Manager & Registrar and be released to the Issuer or a designated Group entity on condition that: (i) the Security Trust Deed III has been duly executed and the Deeds of Hypothec have been executed; (ii) the Guarantee is duly and properly granted in terms of Annex I to this EU Follow-on Securities Note; and (iii) it receives confirmation that the Bonds will be admitted to the Official List by no later than 21 October 2026.

Following the presentation of confirmation of the foregoing conditions to the Sponsor, Manager & Registrar of the appropriate notes of hypothec, and upon the Bonds being admitted to the Official List, the Sponsor, Manager & Registrar shall release the Bond Issue proceeds to be applied for the purposes specified in sub-section 5.1 above.

5.6 Expected timetable of principal events

1	Offer Period*	15 September 2026 – 13 October 2026 at 12:00 CET
2	Announcement of basis of acceptance	16 October 2026
3	Commencement of interest on the Bonds	21 October 2026
4	Refunds of unallocated monies, if any	21 October 2026
5	Expected dispatch of allotment advices	21 October 2026
6	Expected date of admission of the Bonds to listing	21 October 2026
7	Expected date of commencement of trading in the Bonds	22 October 2026

** The Issuer reserves the right to close the Offer Period before 13 October 2026 depending on the total level of subscription in the Bond Issue, in which case some or all of the remaining events 2 to 7 (both included) set out above may be brought forward.*

6 • INFORMATION CONCERNING THE BONDS

Each Bond shall be issued on the Terms and Conditions set out in this EU Follow-on Securities Note and, by subscribing to or otherwise acquiring the Bonds, the Bondholders are deemed to have knowledge of all the Terms and Conditions of the Bonds hereinafter described and to accept and be bound by the said Terms and Conditions.

6.1 General

6.1.1 Each Bond forms part of a duly authorised issue of 5.75% secured bonds 2036 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €11,000,000 (except as otherwise provided under sub-section 6.15 *"Further Issues"* below). The Issue Date of the Bonds is expected to be 21 October 2026. The Bonds are secured by the granting of the Collateral in favour of the Security Trustee for the benefit of Bondholders, as primary beneficiaries, in terms of the Security Trust Deed III. The Bond Issue is guaranteed by SHL.

6.1.2 The currency of the Bonds is Euro (€).

6.1.3 The Bonds shall bear interest at the rate of 5.75% per annum payable annually in arrears on 21 October of each year, with the first interest payment falling due on 21 October 2027 (covering the period between 21 October 2026 and 20 October 2027). Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day.

6.1.4 Subject to admission to listing of the Bonds to the Official List, the Bonds are expected to be assigned ISIN: MT0002251230.

6.1.5 The Bonds are expected to be listed on the Official List on 21 October 2026 and dealing is expected to commence on 22 October 2026. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

6.1.6 All outstanding Bonds not previously purchased and cancelled shall be redeemed by the Issuer at par (together with accrued interest up to the date fixed for redemption) on the Redemption Date.

6.1.7 In the event that any of the Applicants applying for Bonds have not been allocated any Bonds or have been allocated a number of Bonds which is less than the number applied for, the Applicant shall receive a full refund or, as the case may be, the balance of the price of the Bonds applied for but not allocated, without interest, by direct credit into the Applicant's bank account as indicated by the Applicant at any time before the Bonds are admitted to listing on the Official List of the MSE. Neither the Issuer nor the Registrar will be responsible for any loss or delay in transmission of such refunds or any charges in connection therewith. In this regard, any monies returnable to Applicants may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.

6.1.8 There are no special rights attached to the Bonds other than the right of the Bondholders to payment of interest and capital (as detailed in sub-section 6.6 below), the benefit of the Collateral through the Security Trustee (as detailed in sub-section 5.5 above), seeking recourse from the Guarantor pursuant to the Guarantee in case of failure by the Issuer to pay any sum payable by it to Bondholders pursuant to the Terms and Conditions of the Bonds detailed in this EU Follow-on Securities Note and in accordance with the ranking specified in sub-section 6.5 of this EU Follow-on Securities Note.

6.1.9 The minimum subscription amount of Bonds that can be subscribed for by Applicants upon subscription is €1,000, and in multiples of €100 thereafter.

6.1.10 The issue of the Bonds is made in accordance with the requirements of the Capital Markets Rules, the Act and the Prospectus Regulation.

6.1.11 The Bond Issue is not underwritten. Should subscriptions for a total of at least €7,000,000 (the "**Minimum Amount**") not be received, no allotment of the Bonds shall be made, the Applications for Bonds shall be deemed not to have been accepted by the Issuer and all money received from Authorised Intermediaries shall be returned by the Issuer, acting through the Registrar, without interest, by direct credit transfer to the respective Authorised Intermediary to the account number indicated on the respective subscription agreement by latest 21 October 2026. In the event that the Minimum Amount is reached but the Bond Issue is not fully subscribed, the Issuer will proceed with the allotment and listing of the amount of Bonds subscribed for.

6.1.12 All Applications shall be subject to the Terms and Conditions of the Bond Issue as set out in section 8 hereunder, the terms of which shall form an integral part hereof.

6.2 Intermediaries' Offer

The Bond Issue will be distributed by the Authorised Intermediaries participating in the Intermediaries' Offer. Accordingly, the Issuer has reserved the full amount of the Bond Issue for subscription by Authorised Intermediaries.

In this regard, the Issuer shall enter into conditional subscription agreements with a number of Authorised Intermediaries for the subscription of the Bonds, whereby it will bind itself to allocate Bonds thereto in accordance with the terms of such subscription agreements.

In terms of each subscription agreement entered into with an Authorised Intermediary, the Issuer will be conditionally bound to issue, and each Authorised Intermediary will bind itself to subscribe for, up to the total amount of Bonds as indicated therein, subject to (i) the Guarantee being granted by the Guarantor; the Collateral being constituted in favour of the Security Trustee in accordance with the provisions of the Security Trust Deed III; and (ii) the Bonds being admitted to trading on the Official List. The subscription agreements, which will be subject to the Terms and Conditions of the EU Follow-on Prospectus, will become binding on each of the Issuer and the respective Authorised Intermediaries upon delivery, provided that these intermediaries would have paid to the Registrar all subscription proceeds in cleared funds on delivery of the subscription agreement.

In terms of the subscription agreements, Authorised Intermediaries may subscribe for the Bonds either for their own account or for the account of underlying customers, including retail customers and shall in addition be entitled to either: (i) distribute to the underlying customers any portion of the Bonds subscribed for upon commencement of trading, or (ii) complete a data file representing the amount being allocated in terms of the respective subscription agreement as provided by the Registrar by latest 13 October 2026, being the closing of the Offer Period or such earlier date as may be determined by the Issuer. The minimum which each Authorised Intermediary may apply for in terms of the applicable subscription agreement is €1,000 and in multiples of €100 thereafter and such minimum and multiples shall also apply to each underlying Applicant.

The Issuer, acting through the Registrar, shall communicate the number of Bonds each Authorised Intermediary has been allocated in terms of the respective subscription agreement by latest 12:00 hours CET on 16 October 2026. Any amounts unallocated in terms of the subscription agreements shall be returned to the respective Authorised Intermediary by direct credit to the account indicated in the respective subscription agreement by latest close of business on 21 October 2026.

6.3 Plan of distribution and allotment

Applications for subscription to the Bonds may be made through any of the Authorised Intermediaries (which include the Sponsor, Manager & Registrar). The Bonds are open for subscription by all categories of investors; specifically, the Bonds shall be made available for subscription by Authorised Intermediaries through an Intermediaries' Offer.

Applications for subscriptions to the Bonds may be made through the Authorised Intermediaries (which include the Sponsor, Manager & Registrar) subject to a minimum Application of €1,000 and in multiples of €100 thereafter.

It is expected that an allotment letter will be issued by the Issuer to Applicants by or about 21 October 2026. The registration advice and other documents and any monies returnable to Applicants may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.

Dealings in the Bonds shall not commence prior to the Bonds being admitted to the Official List.

6.4 Allocation Policy

The Issuer shall allocate the entirety of the Bonds to Authorised Intermediaries participating in the Intermediaries' Offer as detailed in sub-section 6.2 above, without priority or preference and in accordance with the allocation policy determined by the Issuer, acting through the Registrar, which will be communicated by latest 21 October 2026 Any amounts unallocated in terms of the subscription agreements shall be returned to the respective Authorised Intermediary by direct credit to the account indicated in the respective subscription agreement by latest close of business on 21 October 2026.

The Issuer shall announce the result of the Bond Issue and the basis of acceptance and the allocation policy to be adopted through a company announcement by latest 16 October 2026.

The registration advice and other documents and any monies returnable to Authorised Intermediaries may be retained pending clearance of the remittance and any verification of identity as is required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta). Such monies will not bear interest while retained as aforesaid.

6.5 Status and ranking of the Bonds

The Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer, as secured by means of the Collateral granted in terms of the Security Trust Deed III and shall be guaranteed in respect of both the interest due and the principal amount under the Bonds by the Guarantor jointly and severally. The Bonds shall at all times rank pari passu, without any priority or preference among themselves, but, in view of the fact that the Bonds shall be secured by the Collateral, shall rank with priority and preference over other present and future unsecured obligations of Segond Boutique Hotels Limited and Bella Sicilia Srl, if any, save for such exceptions as may be provided by applicable law.

Pursuant to the terms of the Security Trust Deed III, Segond Boutique Hotels Limited and Bella Sicilia Srl have agreed to constitute in favour of the Security Trustee for the benefit of Bondholders, as primary beneficiaries, security over the Collateral and to appoint the Security Trustee to hold and administer the Collateral under trust. The Collateral will secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the repayment of the principal and interest under the Bonds by a preferred claim over the Security Property I and the Security Property II.

The Collateral shall be held by the Security Trustee for the benefit of the Bondholders and, accordingly, the Bonds shall rank with priority and preference over other present and future unsecured obligations of Segond Boutique Hotels Limited and Bella Sicilia Srl. Notwithstanding the aforesaid, similar charges accorded by law in specific situations may arise during the course of the business of the Issuer and/or Segond Boutique Hotels Limited and/or Bella Sicilia Srl which may rank with priority or preference to the Bonds and/or the Collateral, as applicable. It is further noted that in terms of the Security Trust Deed III, the Security Trustee may pay itself out of the trust fund all sums owing to it in respect of the remuneration costs, charges, expenses or interest or by virtue of any indemnity from the Issuer and/or Segond Boutique Hotels Limited and/or Bella Sicilia Srl to which it is entitled under the Security Trust Deed III or by law or by virtue of any release or indemnity granted to it, and all such sums as aforesaid shall be so retained and paid in priority to the claims of the Bondholders and shall constitute an additional charge upon the property charged with the Collateral.

The following sets out a summary of the Group's indebtedness which as at 31 August 2026 amounted in aggregate to €21,628,100 (twenty-one million six hundred and twenty-eight thousand one hundred Euro) and includes corporate bonds and other borrowings:

Borrowings	31-Aug-26
Company / Facility	*€000s*
Smartcare Developments Ltd.	
FCM loan account – Żurrieq (EUR 287k)	287.00
FCM loan account – Żebbuġ (EUR 560k)	560.00
Żurrieq additional	33.60
Żebbuġ additional	104.50
Smartcare Developments Ltd. subtotal	**985.10**
Segond Boutique Hotels Ltd.	
Lombard loan	692.00
Segond Boutique Hotels Ltd. subtotal	**692.00**
Total borrowings	**1,677.10**

Debt Securities in Issue	31-Aug-26
Description	*€000s*
4.65% secured bonds 2031	13,000.00
4.65% secured bonds 2032	7,500.00
Unamortised bond issue costs	(549.00)
Total debt securities	**19,951.00**
Total indebtedness	**21,628.10**

Further details on the aforesaid indebtedness are found in the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2025, which have been published on the Issuer's website (www.smartcaremalta.com) and are available for inspection at its registered office during office hours for the term of the Bonds.

The total indebtedness of the Group shall, throughout the term of the Bonds, remain within acceptable limits and in any case not exceed 65% of the Group's net gearing ratio, which shall be calculated, with reference to the most recent published financial information available (whether audited or unaudited), by dividing the Group's net debt by its equity and net debt, every time the entry into a new material non-interest-bearing debt or new interest-bearing loan is contemplated or, in the absence thereof, at least once every 12 months from the date of the publication of the Issuer's audited financial statements.

6.6 Rights attaching to the Bonds

This EU Follow-on Securities Note incorporates the Terms and Conditions of the Bond Issue and, in its entirety, creates the contract between the Issuer and a Bondholder.

A Bondholder shall have such rights as are, pursuant to this EU Follow-on Securities Note, attached to the Bonds, including:

i. the payment of interest;
ii. the repayment of capital;
iii. the benefit of the Collateral through the Security Trustee, in accordance with the provisions of sub-section 5.5 of this EU Follow-on Securities Note;
iv. ranking with respect to other indebtedness of the Issuer, Segond Boutique Hotels Limited and Bella Sicilia Srl in accordance with the provisions of sub-section 6.5 above;
v. seeking recourse from the Guarantor pursuant to the Guarantee, in case of failure by the Issuer to pay any sum payable by it to Bondholders pursuant to the Terms and Conditions of the Bonds;
vi. the right to attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and
vii. the right to enjoy all such other rights attached to the Bonds emanating from the EU Follow-on Prospectus.

6.7 Interest

6.7.1 The Bonds shall bear interest from and including 21 October 2026 at the rate of 5.75% *per annum* on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 21 October 2027 (covering the period 21 October 2026 up to and including 20 October 2027). Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day. Each Bond will cease to bear interest from and including its due date for redemption, unless payment of the principal amount in respect of the Bond is improperly withheld or refused or unless default is otherwise made in respect of payment, in any of which events interest shall continue to accrue at the rate specified above plus one per cent (1%), but in any event not in excess of the maximum rate of interest allowed by Maltese law. In terms of article 2156 of the Civil Code (Chapter 16 of the laws of Malta), the right of Bondholders to bring claims for payment of interest and repayment of the principal on the Bonds is barred by the lapse of five (5) years.

6.7.2 When interest is required to be calculated for any period of less than a full year, it shall be calculated on the basis of a three hundred and sixty (360) day year consisting of twelve (12) months of thirty (30) days each, and in the case of an incomplete month, the number of days elapsed.

6.8 Yield

The gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Bonds at Redemption Date is 5.75% *per annum*.

6.9 Registration, form, denomination and title

6.9.1 Certificates will not be delivered to Bondholders in respect of the Bonds in virtue of the fact that the entitlement to Bonds will be represented in an uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. There will be entered in such electronic register the names, addresses, identity card numbers (in the case of natural persons), registration numbers (in the case of companies) and MSE account numbers of the Bondholders and particulars of the Bonds held by them respectively, and the Bondholders shall have, at all reasonable times during business hours, access to the register of Bondholders held at the CSD for the purpose of inspecting information held on their respective account.

6.9.2 The CSD will issue, upon a request by a Bondholder, a statement of holdings to such Bondholder evidencing his/her/its entitlement to Bonds held in the register kept by the CSD.

6.9.3 Bondholders who opt to subscribe for the online e-portfolio account with the CSD will be registered by the CSD for the online e-portfolio facility and will receive by mail at their registered address a handle code to activate the new e-portfolio login. A Bondholder's statement of holdings evidencing entitlement to Bonds held in the register kept at the CSD and registration advices evidencing movements in such register will be available through the said e-portfolio facility on https://eportfolio.borzamalta.com.mt/. Further detail on the e-portfolio is found on https://eportfolio.borzamalta.com.mt/Help.

6.9.4 The Bonds will be issued in fully registered form, without interest coupons, in denominations of any integral multiple of €100 provided that on subscription the Bonds will be issued for a minimum of €1,000 per individual Bondholder. Authorised Financial Intermediaries subscribing for Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €1,000 to each underlying client.

6.9.5 Any person in whose name a Bond is registered may (to the fullest extent permitted by applicable law) be deemed and treated at all times, by all persons and for all purposes (including the making of any payments), as the absolute owner of such Bond. Title to the Bonds may be transferred as provided below in sub-section 6.14 of this EU Follow-on Securities Note.

6.10 Pricing

The Bonds are being issued at par, that is, at €100 per Bond, with the full amount payable upon subscription.

6.11 Payments

6.11.1 Payment of the principal amount of a Bond will be made in Euro by the Issuer to the person in whose name such Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time, provided such bank account is denominated in Euro. Such payment shall be effected within seven (7) days of the Redemption Date. The Issuer shall not be responsible for any loss or delay in transmission or any charges in connection therewith. Upon payment of the Redemption Value, the Bonds shall be redeemed and the appropriate entry made in the electronic register of the Bonds at the CSD.

In the case of Bonds held subject to usufruct, payment will be made against the joint instructions of all bare owners and usufructuaries. Before effecting payment, the Issuer and/or the CSD shall be entitled to request any legal documents deemed necessary concerning the entitlement of the bare owner/s and the usufructuary/ies to payment of the Bonds.

6.11.2 Payment of interest on a Bond will be made to the person in whose name such Bond is registered at the close of business fifteen (15) days prior to the Interest Payment Date, by means of a direct credit transfer into such bank account as the Bondholder may designate, from time to time, which is denominated in Euro. Such payment shall be effected within seven (7) days of the Interest Payment Date. The Issuer shall not be responsible for any loss or delay in transmission or any charges in connection therewith.

6.11.3 All payments with respect to the Bonds are subject in all cases to any pledge, duly constituted, and to any applicable fiscal or other laws and regulations prevailing in Malta from time to time. In particular, but without limitation, all payments of principal and interest by or on behalf of the Issuer in respect of the Bonds shall be made net of any amount which the Issuer is or may become compelled by law to deduct or withhold for or on account of any present or future taxes, duties, assessments or other government charges of whatsoever nature imposed, levied, collected, withheld or assessed by or within the Republic of Malta or any authority thereof or therein having power to tax.

6.11.4 No commissions or expenses shall be charged by the Issuer to the Bondholders in respect of payments made in accordance with this sub-section 6.11. The Issuer shall not be liable for charges, expenses and commissions levied by parties other than the Issuer.

6.12 Redemption and purchase

6.12.1 The Issuer hereby irrevocably covenants in favour of each Bondholder that, unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value, together with accrued interest up to, but excluding, the date fixed for redemption, on 21 October 2036. In such a case the Issuer shall be discharged of any and all payment obligations under the Bonds upon payment made net of any withholding or other taxes due or which may be due under Maltese law and which are payable by the Bondholders.

6.12.2 Subject to the provisions of this sub-section 6.12, the Issuer may at any time purchase Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all Bondholders alike.

6.12.3 All Bonds so redeemed or re-purchased will be cancelled forthwith and may not be re-issued or re-sold.

6.13 Events of Default

Pursuant to the Security Trust Deed III, the Security Trustee may in its absolute and unfettered discretion, and shall upon the request in writing of not less than 75% of the Bondholders, by notice in writing to the Issuer declare the Bonds to have become immediately due and repayable at their principal amount, together with any accrued interest, upon the happening of any of the following events ("**Events of Default**"):

i. if the Issuer shall fail to pay any interest on any Bond when due and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder and/or by the Security Trustee, unless remedied by the Guarantor before the expiry of such 60 days; and/or

ii. if the Issuer shall fail to pay the principal amount of a Bond on the date fixed for its redemption and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder and/or by the Security Trustee, unless remedied by the Guarantor before the expiry of such 60 days; and/or

iii. if the Issuer shall fail to perform or shall otherwise be in breach of any other material obligation contained in the Terms and Conditions and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder and/or by the Security Trustee, unless remedied by the Guarantor before the expiry of such 60 days (where applicable); and/or

iv. if the Issuer and/or SBHL and/or BSS commits a breach of any of the covenants or provisions contained in the Security Trust Deed III to be observed and performed on their respective parts and the said breach still subsists for thirty (30) days after having been notified by the Security Trustee; and/or

v. if any representation or warranty made or deemed to be made or repeated by or in respect of the Issuer or the Guarantor is or proves to have been incorrect in any material respect in the sole opinion of the Security Trustee; and/or

vi. if an order is made or resolution passed or other action taken for the dissolution, termination of existence, liquidation, winding-up or bankruptcy of the Issuer; and/or

vii. if the Issuer stops or suspends payments (whether of principal or interest) with respect to all or any class of its debts or announces an intention to do so or ceases or threatens to cease to carry on its business or a substantial part of its business; and/or

viii. if the Issuer is unable, or admits in writing its inability, to pay its debts as they fall due or otherwise becomes insolvent; and/or

ix. if in terms of section 214(5) of the Act, a Court order or other judicial process is levied or enforced upon or sued out against any part of the property of the Issuer and is not paid out, withdrawn or discharged within one (1) month; and/or

x. if a judicial or provisional administrator is appointed upon the whole or any material part of the property of the Issuer and such appointment is determined by the Security Trustee to be prejudicial, in its opinion, to the Bondholders; and/or

xi. if security constituted by any hypothec, pledge or charge upon the whole or any part of the undertaking or assets of the Issuer or the Guarantor shall become enforceable and steps are taken to enforce the same and the taking of such steps shall be determined in writing by the Security Trustee to be, in its opinion, prejudicial to the Bondholders; and/or

xii. if the Issuer, Guarantor, SBHL or BSS repudiate, or do or cause or permit to be done any act or thing evidencing an intention to repudiate, the Bonds and/or the Security Trust Deed III; and/or

xiii. if all, or in the sole opinion of the Security Trustee, a material part of the undertakings, assets, rights or revenues of or shares or other ownership interests in the Issuer or Guarantor are seized, nationalised, expropriated or compulsorily acquired by or under the authority of any government; and/or

xiv. any default of a payment obligation which occurs and continues for ninety (90) days under any contract or document relating to any Financial Indebtedness (as defined below) of the Issuer in excess of five million Euro (€5,000,000) or its equivalent at any time;

"Financial Indebtedness" means any indebtedness in respect of: (A) monies borrowed; (B) any debenture, bond, note, loan, stock or other security; (C) any acceptance credit; (D) the acquisition cost of any asset to the extent payable before or after the time of acquisition or possession by the party liable where the advance or deferred payment is arranged primarily as a method of raising finance for the acquisition of that asset; (E) leases entered into primarily as a method of raising finance for the acquisition of the asset leased; (F) amounts raised under any other transaction having the commercial effect of borrowing or raising of money; (G) any guarantee, indemnity or similar assurance against financial loss of any person; and/or

xv. there shall have been entered against the Issuer a final judgment by a court of competent jurisdiction from which no appeal may be or is made for the payment of money in excess of five million Euro (€5,000,000) or its equivalent and ninety (90) days shall have passed since the date of entry of such judgment without its having been satisfied or stayed.

Upon any such Event of Default occurring and not being remedied within the relevant cure period, as applicable, the principal monies and interest accrued under the Bonds shall be deemed to have become immediately payable at the time of the event which shall have happened as aforesaid.

In the event that the Security Trustee becomes aware of the fact that an Event of Default has occurred or is likely to occur it shall notify the Malta Financial Services Authority, the Sponsor, Manager & Registrar and the Bondholders of such fact without delay in writing;

Provided that in the event of any breach by the Issuer, the Guarantor, SBHL or BSS of any of the covenants, obligations or provisions herein contained due to any fortuitous event of a calamitous nature beyond its control, then the Security Trustee may, but shall be under no obligation so to do, give said defaulting party such period of time to remedy the breach as in its sole opinion may be justified in the circumstances and if in its sole opinion the breach is remediable within the short term and without any adverse impact on the Bondholders. The Security Trustee shall not be bound to take any steps to ascertain whether any Event of Default or other similar condition, event or circumstance has occurred or may occur, and, until it shall have actual knowledge or express notice to the contrary, the Security Trustee shall be entitled to assume that no such Event of Default or condition, event or other circumstance has happened and that each of the Issuer, SBHL, BSS and the Guarantor is observing and performing all the obligations, conditions and provisions on its part contained under the EU Follow-on Prospectus and the Security Trust Deed III, as applicable.

6.14 Transferability of the Bonds

6.14.1 The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples of €100) in accordance with the rules and regulations of the MSE applicable from time to time. The minimum subscription amount of €1,000 shall only apply during the Offer Period. As such, no minimum holding requirement shall be applicable once the Bonds are admitted to listing on the Official List and commence trading thereafter, subject to trading in multiples of €100.

6.14.2 Any person becoming entitled to a Bond in consequence of the death or bankruptcy of a Bondholder may, upon such evidence being produced as may, from time to time, properly be required by the Issuer or the CSD, elect either to be registered himself/herself/itself as holder of the Bond or to have some person nominated by him/

her/it registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself/herself/itself, he/she/it shall deliver or send to the CSD a notice in writing signed by him/her/it stating that he/she/it so elects. If he/she/it shall elect to have another person registered he/she/it shall testify his/her/its election by transferring the Bond, or procuring the transfer of the Bond, in favour of that person. Provided always that if a Bond is transmitted in furtherance of this paragraph 6.14.2, a person will not be registered as a Bondholder unless such transmission is made in multiples of €100.

6.14.3 All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Bonds and to any applicable laws and regulations.

6.14.4 The costs and expenses of affecting any registration of transfer or transmission, except for the expenses of delivery by any means other than regular mail (if any) and except, if the Issuer shall so require, the payment of a sum sufficient to cover any tax, duty or other governmental charge or insurance charges that may be imposed in relation thereto, will be borne by the person to whom the transfer / transmission has been made.

6.14.5 The Issuer will not register the transfer or transmission of Bonds for a period of fifteen (15) days preceding the due date for any payment of interest on the Bonds or the due date for redemption.

6.15 Further issues

The Issuer may, from time to time, without the consent of the Bondholders, create and issue further debentures, debenture stock, bonds, loan notes, or any other debt securities, either having the same terms and conditions as any outstanding debt securities of any series (including the Bonds) and so that such further issue shall be consolidated and form a single series with the outstanding debt securities of the relevant series (including the Bonds), or upon such terms as the Issuer may determine at the time of their issue.

6.16 Meetings of Bondholders

6.16.1 The Issuer may, from time to time, call meetings of Bondholders for the purpose of consultation with Bondholders or for the purpose of obtaining the consent of Bondholders on matters which in terms of the EU Follow-on Prospectus require the approval of a Bondholders' meeting and to effect any change to the applicable Terms and Conditions of the Bonds.

6.16.2 A meeting of Bondholders shall be called by the Directors by giving (i) the Security Trustee, (ii) the Guarantor and (iii) all Bondholders listed on the register of Bondholders as at a date being not more than thirty (30) days preceding the date scheduled for the meeting, not less than fourteen (14) days' notice in writing. Such notice shall set out the time, place and date set for the meeting and the matters to be discussed or decided thereat, including, if applicable, sufficient information on any amendment of the EU Follow-on Prospectus that is proposed to be voted upon at the meeting and seeking the approval of the Bondholders. Following a meeting of Bondholders held in accordance with the provisions contained hereunder, the Issuer shall, acting in accordance with the resolution(s) taken at the meeting, communicate to the Security Trustee, the Guarantor and the Bondholders whether the necessary consent to the proposal made by the Issuer has been granted or withheld. Subject to having obtained the necessary approval by the Bondholders in accordance with the provisions of this sub-section 6.16 at a meeting called for that purpose as aforesaid, any such decision shall subsequently be given effect to by the Issuer.

6.16.3 No change or amendment to, or waiver of, any of the applicable Terms and Conditions of the Bonds may be made unless such decision is made at a meeting of Bondholders duly convened and held for that purpose in accordance with the terms hereof.

6.16.4 A meeting of Bondholders shall only validly and properly proceed to business if there is a quorum present at the commencement of the meeting. For this purpose, at least two (2) Bondholders present, in person or by proxy, representing not less than 50% in nominal value of the Bonds then outstanding, shall constitute a quorum. If a quorum is not present within thirty (30) minutes from the time scheduled for the commencement of the meeting as indicated on the notice convening same, the meeting shall stand adjourned to a place, date and time as shall be communicated by the Directors to the Security Trustee, the Guarantor and the Bondholders present at that meeting. The Issuer shall within two (2) days from the date of the original meeting publish by way of a company announcement the date, time and place where the adjourned meeting is to be held. An adjourned meeting shall be held not earlier than seven (7) days, and not later than fifteen (15) days, following the original meeting. At an adjourned meeting the number of Bondholders present at the commencement of the meeting, in person or by proxy, shall constitute a quorum; and only the matters specified in the notice calling the original meeting shall be placed on the agenda of, and shall be discussed at and decided upon during, the adjourned meeting.

6.16.5 Any person who in accordance with the Memorandum and Articles of Association of the Issuer is to chair the annual general meetings of shareholders shall also chair meetings of Bondholders.

6.16.6 Once a quorum is declared present by the chairperson of the meeting, the meeting may then proceed to business and address the matters set out in the notice convening the meeting. In the event of decisions being required at the meeting the Directors or their representative shall present to the Security Trustee, the Guarantor and the Bondholders the reasons why it is deemed necessary or desirable and appropriate that a particular decision is taken. The meeting shall allow reasonable and adequate time to Bondholders to present their views to the Issuer and the other Bondholders present at the meeting. The meeting shall then put the matter as proposed by the Issuer to a vote of the Bondholders present at the time at which the vote is being taken, and any Bondholders taken into account for the purpose of constituting a quorum who are no longer present for the taking of the vote shall not be taken into account for the purpose of such vote.

6.16.7 The voting process shall be managed by the Issuer's company secretary under the supervision and scrutiny of the auditors of the Issuer and the Security Trustee.

6.16.8 The proposal placed before a meeting of Bondholders shall only be considered approved if at least sixty per cent (60%) in nominal value of the Bondholders present at the meeting, or at any adjourned meeting, as the case may be, at the time when the vote is being taken, in person or by proxy, shall have voted in favour of the proposal.

6.16.9 In terms of the Guarantee, the Guarantor has the power to veto a decision by the Bondholders, taken at a Bondholders' meeting duly convened and held, to amend or waive the Terms and Conditions of the Bonds which are issued with the benefit of its Guarantee, in cases in which such amendment or waiver may give rise to changes in: (i) the amount payable by the Guarantor under the Guarantee; (ii) the term and/or frequency of such payments; (iii) the Events of Default listed in sub-section 6.13 of this EU Follow-on Securities Note; and/or (iv) any other term which may otherwise increase the exposure of the Guarantor to the enforcement of the Guarantee. In the event that the Guarantor were to exercise such right of veto, the proposed amendment to, or waiver of, the Terms and Conditions would not be put into effect.

6.16.10 Save for the above, the rules generally applicable to proceedings at general meetings of shareholders of the Issuer shall mutatis mutandis apply to meetings of Bondholders.

6.17 Authorisations and approvals

The Directors of the Issuer authorised the Bond Issue and the publication of the EU Follow-on Prospectus pursuant to a Board of Directors' resolution passed on 9 September 2026. The Guarantee being given by the Guarantor in respect of the Bonds has been authorised by a resolution of the board of directors of the Guarantor dated 9 September 2026.

6.18 Admission to trading

6.18.1 The Malta Financial Services Authority has authorised the Bonds as admissible to listing pursuant to the Capital Markets Rules by virtue of a letter dated 14 September 2026.

6.18.2 Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the EU Follow-on Prospectus to be listed and traded on its Official List.

6.18.3 The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 21 October 2026 and trading is expected to commence on 22 October 2026. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

6.19 Representations and warranties

6.19.1 The Issuer represents and warrants to Bondholders and to the Security Trustee for the benefit of Bondholders, who shall be entitled to rely on such representations and warranties, that:

i. it is duly incorporated and validly existing under the laws of Malta and has the power to carry on its business as it is now being conducted and to hold its property and other assets under legal title; and
ii. it has the power to execute, deliver and perform its obligations under the EU Follow-on Prospectus and that all necessary corporate, shareholder and other actions have been duly taken to authorise the execution, delivery and performance of the same, and further that no limitation on its power to borrow or guarantee shall be exceeded as a result of the Terms and Conditions of the EU Follow-on Prospectus.

6.19.2 To the best of the Directors' knowledge, the EU Follow-on Prospectus contains all relevant material information with respect to the Issuer, the Guarantor and the Bonds and all information contained in the EU Follow-on Prospectus is in every material respect true and accurate and not misleading, and there are no other facts in relation to the Issuer and/or the Guarantor, their respective businesses and financial position, the omission of which would, in the context of issue of the Bonds, make any statement in the EU Follow-on Prospectus misleading or inaccurate in any material respect.

6.20 Bonds held jointly

In respect of any Bonds held jointly by several persons (including spouses), the person first named in the register of Bondholders shall, for all intents and purposes, be deemed to be such nominated person by all those joint holders in the register. Such person shall, for all intents and purposes, be deemed to be the registered holder of the Bonds so held.

6.21 Bonds held subject to usufruct

In respect of a Bond held subject to usufruct, the name of the bare owner and the usufructuary shall be entered in the register. The usufructuary shall, for all intents and purposes, be deemed vis-a-vis the Issuer to be the holder of the Bonds so held and shall have the right to receive interest on the Bonds and to vote at meetings of the Bondholders but shall not, during the existence of the Bonds, have the right to dispose of the Bonds so held without the consent of the bare owner, and shall not be entitled to the repayment of principal on the Bonds (which shall be due to the bare owner).

6.22 Governing law and jurisdiction

6.22.1 The Bonds are governed by and shall be construed in accordance with Maltese law.

6.22.2 Any legal action, suit or proceedings against the Issuer and/or the Guarantor arising out of or in connection with the Bonds and/or the EU Follow-on Prospectus shall be brought exclusively before the Maltese courts.

6.23 Notices

Notices will be mailed to Bondholders and to the Security Trustee at their registered addresses and shall be deemed to have been served at the expiration of twenty-four (24) hours after the letter containing the notice is posted, and in proving such service it shall be sufficient to prove that a prepaid letter containing such notice was properly addressed to such Bondholder and to the Security Trustee at his/her/its registered address and posted.

7 • TAXATION

7.1 General

The information below is based on an interpretation of tax law and practice relative to the applicable legislation, as known to the Issuer at the date of the EU Follow-on Prospectus, in respect of a subject on which no official guidelines exist. Investors are reminded that tax law and practice and their interpretation as well as the levels of tax on the subject matter referred to in the preceding paragraph, may change from time to time.

This information is being given solely for the general information of investors who do not deal in the acquisition and disposal of securities in the course of their normal trading activities. The precise implications for investors will depend, among other things, on their particular circumstances and on the classification of the Bonds from a Maltese tax perspective, and professional advice in this respect should be sought accordingly.

7.2 Maltese Income Tax on interest income arising from the holding of Bonds

Since interest is payable in respect of a Bond which is the subject of a public issue and constitutes "investment income" in terms of Article 41(a)(iv)(1) of the Income Tax Act, Chapter 123 of the Laws of Malta (the "Income Tax Act"), unless a Bondholder elects by means of a written instruction sent to the Issuer in terms of Article 35 of the Income Tax Act to receive the interest gross of any withholding tax, or if the Bondholder does not fall within the definition of "recipient" in terms of Article 41(c) of the Income Tax Act, interest shall be paid to such Bondholder net of a final withholding tax, currently at the rate of 15% (10% in the case of certain types of collective investment schemes) of the gross amount of the interest, pursuant to Article 33 of the Income Tax Act. Bondholders who do not fall within the definition of a "recipient" do not qualify for the said rate and should seek professional advice on the taxation of such income as other rules may apply.

Article 41(c) of the Income Tax Act defines the term "Recipient", which includes, inter alia, a person resident in Malta during the year in which investment income is payable, and EU/EEA nationals (and their spouse where applicable) who are not resident in Malta for Maltese income tax purposes but who apply (at their option) the tax rates applicable to Maltese residents on the basis that the income that arises in Malta is at least 90% of their worldwide income.

The aforementioned withholding tax is considered as a final tax and a Maltese resident individual Bondholder is not obliged to declare the interest so received in his or her income tax return, to the extent that the interest is paid net of tax. No person, whether corporate or non-corporate, shall be charged to further tax in Malta in respect of such income and the tax deducted shall not be available as a credit against the recipient's tax liability or as a refund, as the case may be.

The Issuer is required to comply with a number of obligations, including the submission to the Maltese Commissioner for Tax and Customs of the tax withheld within prescribed timeframes, and rendering an account to the Maltese Commissioner for Tax and Customs of all amounts so deducted, including the identity of the recipient.

In the case of a valid election in terms of Article 35 of the Income Tax Act made in writing by an eligible Bondholder resident in Malta to receive the interest due without the deduction of final tax, interest will be paid gross and such person will be obliged to declare the interest so received in his or her Maltese income tax return and be subject to tax on such interest at the standard rates applicable to such Bondholder at that time. Additionally, in this latter case the Issuer will advise the Maltese Commissioner for Tax and Customs on an annual basis in respect of all interest paid gross and of the identity of all such recipients. Any such election made by a resident Bondholder at the time of subscription may be subsequently changed by giving notice in writing to the Issuer. Such election or revocation will be effective within the time limit set out in the Income Tax Act.

In terms of Article 12(1)(c) of the Income Tax Act, Bondholders who are not resident in Malta satisfying the applicable conditions set out therein, including but not limited to the condition that the Bondholder is not owned and controlled by, whether directly or indirectly, nor acts on behalf of an individual/s who are ordinarily resident and domiciled in Malta, are not taxable in Malta on the interest received and will receive interest gross, subject to the requisite declaration/evidence being provided to the Issuer in terms of law.

7.3 Exchange of information

In terms of applicable Maltese legislation, the Issuer and/or its agent are required to collect and forward certain information, including, but not limited to, information regarding payments made to Bondholders, to the Commissioner for Tax and Customs. The Commissioner for Tax and Customs will or may, in turn, automatically or on request, forward the information to other relevant tax authorities subject to certain conditions.

Relevant legislation includes, but is not limited to:

i. the implementation of the EU Council Directive 2014/107/EU (amending Directive 2011/16/EU) on Administrative Cooperation in the field of Taxation which provides for the implementation of the regime known as the Common Reporting Standard ("**CRS**") – incorporated into Maltese law through Legal Notice 384 of 2015 entitled the Cooperation with Other Jurisdiction on Tax Matters (Amendment) Regulations, 2015; and
ii. the agreement between the Government of the United States of America and the Government of the Republic of Malta to Improve International Tax Compliance and to Implement FATCA – incorporated into Maltese law through Legal Notice 78 of 2014 ("**FATCA Legislation**").

The CRS has been proposed by the Organisation for Economic Co-operation and Development as a new global standard for the automatic exchange of financial account information between tax authorities in participating jurisdictions. The CRS requires Malta based financial institutions ("**FIs**") (defined as such for the purposes of CRS) to identify and report to the Maltese tax authorities financial accounts held by a "Reportable Person" (as defined under the CRS legislation), and certain entities with one or more controlling persons, as defined under the CRS legislation, which is classified as a reportable person. Financial information relating to Bonds and the holders of the Bonds may fall within the purview of CRS and may be subject to reporting and information exchange provisions.

In particular with respect to CRS, the following information will be reported annually by the FIs to the Commissioner for Tax and Customs in respect of each reportable account maintained by the FIs: (i) the name, address, jurisdiction of tax residence, tax identification number (TIN) and date and place of birth (in the case of an individual); (ii) the account number (or functional equivalent in the absence of an account number); (iii) the account balance or value as of the end of the relevant calendar year or other appropriate reporting period or, if the account was closed during such year or period, the closure of the account; (iv) the total gross amount paid or credited to the account holder with respect to the account during the calendar year or other appropriate reporting period with respect to which the FI is the obligor or debtor, including the aggregate amount of any redemption payments made to the account holder during the calendar year or other appropriate reporting period.

Under the FATCA Legislation, FIs in Malta (defined as such for the purposes of FATCA) are obliged to identify and report financial accounts held by specified U.S. persons, as defined under the FATCA Legislation, and certain non-U.S. entities which are controlled by U.S. controlling persons, as defined under the FATCA Legislation, to the Commissioner for Tax and Customs. The latter is, in turn, required to exchange such information to the US Internal Revenue Service. Financial account information in respect of holders of the Bonds could fall within the scope of FATCA and they may, therefore, be subject to reporting obligations.

Pursuant to obligations under FATCA Legislation, FIs reserve the right to store, use, process, disclose and report any required information including all current and historical data related to the past and/or present account/s held by reportable persons, including, but not limited to, the name, address, date of birth, place of birth and U.S. tax identification number, the details of any account transactions, the nature, balances and compositions of the assets held in the account, to the Commissioner for Tax and Customs.

The Commissioner for Tax and Customs shall by automatic exchange framework for reciprocal information exchange, communicate to the other competent authority on an annual basis, any relevant information that may fall to be classified as reportable, and vice-versa.

FIs reserve the right to request any information and/or documentation required, in respect of any financial account, in order to comply with the obligations imposed under FATCA and CRS and any referring legislation. In the case of failure to provide satisfactory documentation and/or information, an FI may take such action as it thinks fit, including without limitation, the closure of the financial account.

7.4 Maltese taxation on capital gains on transfer of the bonds

As the Bonds do not fall within the definition of "securities" in terms of Article 5(1)(b) of the Income Tax Act, that is, *"shares and stocks and such like instrument that participate in any way in the profits of the company and whose return is not limited to a fixed rate of return"*, and to the extent that the Bonds are held as capital assets by the Bondholders, no tax on capital gains should be chargeable in respect of a transfer of the Bonds. Such Bondholders should seek advice on any foreign tax implications that may be applicable to them.

7.5 Duty on documents and transfers

In terms of the Duty on Documents and Transfers Act (Chapter 364 of the Laws of Malta), duty is chargeable inter alia on the transfer *inter vivos* or transmission *causa mortis* of marketable securities. A marketable security is defined in the said legislation as *"a holding of share capital in any company and any document representing the same"*.

Consequently, the Bonds should not be treated as constituting marketable securities within the meaning of the aforementioned legislation and, therefore, the transfer/transmission thereof should not be chargeable to duty.

Furthermore, even if the Bonds are considered to be marketable securities for the purposes of the Duty on Documents and Transfers Act, in terms of Article 50 of the Financial Markets Act (Chapter 345 of the Laws of Malta), in view of the fact that the Bonds constitute financial instruments of a company quoted on a regulated market exchange, as is the Official List, redemptions and transfers of the Bonds should in any case be exempt from Maltese duty.

THE ABOVE INFORMATION IS BASED ON MALTESE TAX LAW AND PRACTICE APPLICABLE AS AT THE DATE OF THIS EU FOLLOW-ON SECURITIES NOTE. INVESTORS AND PROSPECTIVE INVESTORS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE ACQUISITION, HOLDING AND DISPOSAL OF BONDS, AS WELL AS INTEREST PAYMENTS MADE BY THE ISSUER. THE TAX LEGISLATION OF THE INVESTOR'S MEMBER STATE AND OF THE ISSUER'S COUNTRY OF INCORPORATION MAY HAVE AN IMPACT ON THE INCOME RECEIVED FROM THE SECURITIES. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE BONDS AND TO BONDHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO BONDHOLDERS WHO DO NOT DEAL IN SECURITIES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY AND DEPENDS, AMONG OTHER THINGS, ON THE PARTICULAR INDIVIDUAL CIRCUMSTANCES OF THE INVESTORS AND OF THE CLASSIFICATION OF THE SECURED BONDS FROM A MALTESE TAX PERSPECTIVE.

8 • TERMS AND CONDITIONS OF THE BOND ISSUE

The following Terms and Conditions shall be read in conjunction with all the other terms and conditions relative to and regulating the contractual relationship created between the Issuer and the Guarantor on the one hand and the Bondholders on the other.

8.1 The issue and allotment of the Bonds is conditional upon: (i) the Minimum Amount of €7,000,000 being subscribed for; (ii) the Guarantee being granted by the Guarantor; (iii) the Security Trust Deed III being duly executed and the Deeds of Hypothec being executed; and (iv) the Bonds being admitted to trading on the Official List. In the event that the Bonds are not admitted to the Official List, any application monies received by the Issuer from all Applicants will be returned without interest by direct credit into the Applicant's bank account indicated by the Applicant/Authorised Intermediary on the relative Application/subscription agreement.

8.2 Applications for the Bonds may be lodged with any Authorised Intermediary, which includes the Sponsor, Manager & Registrar, by not later than 12:00 hours (CET) on 13 October 2026 or such earlier date as may be determined by the Issuer with respect to any one or more classes of Applicants depending on the total level of subscription in the Bond Issue. Applications must be accompanied by the full price of the Bonds applied for, in Euro. Payment may be made through any method of payment as accepted by the respective Authorised Intermediary. In any case, acceptance of payment shall be made at the Authorised Intermediary's sole and absolute discretion and may be on the basis that the Applicant indemnifies the Authorised Intermediary against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of the Applicant's remittance to be honoured on first presentation, and that, at any time prior to unconditional acceptance by the Authorised Intermediary of such late payment in respect of such Bonds, the Authorised Intermediary may (without prejudice to other rights) treat the agreement to allocate such Bonds as void, in which case the Applicant will not be entitled to any refund or payment in respect of such Bonds (other than return of such late payment).

8.3 It is the responsibility of investors wishing to apply for the Bonds to inform themselves as to the legal requirements of so applying, including any requirements relating to external transaction requirements in Malta and any exchange control in the countries of their nationality, residence or domicile.

8.4 The contract created by the Issuer's acceptance of an Application filed by a prospective bondholder shall be subject to all the Terms and Conditions set out in this EU Follow-on Securities Note.

8.5 If Applications are signed/delivered on behalf of another party or on behalf of a corporation or corporate entity or association of persons, the person signing will be deemed to have duly bound his/her principal, or the relative corporation, corporate entity, or association of persons, and will be deemed also to have given the confirmations, warranties and undertakings contained in these Terms and Conditions on their behalf. Such representative may be requested to submit the relative power of attorney/resolution or a copy thereof duly certified by a lawyer or notary public if so required by the Issuer acting through the Registrar, but it shall not be the duty or responsibility of the Registrar or the Issuer to ascertain that such representative is duly authorised to appear on the Application and bind the Applicant.

8.6 Applications in the name of a corporation or corporate entity or association of persons need to include a valid Legal Entity Identifier ("LEI") (which needs to be unexpired). Failure to include a valid LEI code will result in the Application being cancelled by the Issuer, acting through the Registrar, and subscription monies will be returned to the Applicant in accordance with the terms set out herein.

8.7 In the event that an Applicant fails to submit full information and/or documentation required with respect to an Application, the Applicant shall receive a full refund, without interest, by direct credit transfer to such account indicated by him/her/it at any time before the Bonds are admitted to listing on the Official List. Neither the Issuer nor the Registrar shall be responsible for any charges, loss or delay arising in connection with such credit transfer.

8.8 In the case of joint Applications, reference to the Applicant in these Terms and Conditions is a reference to each of the joint Applicants, and liability therefor is joint and several.

8.9 Applications in the name and for the benefit of minors shall be allowed provided that the Applicant already holds an account with the MSE. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption monies payable to the parents / legal guardian/s submitting the Application until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption monies shall be paid directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.

8.10 The Bonds have not been and will not be registered under the Securities Act of 1933 of the United States of America and, accordingly, may not be offered or sold within the United States or to or for the account or benefit of a U.S. person.

8.11 No person receiving a copy of the EU Follow-on Prospectus in any territory other than Malta may treat the same as constituting an invitation or offer to such person, nor should such person in any event use the EU Follow-on Prospectus, unless, in the relevant territory, such an invitation or offer could lawfully be made to such person without contravention of any regulation or other legal requirements.

8.12 It is the responsibility of any person outside Malta wishing to make any Application to satisfy himself/herself/itself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

8.13 Subject to all other Terms and Conditions set out in the EU Follow-on Prospectus, the Issuer reserves the right to reject, in whole or in part, or to scale down, any Application, and to present any cheques and/or drafts for payment upon receipt. The right is also reserved to refuse any Application which in the opinion of the Issuer, acting through the Registrar, is not properly completed in all respects in accordance with the relative instructions or is not accompanied by the required documents.

8.14 Save where the context requires otherwise or where otherwise defined therein, terms defined in the EU Follow-on Prospectus bear the same meaning when used in these Terms and Conditions, in any of the annexes and in any other document issued pursuant to the EU Follow-on Prospectus.

8.15 The Issuer has not sought assessment of the Bonds by an independent credit rating agency.

8.16 Subject to all other Terms and Conditions set out in the EU Follow-on Prospectus, the Issuer reserves the right to revoke the Bond Issue at any time before the closing of the Offer Period. The circumstances in which such revocation might occur are expected to be exceptional, for example where a significant change in market conditions occurs.

8.17 The Bonds will be issued in multiples of €100. The minimum subscription amount of Bonds that can be subscribed for by all Applicants is €1,000.

8.18 For the purposes of the Prevention of Money Laundering and Funding of Terrorism Regulations (Subsidiary Legislation 373.01), as may be amended from time to time, all appointed Authorised Financial Intermediaries are under a duty to communicate, upon request, all information about clients as is mentioned in articles 1.2(d) and 2.4 of the "Members' Code of Conduct" appended as Appendix 3.6 to Chapter 3 of the MSE Bye-Laws, irrespective of whether the said appointed Authorised Financial Intermediaries are Malta Stock Exchange members or not. Such information shall be held and controlled by the Malta Stock Exchange in terms of the GDPR and the Data Protection Act (Chapter 586 of the laws of Malta) for the purposes and within the terms of the Malta Stock Exchange Data Protection Policy, as published from time to time.

8.19 It shall be incumbent on the respective Authorised Intermediaries to ascertain that all other applicable regulatory requirements relating to subscription of Bonds by an Applicant are complied with, including without limitation the obligation to comply with all applicable MiFIR requirements as well as applicable MFSA Rules for investment services providers, all applicable Anti-Money Laundering and Counter Terrorist Financing rules and regulations, as well as the applicable MFSA Conduct of Business Rules.

8.20 By completing and delivering an Application for Bonds, the Applicant:

i. agrees and acknowledges to have had the opportunity to read the EU Follow-on Prospectus and to be deemed to have had notice of all information and representations concerning the Issuer and the Guarantor and the issue of the Bonds contained therein;

ii. accepts to be irrevocably contractually committed to acquire the number of Bonds allocated to such Applicant at the Bond Issue Price and, to the fullest extent permitted by law, accepts to be deemed to have agreed not to exercise any rights to rescind or terminate, or otherwise withdraw from, such commitment, such irrevocable offer to purchase, and pay the consideration for, the number of Bonds specified in the Application submitted by the Applicant (or any smaller number of Bonds for which the Application is accepted) at the Bond Issue Price, as applicable, being made subject to the provisions of the EU Follow-on Prospectus, the Terms and Conditions, the Application and the Memorandum and Articles of Association of the Issuer;

iii. warrants that the information submitted by the Applicant is true and correct in all respects. All Applications need to include a valid MSE account number in the name of the Applicant/s. Failure to include an MSE account number will result in the Application being cancelled by the Issuer (acting through the Registrar) and subscription monies will be returned to the Applicant. In the event of a discrepancy between the personal details, including name and surname and the Applicant's address, provided by an Applicant and those held by the MSE in relation to the MSE account number indicated by the Applicant, the details held by the MSE shall be deemed to be the correct details of the Applicant

iv. authorises the Registrar and the MSE to include his/her/its name or, in the case of joint Applications the first named Applicant, in the register of securities of the Issuer in respect of the Bonds allocated to such Applicant and further authorises the Issuer, the Registrar, the respective Authorised Financial Intermediary and the MSE to process the personal data that the Applicant provides in connection with an Application for Bonds, for all purposes necessary and subsequent to the Bond Issue applied for, in accordance with the General Data Protection Regulation (EU) 2016/679 (GDPR) and the Data Protection Act (Chapter 586 of the laws of Malta). The Applicant has the right to request access to and rectification of the personal data relating to him/her/it as processed by the Issuer and/or the MSE. Any such requests must be made in writing and sent to the CSD. The requests must be signed by the Applicant to whom the personal data relates;

v. confirms that in making such Application no reliance was placed on any information or representation in relation to the Issuer, the Guarantor or the issue of the Bonds other than what is contained in the EU Follow-on Prospectus and, accordingly, agree/s that no person responsible solely or jointly for the EU Follow-on Prospectus or any part thereof will have any liability for any such other information or representation;

vi. agrees that the registration advice and other documents and any monies returnable to the Applicant may be retained pending clearance of his/her/its remittance, and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder, and that such monies will not bear interest;

vii. agrees that any refund of unallocated Application monies, will be paid by direct credit, without interest, at the Applicant's own risk, to the bank account as indicated in the Application. The Issuer shall not be responsible for any loss or delay in transmission or any charges in connection therewith;

viii. agrees to provide the Issuer, acting through the Registrar, with any information which it/they may request in connection with the Application;

ix. warrants, in connection with the Application, to have observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with his/her/its Application in any territory, and that the Applicant has not taken any action which will or may result in the Issuer or the Registrar acting in breach of the regulatory or legal requirements of any territory in connection with the issue of the Bonds or his/her/its Application;

x. warrants that all applicable exchange control or other regulations (including those relating to external transactions) have been duly and fully complied with;

xi. represents that the Applicant is not a U.S. person (as such term is defined in Regulation S under the Securities Act of 1933 of the United States of America, as amended) and that he/she/it is not accepting the invitation set out in the EU Follow-on Prospectus from within the United States of America, its territories or its possessions, or any area subject to its jurisdiction (the "United States") or on behalf or for the account of anyone within the United States or anyone who is a U.S. person;

xii. agrees that the advisors to the Bond Issue (listed in sub-section 4.4 of the EU Follow-on Registration Document) will owe the Applicant no duties or responsibilities concerning the Bonds or the suitability of the Applicant;

xiii. agrees that unless such Application is made with Calamatta Cuschieri Investment Services Limited as an Authorised Intermediary, Calamatta Cuschieri Investment Services Limited will not, in its capacity of Sponsor, treat the Applicant as its customer by virtue of such Applicant making an Application for the Bonds, and that Calamatta Cuschieri Investment Services Limited will owe the Applicant no duties or responsibilities concerning the price of the Bonds or their appropriateness and suitability for the Applicant;

xiv. agrees that all documents in connection with the issue of the Bonds and any returned monies, including refunds of unapplied Application monies, if any, will be sent at the Applicant's own risk and may be sent, in the case of documents, by post at the address (or, in the case of joint Applications, the address of the first named Applicant) as set out by the Applicant and in the case of monies by direct credit into the Applicant's bank account as indicated by the Applicant;

xv. renounces any rights the Applicant may have to set off any amounts the Applicant may at any time owe the Issuer against any amount due under the terms of these Bonds;

xvi. irrevocably offers to purchase the number of Bonds specified in his/her/its Application (or any smaller number for which the Application is accepted) at the Bond Issue Price subject to the EU Follow-on Prospectus and the Terms and Conditions thereof;

xvii. warrants that his/her/its remittance will be honoured on first presentation and agrees that if such remittance is not so honoured on its first presentation, the Issuer, acting through the Registrar, reserves the right to invalidate the relative Application. Furthermore, the Applicant will not be entitled to receive a registration advice or to be registered in the register of Bondholders or to enjoy or receive any rights in respect of such Bonds, unless the Applicant makes payment in cleared funds and such consideration is accepted by the respective Authorised Intermediary (which acceptance shall be made in the Authorised Intermediary's sole and absolute discretion and may be on the basis that the Applicant indemnifies the Authorised Intermediary against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of the Applicant's remittance to be honoured on first presentation, and that, at any time prior to unconditional acceptance by the Authorised Intermediary of such late payment in respect of such Bonds, the Authorised Intermediary may (without prejudice to other rights) treat the agreement to allocate such Bonds as void and may allocate such Bonds to some other person, in which case the Applicant will not be entitled to any refund or payment in respect of such Bonds (other than return of such late payment);

xviii. agrees that all Applications, acceptances of applications and contracts resulting therefrom will be governed by, and construed in accordance with, Maltese law and that he/she/it submits to the exclusive jurisdiction of the Maltese Courts and agrees that nothing shall limit the right of the Issuer to bring any action, suit or proceeding arising out of or in connection with any such Applications, acceptances of applications and contracts in any other manner permitted by law in any court of competent jurisdiction;

xix. warrants that if he/she signs/delivers an Application on behalf of another party or on behalf of a corporation or corporate entity or association of persons, he/she has due authority to do so and such person, corporation, corporate entity or association of persons will also be bound accordingly, and will be deemed also to have given the confirmations, warranties and undertakings contained in these Terms and Conditions and undertakes to submit his power of attorney or a copy thereto duly certified by a lawyer or notary public if so required by the Issuer or the Registrar;

xx. warrants that he/she is not under the age of eighteen (18) years or if he/she is lodging an Application in the name and for the benefit of a minor, warrants that he/she is the parent or legal guardian of the minor;

xxi. confirms that, in the case of a joint Application entered into in joint names, the first named Applicant shall be deemed the holder of the Bonds; and

xxii. agrees that, in all cases, any refund of unallocated Application monies, if any, will be sent to the Applicant by direct credit into the Applicant's bank account as indicated by the Applicant. No interest shall be due on refunds. The Issuer shall not be responsible for any loss or delay in transmission or any charges in connection therewith.

9 • ADDITIONAL INFORMATION

Save for the Financial Analysis Summary reproduced in Annex III of this EU Follow-on Securities Note, the EU Follow-on Prospectus does not contain any statement or report attributed to any person as an expert.

The Financial Analysis Summary dated 14 September 2026 has been included in Annex III of this EU Follow-on Securities Note in the form and context in which it appears with the authorisation of Calamatta Cuschieri Investment Services Limited of Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta, which has given and has not withdrawn its consent to the inclusion of said report herein.

Calamatta Cuschieri Investment Services Limited does not have any beneficial interest in the Issuer or the Guarantor. The Issuer has received confirmation from Calamatta Cuschieri Investment Services Limited that the Financial Analysis Summary has 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.

ANNEX I – GUARANTEE

THE GUARANTEE

SMARTCARE HOLDINGS LTD - C 90121
(the "Guarantor")

To All Bondholders:

Reference is made to the issue of up to €11,000,000 5.75% Secured Bonds 2036 by Smartcare Finance p.l.c., a company registered in Malta bearing company registration number C 90123 (the "Issuer"), pursuant to and subject to the Terms and Conditions contained in the EU Follow-on Securities Note forming part of the EU Follow-on Prospectus dated 14 September 2026.

Now, therefore, by virtue hereof, Smartcare Holdings Ltd (C 90121) hereby stands surety jointly and severally with the Issuer and irrevocably and unconditionally guarantees the due and punctual performance of all the obligations undertaken by the Issuer under the Bonds and, without prejudice to the generality of the foregoing, undertakes to pay all amounts of principal and interest which become due and payable by the Issuer to Bondholders under the Bonds, before the expiry of sixty (60) days from the date such amount falls due and remains unpaid by the Issuer.

This Guarantee shall be governed by the laws of Malta.

Signed and executed on this the 9 September 2026, after approval of the board of directors of Smartcare Holdings Ltd.

ANDREW DEBATTISTA SEGOND
Director - Smartcare Holdings Ltd

Interpretation:

In this Guarantee, unless the context otherwise requires:

a) terms and expressions defined in or construed for the purposes of the Prospectus shall have the same meanings or be construed in the same manner when used in this Guarantee, unless defined otherwise in this Guarantee;

b) "**Indebtedness**" means any and all monies, obligations and liabilities now or hereafter due, owing or incurred by the Issuer under the Bonds to the Bondholders (whether alone and/or with others) in terms of the Prospectus and in any and all cases whether for principal, interest, capitalised interest, charges, disbursements or otherwise and whether for actual or contingent liability; and

c) "**writing**" or "**in writing**" shall mean any method of visual representation and shall include e-mails and other such electronic methods.

Nature, scope and terms of the Guarantee:

1. NATURE OF THE GUARANTEE

The offering of Bonds that will be made by the Issuer pursuant to the EU Follow-on Prospectus will be made with the benefit of the joint and several corporate Guarantee of the Guarantor, the full terms of which are set out in clause 3 below.

2. INFORMATION ABOUT THE GUARANTOR

The information about the Guarantor required pursuant to the Capital Markets Rules and the Prospectus Regulation may be found in the EU Follow-on Registration Document forming part of the EU Follow-on Prospectus.

3. TERMS OF THE GUARANTEE

3.1 Covenant to pay

For the purposes of the Guarantee, the Guarantor, as primary obligor, hereby jointly and severally with the Issuer irrevocably and unconditionally guarantees to each Bondholder 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 Bonds detailed in the EU Follow-on Securities Note as and when the same shall become due under any of the foregoing, the Guarantor will pay to such Bondholder on written demand the amount payable by the Issuer to such Bondholder. All demands shall be sent to the address stated below in clause 3.11 as the same may be changed by company announcement issued by the Issuer from time to time.

Such payment shall be made in the currency in force in Malta at the time the payment falls due.

All payments shall be made to Bondholders without any withholding for taxes (and in so far as this obligation exists under any law, the payment shall be grossed up by the amount of withholding) and without set-off for any amounts which may be then owing to the Guarantor by the Issuer.

This Guarantee shall apply to all Bonds issued on or after 21 October 2026 in accordance with the terms of the EU Follow-on Securities Note.

3.2 Guarantor as joint and several surety

The Guarantor will be liable under this Guarantee as joint and several surety with the Issuer.

3.3 Maximum liability

This is a continuing Guarantee for the whole amount due or owing under the Bonds or which may hereafter at any time become due or owing under the Bonds by the Issuer, but the amount due by the Guarantor to the Bondholders under this Guarantee shall be up to and shall not be in excess of €11,000,000 (eleven million Euro), apart from interest due up to the date of payment and costs and expenses relating to the protection, preservation, collection or enforcement of the Bondholders' rights against the Issuer and/or the Guarantor, which shall be additional to the maximum sum herein stated.

3.4 Continuing and unconditional liability

The liability of the Guarantor under this Guarantee shall be continuing until such time as the Indebtedness is fully repaid and shall in no way be prejudiced or affected, nor shall it in any way be discharged or reduced, by reason of:

a) the bankruptcy, insolvency or winding up of the Issuer; or
b) the incapacity or disability of the Issuer; or
c) any change in the name, style, constitution, any amalgamation, or reconstruction of either the Issuer or the Guarantor; or
d) a Bondholder conceding any time or indulgence, or compounding with, discharging, releasing or varying the liability of the Issuer or renewing, determining, reducing, varying or increasing any accommodation or transaction or otherwise dealing with the same in any manner whatsoever or concurring in, accepting or in any way varying any compromise, composition, arrangement or settlement or omitting to claim or enforce or extract payment from the Issuer; or
e) any event, act or omission that might operate to exonerate the Guarantor without settlement in full of the Indebtedness towards the relevant Bondholder.

3.5 Indemnity

As a separate and alternative stipulation, the Guarantor unconditionally and irrevocably agrees that any Indebtedness to be payable by the Issuer but which is for any reason (whether or not now known or becoming known to the Issuer, the Guarantor or any Bondholder) not recoverable from the Guarantor, will nevertheless be recoverable from it as if it were the sole principal debtor and will be paid by it to the Bondholder on demand. This indemnity constitutes a separate and independent obligation from the other obligations in this Guarantee and gives rise to a separate and independent cause of action.

3.6 Representations and warranties

3.6.1 The Guarantor represents and warrants:

i. that it is duly incorporated and validly existing under the laws of Malta and has the power to carry on its business;
ii. that it has power to grant this Guarantee and that this Guarantee is duly authorised and all corporate action has been taken by the Guarantor in accordance with its deeds of constitution and the laws of its incorporation and regulation;
iii. that this Guarantee constitutes and contains valid and legally binding obligations of the Guarantor enforceable in accordance with its terms;
iv. that this Guarantee does not and will not constitute default with respect to or run counter to any law, by-law, articles of incorporation, statute, rule, regulation, judgement, decree or permit to which the Guarantor is or may be subject, or any agreement or other instrument to which the Guarantor is a party or is subject or by which it or any of its property is bound;
v. that this Guarantee shall not result in or cause the creation or imposition of, or oblige the Guarantor to create, any encumbrance on the Guarantor's undertakings, assets, rights or revenues;
vi. that it is in no way engaged in any litigation, arbitration or administrative proceeding of a material nature (which for the purposes of this Guarantee shall mean proceedings relative to a claim amounting to at least €1.0 million) and nor is it threatened with any such procedures;
vii. that the obligations of the Guarantor under this Guarantee constitute general, direct and unsecured obligations of the Guarantor and rank equally with all its other existing and future unsecured obligations, except for any debts for the time being preferred by law;
viii. that it is not in material breach of or in default under any agreement relating to indebtedness to which it is a party or by which it may be bound, nor has any default occurred in its regard; and
ix. that all the information, verbal or otherwise, tendered in connection with the negotiation and preparation of this Guarantee is accurate and true and there has been no omission of any material facts.

3.6.2 As from the date of this Guarantee, until such time as the Indebtedness is paid in full to the Bondholders, and for as long as this Guarantee shall remain in force, the Guarantor shall hold true, good and valid all the representations and warranties given under this clause.

3.7 Deposit and production of the Guarantee

The original instrument creating this Guarantee shall be deposited with and be held by the Issuer at its registered address for the benefit of the Bondholders until all obligations of the Guarantor have been discharged in full, and until such time the Guarantor acknowledges the right of every Bondholder to obtain a copy of the instrument creating the Guarantee.

3.8 Subrogation

Until all amounts which may be payable under the terms of the Bonds have been irrevocably paid in full, the Guarantor shall not by virtue of this Guarantee be subrogated to any rights of any Bondholder or claim in competition with the Bondholders against the Issuer.

3.9 Benefit of the Guarantee and no assignment

This Guarantee is to be immediately binding upon the Guarantor for the benefit of the Bondholders. The Guarantor shall not be entitled to assign or transfer any of its obligations under this same Guarantee.

3.10 Amendments

The Guarantor has the power to veto any changes to the Terms and Conditions of the Bonds which are issued with the benefit of this Guarantee, limitedly in cases in which such amendments may give rise to changes in: (i) the amount payable by the Guarantor under this Guarantee; (ii) the term and/or frequency of such payments; (iii) the Events of Default listed in sub-section 6.13 of the EU Follow-on Securities Note; and/or (iv) any other term which may otherwise increase the exposure of the Guarantor to the enforcement of this Guarantee.

3.11 Notices

For notification purposes in connection with this Guarantee, the proper address and telephone number of the Guarantor is:

Smartcare Holdings Ltd

Address:	326, Mdina Road, Qormi, Malta
Telephone number:	(+356) 21 449 574
Contact person:	The Company Secretary

3.12 Governing law and jurisdiction

This Guarantee is governed by and shall be construed in accordance with Maltese law.

Any dispute, controversy or claim arising out of or relating to this Guarantee or as to the interpretation, validity, performance or breach thereof shall be brought exclusively before the Maltese courts.

ANDREW DEBATTISTA SEGOND
Director - Smartcare Holdings Ltd

Calamatta Cuschieri Investment Services Ltd	Ewropa Business Centre Triq Dun Karm Birkirkara BKR 9034 Malta	2568 8688
FINCO Treasury 2122 0002 Management Limited	The Bastions, Office No 2, Emvin Cremona Street, Floriana FRN 1281 Malta	2122 0002
MeDirect Bank (Malta) plc	The Centre, Tigné Point, Sliema TPO 0001	25574400
Michael Grech Financial Investment Services Ltd	The Brokerage, Level OA, St Marta Street, Victoria, VCT 2551 Gozo	2258 7000
M.Z. Investment Services Limited	63, St. Rita Street, Rabat RBT 1523 Malta	2145 3739

The Directors
Smartcare Finance p.l.c.
326, Mdina Road,
Qormi
Malta

14 September 2026

Dear Board Members,

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

The purpose of the financial analysis is that of summarising key financial data appertaining to Smartcare Finance p.l.c. (the "**Issuer**"), and Smartcare Holdings Ltd, where the latter acts as the parent company of the companies forming part of (the "**Group**") as explained in Part 1 of the Analysis. The data is derived from various sources or is based on our own computations as follows:

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

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

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

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

e) The principal relevant market players listed in Part 3 of the document have been identified by management. Relevant financial data in respect of competitors has been extracted from public sources such as the websites of the companies concerned or financial statements filed with the Registrar of Companies or websites providing financial data.

The Analysis is meant to assist investors in the Issuer's securities and potential investors by summarising the more important financial data of the Group. The Analysis does not contain all data that is relevant to potential investors and is meant to complement, and not replace, the contents of the full EU Follow-on Prospectus. The Analysis does not constitute an endorsement by our firm of any securities of the Issuer and should not be interpreted as a recommendation to invest in any of the Issuer's securities. We shall not accept any liability for any loss or damage arising out of the use of the Analysis.

As with all investments, potential investors are encouraged to seek professional advice before investing in the Issuer's securities.

Yours sincerely,

PATRICK MANGION
Head of Capital Markets

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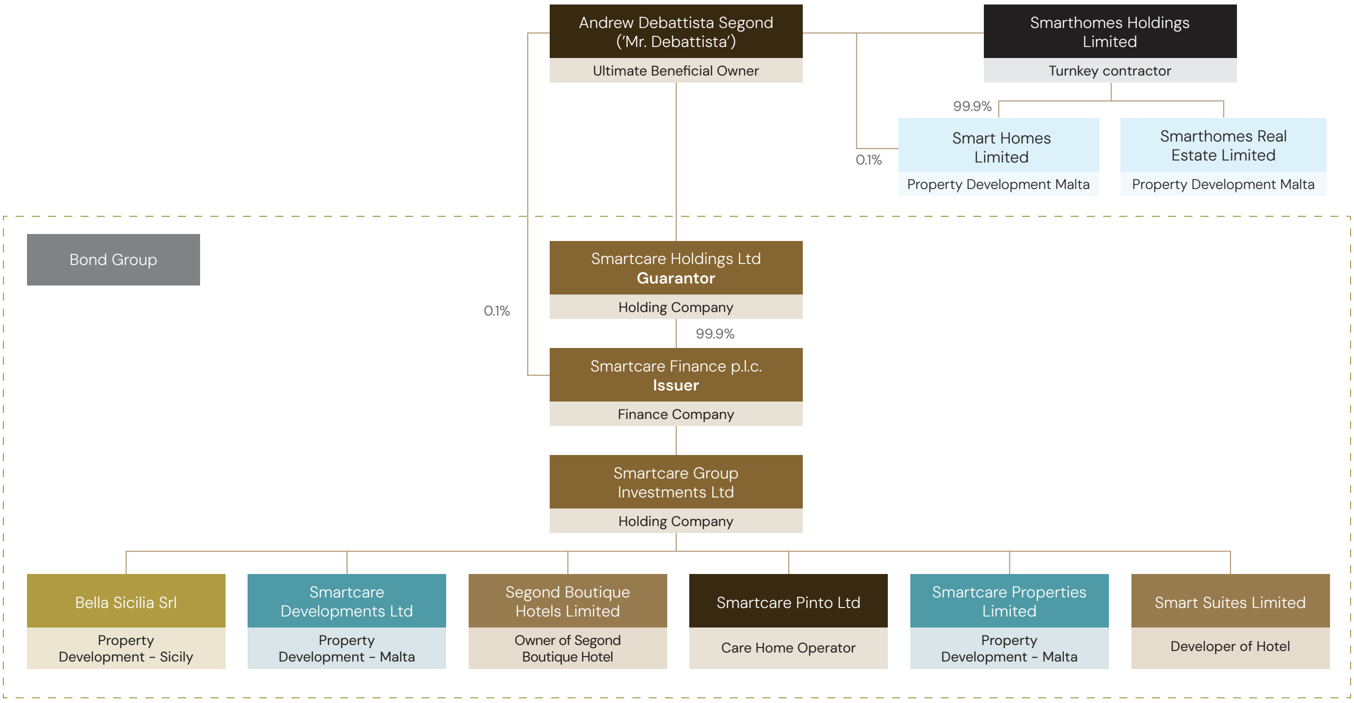
1.1 Group's Key Activities and Structure

The Group structure is as follows:



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

The "**Group**" consists of Smartcare Finance p.l.c., the Issuer of the bonds, and its parent company, Smartcare Holdings Ltd ("**SHL**"), which also acts as guarantor of the bonds. The wider Group also includes Smartcare Pinto Ltd ("**SPL**"), Smartcare Group Investments Ltd ("**SGIL**"), Smartcare Developments Ltd ("**SDL**"), Segond Boutique Hotels Limited ("**SBHL**"), Smartcare Properties Limited ("**SP**"), Smart Suites Limited ("**SSL**") and, as at 31 December 2025, Bella Sicilia S.r.l. ("**BSS**"), which was acquired on 29 December 2025 under common control.

The principal activities of the Group include the management and operation of a private healthcare residence, leasing out of a hotel and the development of residential and commercial real estate.

Smartcare Finance p.l.c., having company registration number C 90123, is a public limited liability company registered in Malta on 7 January 2019. The Issuer is a subsidiary of SHL, which is the majority holder of all issued shares in the Issuer except for one ordinary share, which is directly held by Andrew Debattista Segond. As at the date of the Analysis, the Issuer, which was set up and established to act as a finance vehicle, has an authorised and issued share capital of €4,072,833 made up of 4,072,833 ordinary shares of €1 each, all fully paid up.

Smartcare Holdings Ltd, a private limited liability company with company registration number C 90121, incorporated on 7 January 2019, acts as the holding company of the Group. As of the date of the Analysis, SHL has an authorised and issued share capital of €6,197,359 made up of 6,197,359 ordinary shares of €1 each, fully paid up. The ultimate beneficial owner of the Group is Mr. Andrew Debattista Segond, who has 100% ownership of SHL.

Smartcare Group Investments Ltd, with company registration number C 97019 is a private limited liability company registered in Malta on 23 October 2020. SGIL acts as a holding company for its wholly owned operating subsidiaries, including Smartcare Pinto Ltd, Smartcare Developments Ltd, Segond Boutique Hotels Limited, Smartcare Properties Limited, Smart Suites Limited and Bella Sicilia S.r.l.

Smartcare Pinto Ltd is a fully owned subsidiary of SGIL, which is in turn fully owned by Smartcare Finance p.l.c., and eventually fully owned by SHL. SPL, company registration number C 86395, is a private limited liability company registered in Malta on 21 May 2018. As at the date of the Analysis, SPL has an authorised and issued share capital of €1,200 made up of 1,200 ordinary shares of €1 each, all fully paid up. SPL is principally involved in the owning, managing, and operating of a private healthcare residence, including the provision of all equipment, facilities, and caregiving in connection with and ancillary to the running of the residence. It owns and operates a care home, "**Dar Pinto**", situated in Qormi.

Smartcare Developments Ltd with company registration number C 94871 is a private limited liability company registered in Malta on 13 February 2020. SDL was incorporated to own, develop and/or manage real estate properties owned by the Group.

Segond Boutique Hotels Limited, with company registration number C 92650, is a private limited liability company registered in Malta on 22 July 2019. SBHL was set up to acquire land in Xagħra, Gozo, and develop it into a 51-room boutique hotel (the "**Boutique Hotel**").

Smartcare Properties Limited, with company registration number C 90122, is a private limited liability company registered in Malta on 7 January 2019. SP was incorporated to own, develop and manage other real estate properties owned by the Group.

Smart Suites Limited C 102278 is a private limited liability company registered in Malta on 12 May 2022. SSL acquired a 65-year temporary emphyteusis agreement on a house located in Tower Road, Sliema on 26th August 2022 with the intention to develop it into a hotel.

Bella Sicilia S.r.l., a private limited liability company incorporated in Italy on 10 November 2023, with its registered office at Via Variante S.S. 115 1/B, CAP 97015, Modica (RG), operates as a real estate development company focused on high-end villas and premium apartments in Sicily. The company has an issued and fully paid-up share capital of €125,000. With effect from 29 December 2025, all shares in Bella Sicilia S.r.l. were transferred from Mr. Andrew Debattista Segond to SGIL in consideration for the allotment of 3,822,833 ordinary shares of €1 each in SGIL, issued at par. Bella Sicilia was subsequently incorporated into the Group in December 2025 and is now a wholly owned subsidiary of SGIL forming part of the Smartcare Group.

1.2 Directors and Key Employees

Board of Directors – Issuer

During FY2025, the board of the Issuer comprised Mr Andrew Debattista Segond, Mr William Wait, Mr Ian Joseph Stafrace, Mr Sandro Grech and Mr Arthur Gauci up to 23 December 2025, following which Dr Adrian Sciberras, Dr Saverio Lauretta and Ms Isabella Vella were appointed on the same date, while Mr Ian Joseph Stafrace and Mr Arthur Gauci resigned.

As of the date of the Analysis, the Issuer is constituted by the following persons:

Name	Office Designation
Mr Andrew Debattista Segond	Executive Director
Mr William Wait	Executive Director and Chairman
Avv. Saverio Lauretta	Non-Executive Director
Mr Sandro Grech	Independent, Non-Executive Director
Dr Adrian Sciberras	Independent, Non-Executive Director
Ms Isabella Vella	Independent, Non-Executive Director

Dr Katia Cachia is the company secretary of the Issuer.

The Issuer is managed by a Board of Directors comprising six members, who are collectively responsible for the overall direction, strategy, and management of the Issuer. The Board consists of two executive directors, who are responsible for the Issuer's day-to-day operations, and four non-executive directors. Of the non-executive directors, three are independent of the Issuer, whilst Avv. Saverio Lauretta, the Group Chief Legal Officer, is not considered independent. The principal role of the non-executive directors is to oversee the performance of the executive directors, monitor the Issuer's operations, and review matters and proposals presented to the Board.

This practice goes in accordance with the generally accepted principles of sound corporate governance, where at least one of the directors shall be a person independent of a group of companies. The Issuer does not have any employees of its own and thus is dependent on the resources within the Group entities.

Board of Directors – Guarantor

As at the date of this Analysis, the board of Smartcare Holdings Ltd is constituted by the following persons:

Name	Office Designation
Mr Andrew Debattista Segond	Executive Director
Dr Adrian Sciberras	Independent, Non-Executive Director
Mr William Wait	Non-Executive Director

The business address of the aforementioned directors is the registered office of the Issuer. Mr Andrew Debattista Segond is the company secretary of the Guarantor. As at 31 December 2025 – the date of the last published audited financial statements – the average number of persons employed with the Group was 114 (2024: 113 employees).

1.3 Major Assets owned by the Group

The Issuer does not have any substantial assets other than the investments it holds in its subsidiaries since it is essentially a special purpose vehicle set up to act as a financing company. The material assets are owned by other companies of the Group, hence in the following section, we will focus on the assets owned by the Group.

Dar Pinto, Qormi

Dar Pinto, situated in Qormi, remained the Group's core operating asset and principal recurring income generator. It is a long-term care facility for the elderly, and it is owned and operated through SPL under a public-private partnership agreement with the Government of Malta, whereby all beds are sold to the Government for a fixed period of five years with the possibility of renewal. The care home is housed within a six-storey property connecting Triq Guże' Duca and Triq l-Imdina and was originally configured for 132 beds, with a first extension of 47 additional beds completed in 2023 following the acquisition and development of adjacent apartments. The facility offers a range of accommodation, care and support services for residents with low, medium and high dependency needs, and plays an important role in addressing the demand for elderly care services in Malta.

Segond Boutique Hotel, Xagħra – Gozo

The Segond Hotel in Xagħra, Gozo, is another key Group asset. The property comprises a 51-room boutique hotel with 14 large suites, each with a private pool, and 37 double rooms, supported by two reception areas, a bar, a restaurant and breakfast area, a seating and luggage area and a rooftop pool. The hotel commenced operations in January 2022 and, following the lease of the property to a third party on 22 January 2025, was reclassified as investment property in the FY2025 consolidated financial statements. At 31 December 2025, investment property amounted to €5.8m, and the Group recognised a fair value gain of €1.2m on the Segond Hotel on reclassification.

Residential Property Developments

The Group's property development activities in Malta are carried out through SP or SDL. Both entities have completed and sold multiple residential units and generated an aggregate revenue of €10.2 million over the period 2023 to 2025. As at 31 December 2025, the Group had active developments comprising apartments, maisonettes, penthouses, and townhouses located in Ħamrun, Żebbuġ, Xagħra, Żurrieq, Żejtun, Pietà, and Sliema. The majority of these units have been sold either by deed or under promise of sale agreements.

Bella Sicilia S.r.l. – Sicily, Italy

On 10 November 2023, Bella Sicilia S.r.l. was established in Italy as a property development company with the objective of developing and selling high-end villas and premium apartments in the Modica–Ragusa region. The company was subsequently integrated into the Smartcare Group in December 2025 following the transfer of its entire shareholding to SGIL. Since acquisition, Bella Sicilia has been building a pipeline of residential and mixed-use developments across south-eastern Sicily, holding a portfolio of development sites and land parcels, including assets under promise of sale agreements. As at 31 December 2025, Bella Sicilia's development portfolio is recognised within the Group's inventories at a value of €13.6 million, making it a significant asset contributor and a key growth driver within the Group's expanding real estate segment.

1.4 Operational Developments

Dar Pinto

In the care home segment, Dar Pinto continued to provide a stable and predictable income stream. The agreement with Government, which had previously been due to expire on 31 May 2024, was successfully renegotiated and extended in June 2024 for a further five-year period to May 2029, thereby underpinning medium-term revenue visibility in this core business line. A second extension project at Dar Pinto, aimed at adding a further 34 beds, progressed significantly during the period; excavation and demolition works have been completed and civil works have commenced. The project is expected to be completed by June 2027, with estimated remaining development costs of €1.4 million as at 31 December 2025. This extension is intended to enhance capacity and support incremental revenue generation once fully operational.

Tower Road Project

The Tower Road hotel project in Sliema, held within SSL under a 65-year temporary emphyteusis acquired in August 2022, continues to be developed as a boutique hotel comprising 12 standard rooms, one suite, and one penthouse. Approximately €1.3 million of the net proceeds from the €7.5 million 4.65% Secured Bonds 2032 were allocated to this project. The development remains in its construction phase, with an estimated completion date in Q3 2026.

Residential Apartments

Ħamrun Project

SDL entered into a contract of works agreement with Santa Katerina Construction Limited ("**Santa Katerina**") to demolish parts of the existing properties and construct the site for a fixed price of €1.2m. SDL also entered into two promise of sale agreements with Santa Katerina for the sale of a divided share of the Ħamrun property and the development thereof – of which all the related properties were transferred through contracts as at the date of this report.

The Ħamrun project comprises a mixed-use development including residential units (apartments, maisonettes and penthouses), commercial outlets at ground-floor level, and underlying garages and parking spaces. Construction works commenced in 2021 and were completed in 2025, with the development now largely transitioned into its final sales and handover phase.

During the course of the development, certain units were transferred through barter arrangements to settle outstanding obligations, including liabilities related to catering services, and further similar arrangements remain in place in respect of construction and related costs. This approach has enabled the Group to optimise liquidity while progressing its development pipeline and realising value from completed units.

Xagħra Project

The Xagħra development comprises a residential project consisting of 24 residential units across three blocks (comprising 10, 9, and 5 units respectively), together with 8 underlying garages and 3 parking spaces. The project offers a mix of 1-bedroom, 2-bedroom and 3-bedroom apartments, as well as penthouse units.

As at 31 December 2025, the project was substantially completed, with the majority of units either sold by deed or subject to promise of sale agreements. Across the development, a significant portion of the units had already been disposed of, contributing to cumulative contracted sales of approximately €1.8 million, with further units under promise of sale agreements. The remaining inventory is limited, with only a small number of units still available for sale.

Construction works, which commenced in 2021, reached completion in 2025, with the project transitioning into its final sales and handover phase. Overall, the Xagħra project has generated strong sales traction, with the majority of revenue either realised or contractually secured, thereby reducing residual inventory risk and supporting near-term cash flow visibility.

Pietà Development Project

In 2022, Smartcare Properties Ltd initiated the Pietà Development Project. The company acquired a Farmhouse named 'Ir-Razzett ta' Gauci,' situated at the corner of Triq id- Duluri and Triq Santa Monica in Pietà. This property includes the surrounding gardens, structures, overlying roofs, and underlying terrain, occupying a superficial area of approximately 770m2. The objective of the project is to demolish the existing farmhouse and construct five townhouses on the site.

Currently, the project is in the construction phase, with an estimated completion date set for October 2026.

Żejtun Development Project

In 2022, Smartcare Properties Ltd initiated the Żejtun Development Project. The company acquired a former factory known as "Winner Mineral Water". This project aims to demolish and regenerate 1,000sqm of this abandoned factory, aligning with the company's environmental policies. By replacing the hazards and eyesores of the abandoned factory within the Urban Conservation Area, the project contributes to revitalising its surroundings. The new residences will replace the fully developed abandoned concrete area with two aesthetically pleasing townhouses and underground parking garages while retaining approximately 50% of the land as an outdoor space or garden area.

The Żejtun Development Project is currently in the construction phase. Management estimates this to be completed later in 2026.

Żebbuġ Project

On 25 August 2025, SDL acquired properties Nos. 81 and 83, Triq is-Siġġiewi, Żebbuġ, with a combined site area of 720 sqm. The site is being developed into two residential units and is currently under construction, with completion expected in January 2027. Both units are subject to promise of sale agreements and are expected to be transferred in 2027.

Żurrieq Project

This development comprises a townhouse with garages and a pool, currently under construction and subject to a promise of sale agreement.

Sliema Project

SP developed six residential units within an apartment complex located in Sliema, situated within walking distance to the Qui-Si-Sana seafront promenade on Hughes Hallet Street, offering side sea views from the front terraces.

The development comprises a mix of residential units designed with modern layouts, including internal bathrooms and open-plan kitchen, dining and living areas leading to spacious front terraces. Each unit also includes multiple bedrooms, a main bathroom, and a rear terrace.

As at the date of this Analysis, the project has been substantially completed, with five residential units sold by deed and the remaining unit subject to a promise of sale agreement, reflecting the near full disposal of the development.

Bella Sicilia S.r.l. – Sicily Developments

Bella Sicilia S.r.l. continues to advance a portfolio of residential developments across south-eastern Sicily, comprising a mix of apartments, villas and lifestyle-oriented projects located primarily in the Modica–Ragusa region. The portfolio includes developments such as San Andrea Residences, Laguna Residences, Del Borgho Albaccara, Spiaggia D'Oro and Mare D'Oro, each positioned within the mid- to high-end segment of the local property market.

As at 31 December 2025, these projects were at varying stages of development, ranging from early construction to near completion, with a number of units already sold or subject to promise of sale agreements. This has supported a growing level of contracted revenue and provides visibility over future cash inflows as projects progress toward completion.

Development activity remains ongoing, with the Group continuing to deploy capital across these projects while advancing construction works and securing further pre-sales. Overall, Bella Sicilia's development pipeline represents a key contributor to the Group's medium-term growth strategy, with the scale and geographic diversification of the portfolio expected to support earnings generation in the coming years, albeit subject to typical development and execution risks.

1.5 Current Bond Issues

Security	ISIN	€
4.65% Smartcare Finance plc Secured € 2031	MT0002251214	13.0m
4.65% Smartcare Finance plc Secured € 2032	MT0002251222	7.5m

1.6 Use of Proceeds

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €10,600,000, will be utilised for the following purposes, in the following amounts and order of priority:

1. an amount of *circa* €1,040,000 of the Bond Issue net proceeds will be used by Bella Sicilia Srl for the following purposes:

    i. an amount of *circa* €460,000 will be used to part-finance acquisition costs in connection with the Laguna Project;
    ii. an amount of *circa* €230,000 will be used to part-finance acquisition costs in connection with the agricultural farm adjacent to the Laguna Project; and
    iii. an amount of *circa* €350,000 will be used for associated transactions and settlement costs, including professional payments, notarial fees, registration charges and related taxes incurred in relation to the above.

    details of which are set out in sub-section 5.5 of the EU Follow-on Registration Document;

2. 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 Project details of which are set out in sub-section 5.5 of the EU Follow-on Registration Document;

3. an amount of *circa* €750,000 of the Bond Issue net proceeds will be used by Segond Boutique Hotels Limited for the full repayment of an existing facility taken out with Lombard Bank Malta plc prior to the date of the EU Follow-on Prospectus, utilised to finance cost overruns and improvements carried out at the Segond Boutique Hotel and pre-opening expenses at the Segond Boutique Hotel, details of which are set out in sub-section 5.5 of the EU Follow-on Registration Document; and

4. the remaining balance of net Bond Issue proceeds in an amount of *circa* €3,300,000 will be used for the general corporate funding purposes of the Group.

The Issuer was incorporated on 7 January 2019 and is essentially a special purpose vehicle established to act as a financing company for the needs of the Group. The Issuer does not undertake trading activities itself apart from raising capital and advancing funds to members of the Group and is therefore economically dependent on the financial and operating performance of the Group's healthcare, hospitality and real estate businesses. The Issuer's audited financial performance for the years ended 31 December 2023 to 31 December 2025, together with management projections for FY2026 and FY2027, are set out in sections 2.1 to 2.3.

For the purpose of this Analysis, the focus is a review of the consolidated performance of the Group as captured by Smartcare Holdings Ltd, which includes Smartcare Pinto Ltd and the other subsidiaries of the Group, namely Smartcare Group Investments Ltd, Smartcare Developments Ltd, Segond Boutique Hotels Limited, Smartcare Properties Limited, Smart Suites Limited and, following its incorporation into the Group in December 2025, Bella Sicilia S.r.l. The Group's audited financial performance for the years ended 31 December 2023, 2024 and 2025, together with management projections for FY2026 and FY2027, are set out in sections 2.4 to 2.6. The forecasts are based on management projections.

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

The values presented throughout Part 2 are presented in Euro (€) thousands; individual subtotals and totals may not add up precisely due to rounding, as each line item is independently rounded to the nearest thousand.

2.1 Issuer's Income Statement

Income Statement for the financial years ended	31-Dec-23 *Audited*	31-Dec-24 *Audited*	31-Dec-25 *Audited*	31-Dec-26 *Forecast*	31-Dec-27 *Forecast*
	€000s	*€000s*	*€000s*	*€000s*	*€000s*
Revenue	1,192	1,200	1,196	1,628	2,009
Total Finance Income	**1,192**	**1,200**	**1,196**	**1,628**	**2,009**
Finance costs	(1,052)	(1,053)	(1,052)	(1,358)	(1,664)
Net finance income	140	147	144	269	345
Administrative expenses	(105)	(120)	(106)	(120)	(127)
Profit/(loss) before tax	**35**	**27**	**38**	**149**	**218**
Income tax	-	-	-	(52)	(76)
Profit/(loss) after tax	**35**	**27**	**38**	**97**	**142**

Ratio Analysis	31-Dec-23 *Audited*	31-Dec-24 *Audited*	31-Dec-25 *Audited*	31-Dec-26 *Forecast*	31-Dec-27 *Forecast*
Net Interest Margin (Net finance income / Finance income)	11.7%	12.2%	12.0%	16.6%	17.2%
Net Margin (Profit for the year / Finance income)	2.9%	2.2%	3.2%	6.0%	7.0%

In FY2025, the Issuer generated revenue of €1.2m and thus remained broadly in line with that of FY2024, reflecting the stable income profile of a financing vehicle whose activities are focused on financing and investment rather than trading. This revenue from finance income is expected to increase to €1.6m in FY2026 and €2.0m in FY2027, reflecting the Issuer's role in financing the Group and the anticipated expansion of intra-group financing activity following the new Bond Issue and the Group's development programme.

Finance costs were €1.05m in FY2025, broadly unchanged from FY2024, reflecting the fixed coupon obligations from prior bond issues. Management forecasts finance costs of €1.36m in FY2026 and €1.66m in FY2027. Despite the higher finance cost burden, net finance income is projected to increase from €144k in FY2025 to €269k in FY2026 and €345k in FY2027, resulting in an improvement in the Net Interest Margin from 12.0% in FY2025 to 16.6% in FY2026 and 17.2% in FY2027.

The Issuer reported profit before tax of €38k and profit after tax of €38k in FY2025, compared with €27k in FY2024. Management forecasts a material improvement in profitability, with profit before tax of €149k and profit after tax of €97k in FY2026, followed by profit before tax of €218k and profit after tax of €142k in FY2027. The increase in profitability is reflected in the Net Margin, which is projected to rise from 3.2% in FY2025 to 6.0% in FY2026 and 7.0% in FY2027.

2.2 Issuer's Statement of Financial Position

Statement of Financial Position as at	31-Dec-23 *Audited*	31-Dec-24 *Audited*	31-Dec-25 *Audited*	31-Dec-26 *Forecast*	31-Dec-27 *Forecast*
	€000s	*€000s*	*€000s*	*€000s*	*€000s*
Assets					
Non-current					
Investment in subsidiary	20,101	20,101	20,101	23,924	23,924
Loan receivable	3,012	1,122	1,121	11,721	11,721
Total non-current assets	**23,113**	**21,223**	**21,222**	**35,645**	**35,645**
Current					
Trade and other receivables	281	239	260	642	642
Loan Receivable	-	2,025	1,875	-	-
Current tax asset	307	632	963	963	963
Cash and cash equivalents	1	1	7	2,014	2,295
Total current assets	**589**	**2,897**	**3,105**	**3,619**	**3,899**
Total assets	**23,702**	**24,120**	**24,327**	**39,264**	**39,545**
Equity and liabilities					
Capital and reserves					
Share capital	250	250	250	4,073	4,073
Retained earnings	237	264	283	380	522
Total equity	**487**	**514**	**533**	**4,453**	**4,595**
Non-current liabilities					
Debt securities in issue	19,764	19,864	19,951	30,682	30,821
Loan payable	2,587	2,552	2,571	2,571	2,571
Total non-current liabilities	**22,351**	**22,415**	**22,522**	**33,252**	**33,391**
Current liabilities					
Trade and other payables	864	1,191	1,273	1,558	1,558
Total current liabilities	**864**	**1,191**	**1,273**	**1,558**	**1,558**
Total liabilities	**23,215**	**23,606**	**23,794**	**34,811**	**34,950**
Total equity and liabilities	**23,702**	**24,120**	**24,327**	**39,264**	**39,545**

As at 31 December 2025, the Issuer's total assets stood at €24.3m, compared with €24.1m at 31 December 2024. Non-current assets amounted to €21.2m and were principally comprised of the Issuer's €20.1m investment in its subsidiary and a non-current loan receivable of €1.1m. Current assets totalled €3.1m and consisted mainly of current loan receivables of €1.9m, current tax assets of €963k and trade and other receivables of €260k.

Following the transfer of the SGIL shares to the Issuer, the investment in subsidiary is forecast to increase to €23.9m in FY2026 and remain unchanged in FY2027. In addition, the non-current loan receivable is projected to increase significantly to €11.7m in FY2026 and remain at that level in FY2027, reflecting the Issuer's role as the principal financing vehicle of the Group. Cash and cash equivalents are forecast to increase from €7k at 31 December 2025 to €2.0m in FY2026 and €2.3m in FY2027.

Total equity increased marginally to €533k at 31 December 2025 from €514k in the previous year, reflecting retained profits generated during the period. Equity is forecast to increase substantially to €4.45m in FY2026 and €4.60m in FY2027, primarily as a result of the transfer of the SGIL shares to the Issuer together with the continued accumulation of retained earnings.

The Issuer's funding structure remains predominantly debt-funded. Debt securities in issue amounted to €19.95m at 31 December 2025 and are forecast to increase to €30.68m in FY2026 and €30.82m in FY2027 following the proposed Bond Issue. Non-current loans payable are projected to remain stable at €2.57m in both forecast years, whilst current trade and other payables are forecast at €1.56m per annum. Consequently, total liabilities are projected to increase to €34.81m in FY2026 and €34.95m in FY2027.

2.3 Issuer's Statement of Cash Flows

Cash Flow Statement for the financial years ended	31-Dec-23 *Audited*	31-Dec-24 *Audited*	31-Dec-25 *Audited*	31-Dec-26 *Forecast*	31-Dec-27 *Forecast*
	€000s	*€000s*	*€000s*	*€000s*	*€000s*
Cash flows from operating activities					
Profit/(loss) before tax	35	27	38	149	218
Adjustments	(68)	(147)	(204)	(258)	(345)
Net changes in working capital	(82)	44	(222)	–	–
Taxation paid	–	–	–	(52)	(76)
Net cash generated from / (used in) operating activities	**(115)**	**(76)**	**(387)**	**(161)**	**(204)**
Cash flows from investing activities					
Interest and dividend received	–	–	–	1,246	2,009
Repayment / (issuance) of loan receivable to related parties	896	1,065	1,347	1,875	–
Advances to group companies	–	–	–	(10,600)	–
Net cash generated from / (used in) investing activities	**896**	**1,065**	**1,347**	**(7,479)**	**2,009**
Cash flows from financing activities					
Proceeds from the issue of debt securities	–	–	–	10,600	–
Advances from related parties	108	(36)	–	–	–
Interest paid	(953)	(953)	(953)	(953)	(1,525)
Net cash generated from / (used in) financing activities	**(845)**	**(989)**	**(953)**	**9,647**	**(1,525)**
Net movement in cash and cash equivalents	**(64)**	**(0)**	**6**	**2,007**	**281**
Cash and cash equivalents at the beginning of year	65	1	1	7	2,014
Cash and cash equivalents at the end of year	**1**	**1**	**7**	**2,014**	**2,295**

The Issuer generated a net cash outflow from operating activities of €387k in FY2025, compared with an outflow of €76k in FY2024. Investing activities generated €1.3m in FY2025, mainly from repayments of loans from related parties, while financing activities resulted in a net outflow of €953k, principally reflecting interest paid on debt securities. Year-end cash increased to €7k. The forecast cash flow profile changes materially following the proposed Bond Issue: in FY2026, the Issuer is expected to receive €10.6m from the issue of debt securities, while interest and dividend receipts and loan repayments contribute to investing cash inflows. This results in a projected €2.0m closing cash balance in FY2026. In FY2027, the Issuer is forecast to generate €2.0m of investing cash inflows, with financing cash outflows of €1.5m primarily reflecting interest paid, resulting in closing cash of €2.3m.

The Issuer's cash flow profile remains characteristic of a financing company, with operating cash generation largely offset by recurring financing costs.

2.4 Group's Income Statement

Consolidated Income Statement for the financial years ended	31-Dec-23 Audited	31-Dec-24 Audited	31-Dec-25 Audited	31-Dec-26 Forecast	31-Dec-27 Forecast
	€000s	€000s	€000s	€000s	€000s
Revenue	6,621	5,541	12,295	19,516	23,010
Cost of sales	(4,608)	(2,937)	(8,061)	(13,733)	(17,083)
Gross profit	**2,013**	**2,604**	**4,233**	**5,783**	**5,927**
Other income	16	4	19	3	3
Administrative expenses	(1,575)	(1,880)	(1,583)	(1,820)	(1,917)
EBITDA	**454**	**728**	**2,670**	**3,966**	**4,013**
Depreciation	(498)	(428)	(336)	(374)	(398)
EBIT	**(44)**	**301**	**2,334**	**3,592**	**3,615**
Fair value gain/(loss) of investment property	-	-	1,176	-	-
Finance costs	(1,119)	(1,188)	(1,097)	(1,448)	(1,737)
Profit/(loss) before tax	**(1,163)**	**(888)**	**2,413**	**2,144**	**1,878**
Taxation	(132)	(160)	(80)	(1,308)	(1,611)
Profit/(loss) after tax	**(1,295)**	**(1,047)**	**2,333**	**836**	**267**

Ratio Analysis	31-Dec-23 Audited	31-Dec-24 Audited	31-Dec-25 Audited	31-Dec-26 Forecast	31-Dec-27 Forecast
Profitability					
Growth in Revenue (YoY Revenue Growth)	20.9%	-16.3%	121.9%	58.7%	17.9%
Gross Profit Margin (Gross Profit / Revenue)	30.4%	47.0%	34.4%	29.6%	25.8%
EBITDA Margin (EBITDA / Revenue)	6.9%	13.1%	21.7%	20.3%	17.4%
Operating (EBIT) Margin (EBIT / Revenue)	-0.7%	5.4%	19.0%	18.4%	15.7%
Net Margin (Profit for the year / Revenue)	-19.6%	-18.9%	19.0%	4.3%	1.2%
Return on Common Equity (Net Income / Average Equity)	-11.0%	-9.9%	16.5%	4.5%	1.4%
Return on Assets (Net Income / Average Assets)	-2.9%	-2.3%	4.5%	1.4%	0.4%

In FY2025, the Group reported a significant improvement in operating performance, with consolidated revenue increasing to €12.3m from €5.5m in FY2024, representing year-on-year growth of 121.9%. Revenue was generated principally from the Qormi care home, the leasing of the Segond Boutique Hotel and property sales. Cost of sales increased to €8.1m from €2.9m, reflecting higher property sales and development activity, whilst gross profit improved to €4.2m from €2.6m. Although the gross profit margin moderated to 34.4% from 47.0% in FY2024, largely as a result of the increased contribution from property sales and development activities, administrative expenses declined to €1.6m from €1.9m, resulting in EBITDA increasing to €2.7m from €728k in FY2024. Consequently, the EBITDA margin strengthened significantly from 13.1% to 21.7%, demonstrating improved operating efficiency and operating leverage across the business.

The stronger FY2025 performance was driven by increased property sales, stable earnings from Dar Pinto under the renewed Government agreement, and the transition of the Segond Boutique Hotel to a third-party lease arrangement. In addition, the Group recognised a fair value gain of €1.2m following the reclassification of the Boutique Hotel as an investment property. Depreciation decreased to €336k from €428k in FY2024, contributing to profit before tax of €2.4m and profit after tax of €2.3m, compared to a loss before tax of €888k and a loss after tax of €1.05m in FY2024. As a result, the Group's EBIT margin improved markedly from 5.4% to 19.0%, whilst the net profit margin increased to 19.0% from -18.9% in FY2024. The return to profitability also translated into a Return on Common Equity (ROE) of 16.5% and a Return on Assets (ROA) of 4.5%, compared to negative returns in the preceding year, reflecting a more effective utilisation of both shareholder capital and the Group's asset base.

Looking ahead, revenue is forecast to increase to €19.5m in FY2026 and €23.0m in FY2027, representing growth rates of 58.7% and 17.9%, respectively. This growth is expected to be supported by the Group's development pipeline and the contribution from Bella Sicilia S.r.l., which was incorporated into the Group in December 2025. Gross profit is projected at €5.8m in FY2026 and €5.9m in FY2027, while EBITDA is expected to reach approximately €4.0m in both years. Notwithstanding the increase in earnings, the gross profit margin is forecast to moderate from 34.4% in FY2025 to 29.6% in FY2026 and 25.8% in FY2027, whilst the EBITDA margin is projected to decrease from 21.7% to 20.3% and 17.4%, respectively. This trend reflects a changing revenue mix, with a greater contribution from development and property-related activities, which typically generate lower margins than recurring rental and care home operations.

EBIT is forecast at €3.6m in both FY2026 and FY2027, resulting in projected EBIT margins of 18.4% and 15.7%, respectively. Profit before tax is expected to amount to €2.1m in FY2026 and €1.9m in FY2027, whilst profit after tax is projected at €836k and €267k, respectively, following forecast taxation charges of €1.3m and €1.6m. Consequently, the net profit margin is expected to decline to 4.3% in FY2026 and 1.2% in FY2027. Similarly, ROE is projected to moderate to 4.5% and 1.4%, whilst ROA is forecast to decline to 1.4% and 0.4%, respectively. Although these metrics indicate lower bottom-line returns relative to FY2025, the Group is nevertheless expected to maintain strong operating profitability. The projected reduction in net profitability primarily reflects higher finance costs and taxation associated with the Group's expansion strategy and increased asset base, rather than any deterioration in the underlying operating performance of the business.

2.5. Group's Statement of Financial Position

Consolidated Statement of Financial Position as at	31-Dec-23 *Audited*	31-Dec-24 *Audited*	31-Dec-25 *Audited*	31-Dec-26 *Forecast*	31-Dec-27 *Forecast*
	€000s	*€000s*	*€000s*	*€000s*	*€000s*
Assets					
Non-current assets					
Property, plant and equipment	25,496	25,161	21,968	23,090	22,798
Investment property	-	-	5,776	6,142	6,142
Intangible assets	6	3	3	2	1
Goodwill	311	311	311	311	311
Loans receivable	4,906	5,083	691	691	691
Total non-current assets	**30,719**	**30,558**	**28,749**	**30,236**	**29,942**
Current assets					
Inventories	8,136	10,447	22,873	13,856	2,675
Trade and other receivables	5,394	5,326	4,459	432	478
Cash and cash equivalents	1,088	374	1,533	15,261	25,958
Other asset	257	7	-	-	-
Total current assets	**14,874**	**16,155**	**28,866**	**29,549**	**29,111**
Total assets	**45,593**	**46,713**	**57,615**	**59,785**	**59,053**
Equity and liabilities					
Capital and reserves					
Share capital	2,375	2,375	6,197	6,197	6,197
Revaluation reserves	11,325	11,325	13,330	13,330	13,330
Accumulated losses	(2,582)	(3,629)	(1,296)	(461)	(194)
Total equity	**11,118**	**10,071**	**18,231**	**19,066**	**19,333**
Non-current liabilities					
Non-current Borrowings	3,919	3,648	1,328	-	-
Loans payable	1,047	967	-	-	-
Finance lease liability (non-current)	1,749	1,882	1,892	1,898	1,904
Debt securities in issue	19,765	19,864	19,951	30,682	30,821
Deferred tax liabilities	1,283	1,409	1,015	1,228	1,470
Trade and other payables	283	172	1,124	609	379
Total non-current liabilities	**28,045**	**27,941**	**25,310**	**34,417**	**34,574**
Current liabilities					
Current Borrowings	251	1,749	2,288	1,567	-
Finance lease liability (current)	69	5	-	-	-
Trade and other payables	6,110	6,947	11,786	4,734	5,146
Total current liabilities	**6,430**	**8,701**	**14,074**	**6,301**	**5,146**
Total liabilities	**34,475**	**36,642**	**39,384**	**40,719**	**39,720**
Total equity and liabilities	**45,593**	**46,713**	**57,615**	**59,785**	**59,053**

Ratio Analysis	31-Dec-23 *Audited*	31-Dec-24 *Audited*	31-Dec-25 *Audited*	31-Dec-26 *Forecast*	31-Dec-27 *Forecast*
Financial Strength					
Gearing 1 (Net Debt / Net Debt and Total Equity)	69.8%	73.4%	56.8%	49.8%	25.9%
Gearing 2 (Total Liabilities / Total Assets)	75.6%	78.4%	68.4%	68.1%	67.3%
Gearing 3 (Net Debt / Total Equity)	231.3%	275.5%	131.2%	99.1%	35.0%
Net Debt / EBITDA	56.6x	38.1x	9.0x	4.8x	1.7x
Current Ratio (Current Assets / Current Liabilities)	2.3x	1.9x	2.1x	4.7x	5.7x
Interest Coverage level 1 (EBITDA / Cash interest paid)	0.4x	0.7x	2.7x	4.1x	2.6x
Interest Coverage level 2 (EBITDA / Finance Costs)	0.4x	0.6x	2.4x	2.7x	2.3x

Total Group assets increased to €57.6m as at 31 December 2025 from €46.7m in FY2024. Non-current assets stood at €28.7m and comprised principally property, plant and equipment of €22.0m, investment property of €5.8m, goodwill of €311k and loans receivable of €0.7m. Current assets amounted to €28.9m, primarily consisting of inventories of €22.9m, trade and other receivables of €4.5m and cash balances of €1.5m.

Management forecasts total assets of €59.8m in FY2026 and €59.1m in FY2027. While the overall asset base is expected to remain broadly stable, its composition is projected to change materially. Inventories are forecast to decrease from €22.9m at 31 December 2025 to €13.9m in FY2026 and €2.7m in FY2027, reflecting the progression and sale of development projects. This is expected to translate into higher liquidity, with cash and cash equivalents projected to increase to €15.3m in FY2026 and €26.0m in FY2027. Trade and other receivables are similarly forecast to decrease to €432k and €478k respectively, while investment property is expected to increase modestly to €6.1m in FY2026 and remain broadly stable thereafter.

Total equity increased to €18.2m at 31 December 2025 from €10.1m in FY2024, driven by the non-cash capital injection arising from the acquisition of Bella Sicilia, retained earnings and the revaluation uplift recognized during the year. Equity is forecast to increase further to €19.1m in FY2026 and €19.3m in FY2027. Total liabilities are projected at €40.7m in FY2026 and €39.7m in FY2027, with debt securities in issue increasing to approximately €30.7m and €30.8m respectively following the proposed Bond Issue. Conversely, current liabilities are forecast to decline from €14.1m at 31 December 2025 to €6.3m in FY2026 and €5.1m in FY2027.

The forecast balance sheet indicates a strengthening financial position over the forecast period. Gearing 1 is projected to improve from 56.8% in FY2025 to 49.8% in FY2026 and further to 25.9% in FY2027, while Gearing 3 is commensurately forecast to decline from 131.2% in FY2025 to 35.0% by FY2027. Net Debt to EBITDA is expected to improve from 9.0x in FY2025 to 4.8x in FY2026 and 1.7x in FY2027, driven by the conversion of development inventory into cash and the accumulation of liquidity. The Current Ratio is projected to strengthen from 2.1x in FY2025 to 4.7x and 5.7x in the forecast years. Interest coverage is expected to remain above 2.0x, at 4.1x in FY2026 and 2.6x in FY2027, indicating an ongoing ability to service debt obligations notwithstanding the higher projected finance costs.

2.6. Group's Statement of Cash Flows

Consolidated Statement of Cash Flows	31-Dec-23 Audited	31-Dec-24 Audited	31-Dec-25 Audited	31-Dec-26 Forecast	31-Dec-27 Forecast
	€000s	€000s	€000s	€000s	€000s
Operating activities					
Profit (loss) before tax	(1,163)	(888)	2,413	2,144	1,878
Adjustments	1,618	1,616	344	1,834	2,136
Net changes in working capital	(2,163)	(1,145)	2,462	3,719	11,317
Taxes paid	(141)	(145)	(486)	(1,095)	(1,370)
Net cash generated from / (used in) operating activities	**(1,850)**	**(562)**	**4,733**	**6,602**	**13,961**
Investing activities					
Acquisition of property, plant and equipment	(176)	(20)	(792)	(387)	(106)
Acquisition of intangible assets	-	-	(3)	-	-
Net cash generated from / (used in) investing activities	**(176)**	**(20)**	**(795)**	**(387)**	**(106)**
Financing activities					
Proceeds from issue of bond	-	-	-	10,600	-
Proceeds from bank borrowings / loans	2,101	1,478	299	720	-
Loans granted to related parties	(751)	(270)	-	-	-
Loan proceeds from related parties	995	-	-	-	-
Lease payments	-	-	-	(65)	(65)
Payment of bank borrowings / loans	(482)	(251)	(2,081)	(2,769)	(1,567)
Interest paid	(1,020)	(1,089)	(998)	(973)	(1,527)
Net cash generated from / (used in) financing activities	**843**	**(132)**	**(2,780)**	**7,513**	**(3,159)**
Net change in cash and cash equivalents	**(1,182)**	**(713)**	**1,159**	**13,728**	**10,697**
Cash and cash equivalents, beginning of the year	2,270	1,088	374	1,533	15,261
Cash and cash equivalents, end of the year	**1,088**	**374**	**1,533**	**15,261**	**25,958**

Ratio Analysis	31-Dec-23 Audited	31-Dec-24 Audited	31-Dec-25 Audited	31-Dec-26 Forecast	31-Dec-27 Forecast
Cash Flow					
Free Cash Flow (Net cash from operations - Capex)	(2,025)	(582)	3,941	6,215	13,855

The Group generated net cash from operating activities of €4.7m in FY2025, compared with an outflow of €562k in FY2024. This improvement was driven by the return to profitability, favourable working capital movements and cash contributions from the Group's property and care home operations. Investing activities resulted in a net cash outflow of €795k, primarily relating to expenditure on property, plant and equipment and intangible assets. Financing activities generated a net cash outflow of €2.8m, reflecting bank loan repayments and interest paid. As a result, cash and cash equivalents increased to €1.5m as at 31 December 2025.

Management forecasts continued strong cash generation over the projection period. Net cash generated from operating activities is projected at €6.6m in FY2026 and €14.0m in FY2027, while free cash flow is forecast at €6.2m and €13.9m, respectively. Investing cash outflows are expected to remain modest at €387k in FY2026 and €106k in FY2027.

Financing activities are projected to generate a net inflow of €7.5m in FY2026, principally reflecting the €10.6m net proceeds from the proposed Bond Issue, partly offset by debt servicing and other financing movements. In FY2027, financing activities are forecast to result in a net outflow of €3.2m as the Group continues to repay borrowings and service its debt obligations.

Overall, cash and cash equivalents are projected to increase by €13.7m in FY2026 and €10.7m in FY2027, reaching €15.3m and €26.0m, respectively, at year end. The forecast cash flow profile indicates a significant strengthening in liquidity, supported by positive operating cash generation, the proceeds of the proposed Bond Issue, and the conversion of development inventory into cash as projects are completed and sold. This is consistent with the projected reduction in inventories and the improvement in the Group's leverage and liquidity metrics over the forecast period.

3.1. General Market Conditions

At the time of publication of this Analysis, management considers that generally, it shall be subject to the normal business risks associated with the industries in which the companies are involved and operate 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 the companies and their respective businesses, at least with respect to the financial years 2026 and 2027. However, investors are strongly advised to carefully read the risk factors disclosed in the Prospectus.

3.2. Economic Update[1]

According to the Central Bank of Malta's Economic Update 8/2026, the Maltese economy continued to demonstrate resilience during the summer months of 2026. The Bank's Business Conditions Index (BCI) remained slightly below its long-term average in July but improved marginally from the previous month, reflecting stronger tax revenue performance and economic sentiment.

Consumer confidence eased in July but remained well above its historical average, indicating continued household optimism. Economic activity remained generally positive, with services production and retail trade continuing to expand, while tourism activity remained particularly strong. Total tourist expenditure increased by 15.2% in June on an annual basis. Industrial production, however, contracted in June, highlighting ongoing sectoral volatility.

Property market conditions remained relatively robust, although residential and commercial permits, final deeds and promise-of-sale agreements registered slight annual declines in July.

The labour market remained tight notwithstanding signs of moderation. The seasonally adjusted unemployment rate stood at 3.5% in June 2026, marginally below the previous month but above the level recorded a year earlier.

Inflation remained contained and below euro area levels. Annual HICP inflation edged up to 2.1% in July from 2.0% in June, while core inflation stood at 2.3%. Government measures to maintain stable energy prices continued to limit domestic inflationary pressures.

Public finances improved modestly in June, with the Consolidated Fund registering a deficit of €285.5 million, compared with €311.4 million in the corresponding period of 2025. Meanwhile, credit and deposit growth remained strong, with resident deposits increasing by 7.7% and credit to residents rising by 8.4% year-on-year in June.

3.3. Economic Outlook[2]

The Central Bank of Malta's latest projections indicate that the Maltese economy is expected to remain resilient despite ongoing geopolitical uncertainty. Real GDP growth is forecast at 3.8% in 2026, 3.6% in 2027 and 3.8% in 2028, supported primarily by domestic demand and particularly by continued growth in private consumption.

Employment growth is expected to moderate gradually over the forecast horizon, while the unemployment rate is projected to remain broadly stable at around 3.4%.

Inflation is forecast to remain moderate, with HICP inflation projected at 2.2% in 2026, rising slightly to 2.4% in 2027 before easing to 2.2% in 2028. Stable domestic energy prices are expected to continue mitigating the impact of external energy shocks.
Public finances are projected to strengthen further, with the general government deficit declining from 2.2% of GDP in 2025 to 1.9% in 2026 and 1.6% by 2028. The debt-to-GDP ratio is also forecast to decrease gradually over the projection period.

Risks to the outlook remain linked primarily to geopolitical developments and potential disruptions to global supply chains and commodity markets. Nevertheless, the Central Bank assesses risks to economic growth as broadly balanced, while risks to inflation remain tilted to the upside.

[1] *Central Bank of Malta, Economic Update 8/2026 (Aug 2026).*
[2] *Central Bank of Malta, Outlook for the Maltese Economy 2026:3.*

3.4. Population Dynamics

Malta Population[3, 4]

Between 2013 and 2024, Malta experienced sustained population growth, increasing from 428,156 residents to an estimated 574,250 by end-2024, representing overall growth of over 34%. This expansion continues to be largely driven by migration, particularly among foreign nationals. By 2024, non-Maltese citizens accounted for 29.4% of the total population, compared to significantly lower levels a decade earlier. In contrast, growth among Maltese nationals remained comparatively modest, reinforcing the increasing role of foreign workers in supporting population and labour force expansion.

Demographic trends indicate gradual ageing, although at a slower pace than in many EU countries. By 2024, 18.4% of the population was aged 65 and over, while 14.5% were under the age of 18, pointing to a continued shift towards an older population structure. The median age stood at approximately 39.8 years in 2024, remaining relatively stable over the past decade and below the EU average, reflecting the inflow of younger working-age migrants.

Gender composition has also shifted, with males accounting for 53.1% of the total population in 2024, compared to a near-balanced distribution a decade earlier. This change is closely linked to migration dynamics, as a larger share of incoming workers are male.

Population density has continued to rise in line with population growth, reaching approximately 1,686 residents per km² in 2024, up from significantly lower levels a decade ago. The Northern Harbour district remains the most densely populated region, while Gozo and Comino continue to exhibit the lowest population density. At the locality level, urban areas such as Sliema, Pietà and Gżira remain among the most densely populated, reflecting strong urban concentration and housing demand.

European Context and Long-Term Outlook[5]

According to the European Commission's 2024 Ageing Report, the EU's demographic outlook is characterised by population stagnation followed by decline. The EU population is projected to increase slightly from 449 million to 453 million by 2026, before falling to approximately 432 million by 2070. This trend reflects declining fertility rates and increasing longevity across Member States.

The report highlights a pronounced ageing trend, with the proportion of older individuals rising significantly over time. The old-age dependency ratio is expected to increase sharply, meaning fewer working-age individuals will support a growing elderly population. This demographic shift is expected to place sustained pressure on public finances, particularly in relation to pensions, healthcare, and long-term care systems.

Population trends are expected to vary across Member States. While several countries – particularly in Eastern and Southern Europe – are projected to experience population declines, others, including Malta, Luxembourg, Sweden, and Ireland, are expected to record population growth, especially in the earlier part of the projection period, largely driven by migration.

Overall, these developments highlight a key divergence between Malta and broader EU trends. While Malta faces similar structural challenges related to ageing and low fertility, continued reliance on migration is expected to remain a central factor sustaining population growth and labour supply, mitigating some of the more severe demographic pressures observed elsewhere in the EU.

3.5. Residential Property[6]

Residential Property Transactions – July 2026

In July 2026, residential property market activity remained resilient despite a modest decline in transaction volumes. A total of 1,207 final deeds of sale were registered, representing a 5.1% decrease compared to July 2025. Nevertheless, the total value of final deeds increased by 3.6% to €417.6 million, indicating an increase in average transaction values.

Households remained the primary driver of market activity, with 1,081 final deeds (89.6%) involving individual buyers. These transactions accounted for €320.2 million, equivalent to 76.7% of the total value of final deeds registered during the month. In terms of geographic distribution, the highest number of final deeds of sale was recorded in San Pawl il-Baħar (89), followed by Marsaskala (60) and Il-Mosta (54).

A total of 1,333 properties were transacted through final deeds of sale during the month. Apartments (35.3%) and garages (24.8%) continued to account for the largest shares of properties sold.

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[3] *NSO Malta | World Population Day: 11 July 2025 - NSO Malta*
[4] *Malta's median age is decreasing, bucking EU trend (2025)*
[5] *2024 Ageing Report. Economic and budgetary projections for the EU Member States (2022-2070)*
[6] *NSO Malta | Residential Property Transactions: July 2026 (release August 2026)*

Promise of Sale Agreements

The number of promise of sale agreements registered in July 2026 amounted to 1,147, representing a 6.5% decline compared to the corresponding month in 2025. Despite the lower volume of agreements, their aggregate value increased by 9.7% to €483.3 million, suggesting continued strength in property values and demand for higher-value residential assets.

Individual prospective buyers accounted for 1,007 agreements (87.8%), while the remaining agreements primarily involved companies.

At the locality level, the highest numbers of promise of sale agreements were recorded in San Pawl il-Baħar (115), Birkirkara (77) and Il-Mosta (53).

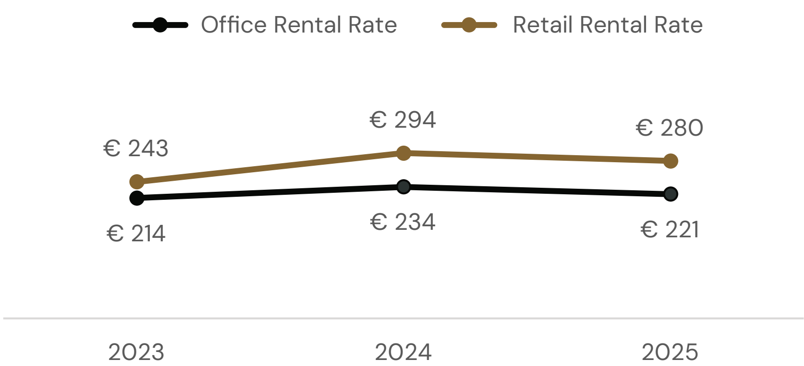
Overall, while both final deeds of sale and promise of sale agreements registered lower volumes when compared to July 2025, the increase in their aggregate values indicates that property prices and transaction values remain on an upward trajectory, supporting the continued resilience of the residential property market.

3.6. Commercial Property[7]

KPMG's latest Construction Industry and Property Market Report 2025 reported that the majority of commercial property on the market is available on a rental basis rather than being offered for sale. In 2025, the average asking rental rates for office space was €221/m² in 2025, slightly down from €234/m² in 2024, while average asking rental rates for retail properties stood at €280/m², down from €294/m² in 2024.

Commercial Property Market

Asking rental rate (€/m²)



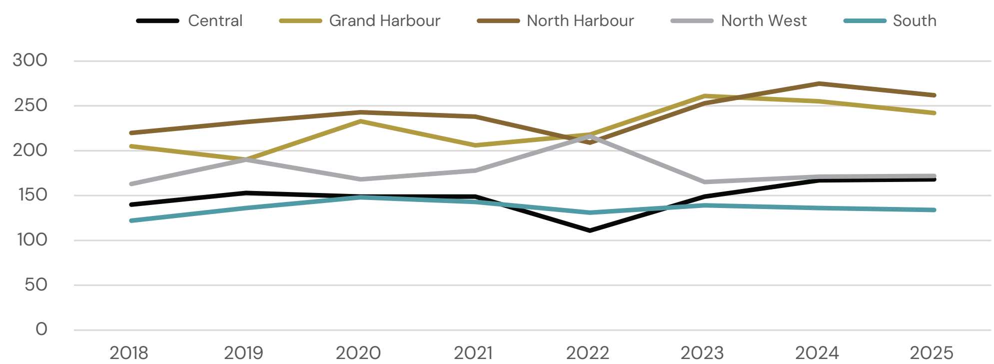
Office Space

KPMG noted that rental data for office space was consistent with the generally sluggish commercial environment highlighted by market participants during stakeholder consultations. Feedback suggested that market activity remained subdued, characterised by weak demand and limited transactional momentum, while also noting that advertised asking rents may not fully reflect the extent of negotiation that takes place in actual transactions, which given these market conditions may be expected to be substantial.

At regional level, office rental rates continued to vary materially. KPMG reported that the Central region recorded modest growth, reaching €168/m² (2024: €167), while the North Harbour region remained the highest-priced office location at €263/m², while the Southern region remains the most affordable, with an average rate of €134/m². Data for the Grand Harbour, North Harbour, and Southern regions resulted in declines in office rental rates of 5.7%, 4.2%, and 1.5%, respectively. Gozo has been excluded from this analysis due to an insufficient sample size to produce statistically meaningful results.

Average asking rental rates for retail space by region

Asking rental rate (€/m²)



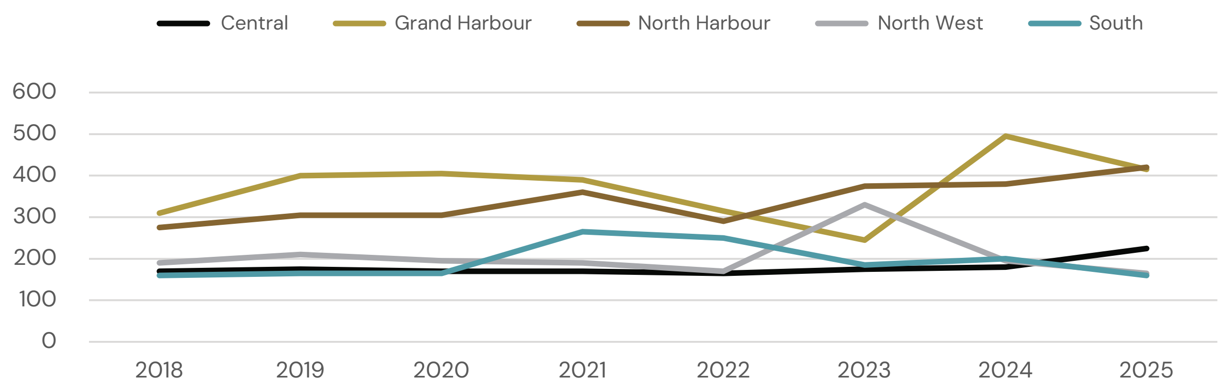
[7] *KPMG – Construction Industry and Property Market Report 2025*

Retail Properties

Regarding retail properties for rent, the most pronounced increase in average rental rates was recorded in the North Harbour region, where average asking prices for retail space rose by 10.9% in 2025, reaching €422/m². This development positions the North Harbour as the most expensive retail location. The Grand Harbour region ranks second, with an average rate of €414/m², despite experiencing a decline of 16.1% compared to 2024. The North West and Southern regions remain the least expensive areas for retail space, at €164/m² and €161/m² respectively, both registering modest growth over the prior year. The declines observed across several regions are likely attributable to sample limitations within the previous year's dataset. As with earlier analyses, Gozo has been excluded due to an insufficient sample size to derive meaningful insights.

Average asking rental rates for office space by region

Asking rental rate (€/m²)



KPMG's analysis of property locations within its 2025 database indicates that the Northern Harbour region accounts for the highest proportion of office properties, representing 51.1% of all listings, followed by the Central region at 30.2%. In the case of retail properties, the North Harbour and Central regions similarly dominate the market, comprising 29.7% and 32.4% of total listings, respectively.

3.7. Tourism Update[8]

Inbound Tourism – June 2026

Inbound tourism continued to perform strongly in June 2026, with total inbound tourists estimated at 458,223, representing an 18.5% increase compared to June 2025. The majority of visitors travelled for leisure purposes, with 427,333 tourists visiting Malta for holiday purposes, while 22,148 tourists travelled for business purposes. The largest share of inbound tourists consisted of persons aged between 25 and 44 years (37.2%), followed by those aged 45 to 64 years (28.9%). British, Italian and Polish residents collectively accounted for 45.6% of total inbound tourists.

Tourism activity remained robust, with total nights spent increasing by 3.9% year-on-year to 2.6 million nights. The largest share of guest nights (89.2%) was spent in rented accommodation establishments. The average length of stay stood at 5.6 nights.

Tourism expenditure continued to expand, with total expenditure reaching €456.0 million, representing an increase of 15.2% compared to June 2025. Average expenditure per night was estimated at €176.80. Additionally, 277,985 tourists visited Gozo and Comino, including both same-day and overnight visitors, accounting for 60.7% of total inbound tourists.

January–June 2026 Overview

Inbound tourism maintained its positive momentum during the first six months of 2026. Total inbound tourists reached 2,131,825, representing an 18.1% increase compared to the corresponding period in 2025.

Total nights spent increased by 10.1% to 11.8 million nights, reflecting continued growth in tourism activity. Tourist expenditure amounted to €1.80 billion, up 14.8% year-on-year. However, expenditure per capita declined slightly to €842 from €866 in the corresponding period of 2025, indicating a modest reduction in average spending per visitor.

Gozo and Comino continued to benefit from strong visitor demand, attracting 1,123,572 tourists during the period, equivalent to 52.7% of total inbound tourists, including both same-day and overnight visitors.

[8] *NSO Malta | Inbound Tourism: June 2026 (release July 2026)*

3.8. Comparative Analysis

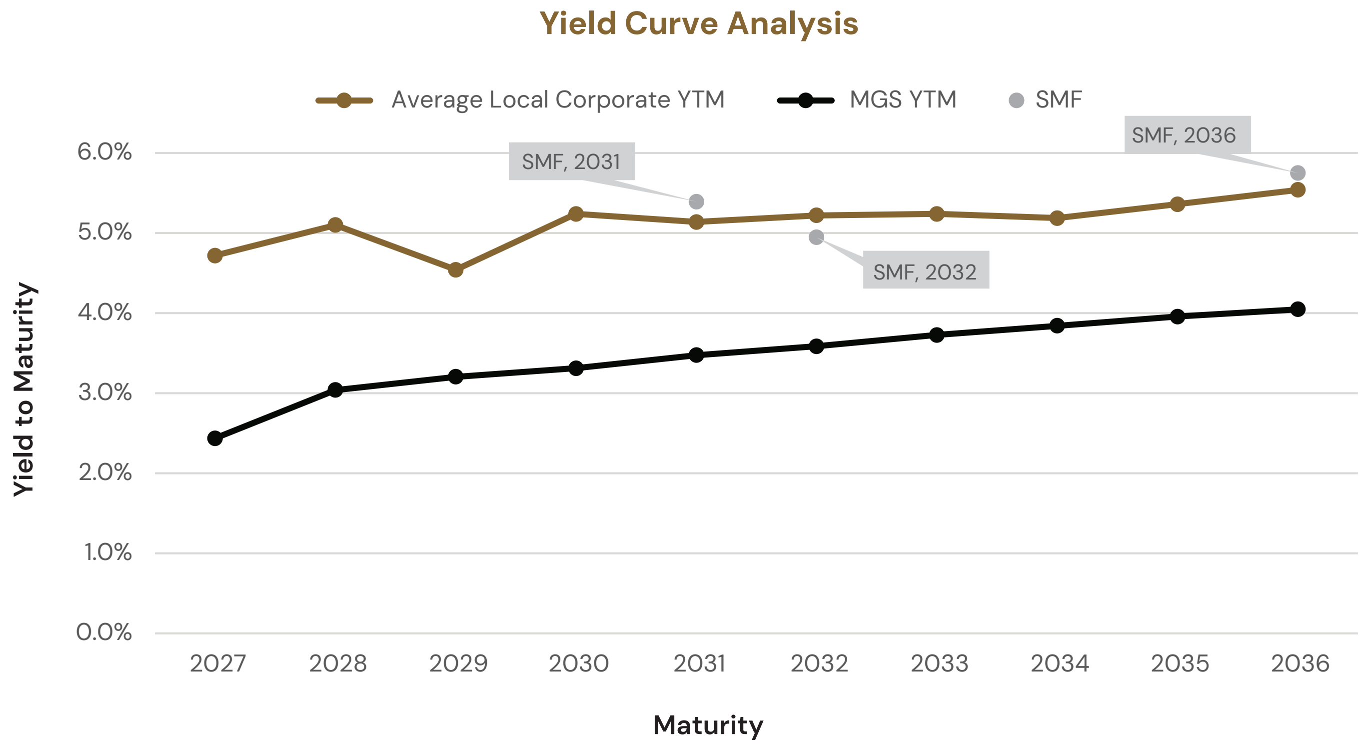
The purpose of the table below is to compare the debt issuance of the Issuer to other debt instruments. We have included different securities with a similar maturity as the debt securities of the Issuer. One must note that, given the material differences in profiles and industries, the risks associated with the Issuer's business and that of other issuers are therefore different:

Security	Nom Value	Yield to Maturity	Interest coverage (EBITDA)	Total Assets	Total Equity	Total Liabilities / Total Assets	Net Debt / Net Debt and Total Equity	Net Debt / EBITDA	Current Ratio	Return on Common Equity	Net Margin	Revenue Growth (YoY)
	€000's	(%)	(times)	(€'millions)	(€'millions)	(%)	(%)	(times)	(times)	(%)	(%)	(%)
5.10% Plan Group plc Secured Bonds 2028 - 2030	28,200	4.96%	7.3x	126.4	45.5	64.0%	55.4%	7.4x	5.4x	9.3%	16.0%	105.8%
4.65% Smartcare Finance plc Secured € 2031	13,000	5.39%	2.7x	57.6	18.2	68.4%	56.8%	9.0x	2.1x	16.5%	19.0%	121.9%
5.35% Best Deal Properties Holding plc Unsecured € 2032	7,000	4.98%	1.3x	44.0	7.4	83.2%	80.9%	13.1x	7.9x	19.2%	8.0%	26.8%
4.65% Smartcare Finance plc Secured € 2032	7,500	4.95%	2.7x	57.6	18.2	68.4%	56.8%	9.0x	2.1x	16.5%	19.0%	121.9%
4.85% JD Capital plc Secured € 2032 S1 T1	14,000	4.85%	1.1x	162.9	38.6	76.3%	69.3%	17.2x	2.4x	3.6%	6.3%	34.9%
5% CF Estates Finance plc Secured € 2028-2033	30,000	5.18%	6.6x	94.9	19.1	79.9%	70.9%	3.3x	2.0x	49.6%	23.5%	-1.8%
5.25% Bonnici Bros Properties plc Unsecured € 2033 S1 T1	12,000	5.11%	2.3x	41.8	18.2	56.4%	43.1%	9.5x	0.3x	1.4%	15.5%	17.4%
6% JD Capital plc Secured 2033 S2 T1	11,000	5.64%	1.1x	162.9	38.6	76.3%	69.3%	17.2x	2.4x	3.6%	6.3%	34.9%
5.75% Phoenicia Finance Company plc Unsec 2028-2033	50,000	5.49%	2.5x	169.9	86.0	49.4%	42.7%	7.0x	1.2x	3.8%	12.4%	10.7%
5.2% VBL plc Secured € 2030-2034	10,000	5.31%	16.6x	96.5	69.1	28.3%	22.3%	6.3x	3.5x	2.3%	33.5%	15.4%
5.2% TUM Finance plc Secured Callable € 2031 -2034	12,000	4.90%	6.4x	183.9	65.2	64.5%	49.2%	7.0x	8.2x	19.5%	519.7%	31.1%
5.6% JD Capital plc Secured € 2035 (xd)	40,000	5.45%	1.1x	162.9	38.6	76.3%	69.3%	17.2x	2.4x	3.6%	6.3%	34.9%
5.5% Juel Group plc € Secured 2035	32,000	5.28%	2.7x	90.1	35.6	60.5%	51.8%	5.9x	1.4x	13.5%	20.0%	263.3%
5.70% Central Business Centre plc € Unsec 2030-2035 S1 T1	13,250	5.84%	1.7x	86.3	28.3	67.2%	60.8%	19.4x	0.5x	3.4%	37.4%	8.9%
5.8% Agora Estates plc Secured € 2036 S1 T1	12,000	5.69%	1.8x	79.8	33.6	57.9%	44.4%	12.1x	1.4x	18.1%	155.0%	190.4%
5.5% Agora Estates plc Secured 2036 S1 T2	9,000	5.32%	1.8x	79.8	33.6	57.9%	44.4%	12.1x	1.4x	18.1%	155.0%	190.4%
5.75% Smartcare Finance plc Secured € 2036	11,000	5.75%	2.7x	57.6	18.2	68.4%	56.8%	9.0x	2.1x	16.5%	19.0%	121.9%
Average*		**5.27%**										

Source: Latest available audited financial statements

Last price as at 02/09/2026

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



Source: Central bank of Malta and Malta Stock Exchange (MSE)

The graph above compares the yields to maturity of listed local corporate bonds and Malta Government Stocks ("MGSs"), plotted against their respective maturities. By comparing corporate bond yields with the corresponding MGS yield curve, the graph highlights the credit spread demanded by investors for assuming corporate credit risk. It also includes the yields of Smartcare Finance p.l.c.'s existing bond issues on a stand-alone basis.

As at 2 September 2026, the average spread over the equivalent MGS for corporate bonds with maturities in the 5-year range was approximately 166 basis points. The 4.65% Smartcare Finance p.l.c. Bonds 2031 were trading at a yield to maturity ("YTM") of 5.39%, representing a spread of 192 basis points over the corresponding MGS and therefore a premium of 25 basis points over the average market spread.

Similarly, the average spread over the equivalent MGS for corporate bonds with maturities in the 6-year range was approximately 163 basis points. The 4.65% Smartcare Finance p.l.c. Bonds 2032 were trading at a YTM of 4.95%, equivalent to a spread of 136 basis points over the corresponding MGS and a discount of 27 basis points relative to the average market spread.

The proposed 5.75% Smartcare Finance p.l.c. Bonds 2036 are expected to be issued at a spread of approximately 170 basis points over the equivalent MGS. This represents a premium of 21 basis points when compared to the average spread of the comparable issuers identified in Section 3.8, indicating that the proposed bonds are being offered at a yield above the prevailing market average for comparable local corporate debt securities.

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

Profitability Ratios	
Growth in Revenue (YoY)	This represents the growth in revenue when compared with previous financial year.
Gross Profit Margin	Gross profit as a percentage of total revenue.
EBITDA Margin	EBITDA as a percentage of total revenue.
Operating (EBIT) Margin	Operating margin is the EBIT as a percentage of total revenue.
Net Margin	Net income expressed as a percentage of total revenue.
Return on Common Equity	Return on common equity (ROE) measures the rate of return on the shareholders' equity of the owners of issued share capital, computed by dividing the net income by the average common equity (average equity of two years financial performance).
Return on Assets	Return on assets (ROA) is computed by dividing net income by average total assets (average assets of two years financial performance).

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

Balance Sheet	
Total Assets	What the Group/Company owns which can be further classified into Non-Current Assets and Current Assets.
Non-Current Assets	Assets, full value of which will not be realised within the forthcoming accounting year
Current Assets	Assets which are realisable within one year from the statement of financial position date.
Inventory	Inventory is the term for the goods available for sale and raw materials used to produce goods available for sale.
Cash and Cash Equivalents	Cash and cash equivalents are Group/Company assets that are either cash or can be converted into cash immediately.
Total Equity	Total Equity is calculated as total assets less liabilities, representing the capital owned by the shareholders, retained earnings, and any reserves.
Total Liabilities	What the Group/Company owes which can be further classified into Non-Current Liabilities and Current Liabilities.
Non-Current Liabilities	Obligations which are due after more than one financial year.
Current Liabilities	Obligations which are due within one financial year.
Total Debt	All interest-bearing debt obligations inclusive of long and short-term debt.
Net Debt	Total debt of a Group/Company less any cash and cash equivalents.

Financial Strength Ratios	
Current Ratio	The Current ratio (also known as the Liquidity Ratio) is a financial ratio that measures whether or not a company has enough resources to pay its debts over the next 12 months. It compares current assets to current liabilities.
Quick Ratio (Acid Test Ratio)	The quick ratio measures a Group's/Company's ability to meet its short-term obligations with its most liquid assets. It compares current assets (less inventory) to current liabilities.
Interest Coverage Ratio	The interest coverage ratio is calculated by dividing EBITDA of one period by cash interest paid of the same period.
Gearing Ratio	The gearing ratio indicates the relative proportion of shareholders' equity and debt used to finance total assets.
Gearing Ratio Level 1	Is calculated by dividing Net Debt by Net Debt and Total Equity.
Gearing Ratio Level 2	Is calculated by dividing Total Liabilities by Total Assets.
Gearing Ratio Level 3	Is calculated by dividing Net Debt by Total Equity.
Net Debt / EBITDA	The Net Debt / EBITDA ratio measures the ability of the Group/Company to refinance its debt by looking at the EBITDA.
Net Debt	Total debt of a Group/Company less any cash and cash equivalents.

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

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