

TUMAS INVESTMENTS p.l.c.

*Condensed Interim Financial Statements
For the period 1 January 2025 to 30 June 2025*

Company Registration Number C 27296

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This interim report is being published in terms of Chapter 5 of the Capital Market Rules of the Listing Authority - Malta Financial Services Authority and the Prevention of Financial Markets Abuse Act, 2005. The condensed set of financial statements included in this report has been extracted from Tumas Investment p.l.c.'s unaudited financial information for the six months ended 30 June 2025 prepared in accordance with International Financial Reporting Standards adopted for use in the EU for interim financial statements (International Accounting Standard 34, 'Interim Financial Reporting'). This Interim Condensed Financial Report has not been audited or reviewed by the Company's independent auditors.

Trading performance

The company

During the six-month period ended June 2025, finance income deriving mainly from interest receivable from Spinola Development Company Limited (the Guarantor) and the facility charge levied upon the Guarantor, amounted to €540,299 against €1.37 million in the same period last year. The reduction of €826,261 in finance income is mostly due to less interest chargeable to the Guarantor since the latter reduced its indebtedness to the Company during the second half of 2024 so that the Company could redeem the €25 million bond upon its maturity on the 31st of July 2024, as well as a reduction in interest from treasury bills as funds were also used for the said bond redemption.

Likewise, finance costs representing interest payable to bondholders and relevant amortization costs were lower by €730,220 compared to the same period last year (2025 H1: €476,630 vs 2024 H1: €1.21 million). This led to a net interest income of €63,669 against €159,710 for the same period last year, equivalent to decline of €96,041.

Administrative expenses also registered a decline of €18,791 (2025 H1: €57,389 vs 2024 H1: €76,180) due to a reduction in stock exchange fees following the redemption of the bond maturing in July 2024.

Consequently, profit before tax stood at €6,280 against €83,530, whilst profit after tax stood at €4,082 against €54,295 in the first six months of 2024.

The Statement of Financial Position as at end of June this year is similar to the December 2024 audited figures with respect to non-current assets and non-current liabilities. The non-current assets reflect the proceeds from the €25 million unsecured bond issued in 2017 which were on-lent to Spinola Development Company Limited, whilst the non-current liabilities represent the bond maturing in 2027.

Current assets representing accrued finance income from the Guarantor increased by €404,959 (June 2025: €2.19 million vs Dec 2024: €1.79 million), resulting in total assets of €27.19 million against €26.79 million as at the end of 2024.

Current liabilities comprising accrued interest payable to bond holders increased by €389,144 (June 2025: €1.45 million vs Dec 2024: €1.06 million), resulting in total liabilities of €26.39 million against €25.99 million as at the end of 2024.

Equity as at end June 2025 stood at €804,116 against €800,034 as at end Dec 2024 representing an increase equivalent to the net profit in the first six months of 2025.

Trading performance (continued)

The Guarantor - Spinola Development Company Limited

Spinola Development Company Limited is the Guarantor of the bonds issued by Tumas Investments p.l.c. which was specifically set up to be the financing arm of Spinola Development Company Limited with the objective of developing and operating the Portomaso Complex.

Despite the challenging economic sentiment at the international level affected by geo-political tensions including the war in Ukraine, the escalation of hostilities in the Middle East and the ongoing political friction and economic uncertainty resulting from the US tariffs, the local economy is still expected to sustain its growth momentum in 2025, driven by robust domestic consumption and positive net exports, namely through the tourism, financial and professional services sectors.

As reported by the Central Bank of Malta, following a notable expansion in GDP of circa 6.0% during 2024, the Maltese economy is expected to grow by circa 4% in 2025. The labour market is expected to stabilise, with the unemployment rate projected to remain low at around 3%, therefore in such a tight labour market the 2025 nominal wage growth per employee is forecast to exceed inflation and grow by 4.4%.

Inflation has been slowing down in line with global expectations and currently stands at around 2% which is the European Central Bank's (ECB) medium-term target. Food and services remain the key contributors to increases in inflation, whilst energy prices have remained stable as the Maltese Government continues to maintain energy prices at 2020 levels. Interest rates continued on a downward trend following the first reduction in the ECB's benchmark rates in June 2024, with the latest reduction occurring in June 2025.

Tourist arrivals to Malta in the first half of 2025 registered an increase of 13.5% over the corresponding period last year with total tourist expenditure estimated at €1,564.1 million representing an increase of 21.1%. Bed-nights in rented collective accommodation increased by 15%, with the Malta Hotels and Restaurants Association (MHRA) reporting that occupancy rates within the 5-star hotels increased by 1.4% whilst average room rates increased by 8.2% compared to the first half of 2024.

The outlook for the summer months remains encouraging, with the Malta International Airport reporting additional airlines operating to Malta and data released by the European Travel Commission covering travel intent between June and November 2025 showing that Europeans continue to favour intra-continental travel, with 57% of travellers preferring a southern European or Mediterranean destination for their holidays. This is positive news given the stronger competition within the St. Julian's area following the refurbishment of a major competitor and the opening of a new 5-star hotel in the last quarter of 2024.

Compared to last year, the Hilton hotel's estimated-all-year figures indicate a slight decline in occupancy, but an improvement in the average room rate, yielding an overall increase in revenue.

Despite the challenges ahead, particularly the tight labour market and the inflation in food prices, management remains focused on controlling costs in order to retain a robust operating profit margin so as to achieve the budget set for this year, thus registering an improvement over 2024. During 2025 management is continuing with its investment plan at the hotel which includes the refurbishment of various amenities and the addition of a new outdoor catering facility in order to keep the Hilton hotel as one of the best hotels on the island.

Trading performance (continued)

The Guarantor - Spinola Development Company Limited (continued)

The other operations within the Guarantor's hotel and ancillary business segment, namely the car park and the tower bar are cumulatively estimated to perform in line with budget, representing an improvement over the results achieved in 2024. The Portomaso marina which up to May of 2024 was reported within the Guarantor's hotel and ancillary business segment, this year will be reported within the Rental Operations segment, as in June 2024 the marina operations were transferred to a third party.

Rental income from commercial and office space at Portomaso is another strong business segment for the Guarantor. The rentable office space within the Portomaso Tower and the commercial areas around the Portomaso Complex are roughly similar to those of last year, however the Guarantor anticipates that performance from this segment will be slightly lower than that achieved in 2024. A number of offices which became vacant in the recent past are in the process of being refurbished in order to meet the expectations of potential tenants.

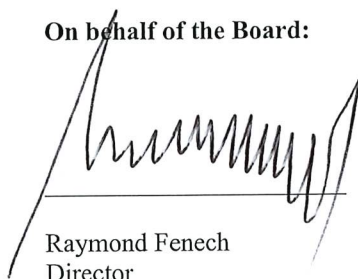
With respect to property development which over the years generated revenues from the sale of residential and commercial areas, this is currently at a standstill since there are only two apartments left in stock and these are not expected to be sold during 2025. The current main project is the development of the upmarket residential complex at the location of the former Halland Hotel at Ibragg.

In view of the performance described above, the Guarantor's financial results are expected to be slightly below those of last year's. Its financial position remains robust with a healthy level of cash and monetary investments as reserves. Moreover, unutilised bank facilities complement the strength of its balance sheet, ensuring that both the Guarantor and the Company will be able to settle their obligations as and when they fall due.

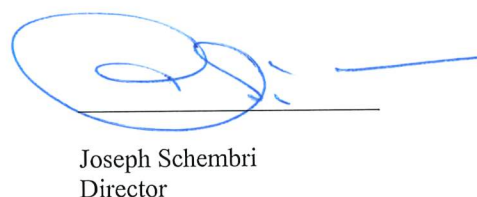
Dividends

The directors do not recommend the payment of an interim dividend (2024: €Nil).

On behalf of the Board:



Raymond Fenech
Director



Joseph Schembri
Director

Registered office:

Tumas Group Corporate Office
Level 3
Portomaso Business Tower
Portomaso
St. Julians
Malta

26 August 2025

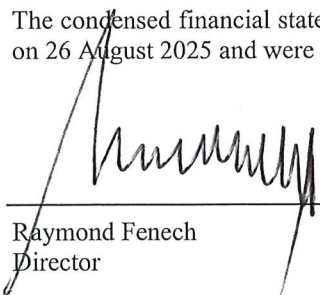
	Note	Six-months ended 30 June	
		2025	2024
		€ (unaudited)	€ (unaudited)
Finance income	2	540,299	1,366,560
Finance costs		(476,630)	(1,206,850)
Net interest income		63,669	159,710
Administrative expenses		(57,389)	(76,180)
Profit before tax		6,280	83,530
Tax expense		(2,198)	(29,235)
Profit for the period		4,082	54,295
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		4,082	54,295

The accounting policies and explanatory notes on pages 8 to 9 form an integral part of this condensed financial information.

	As at 30 June 2025 € (unaudited)	As at 31 December 2024 € (audited)
ASSETS		
Non-current assets	25,000,000	25,000,000
Current assets	<u>2,190,910</u>	<u>1,785,951</u>
Total Assets	<u><u>27,190,910</u></u>	<u><u>26,785,951</u></u>
EQUITY AND LIABILITIES		
Total Equity	<u>804,116</u>	<u>800,034</u>
LIABILITIES		
Non-current liabilities	24,938,083	24,926,350
Current liabilities	<u>1,448,711</u>	<u>1,059,567</u>
Total Liabilities	<u>26,386,794</u>	<u>25,985,917</u>
Total Equity and Liabilities	<u><u>27,190,910</u></u>	<u><u>26,785,951</u></u>

The accounting policies and explanatory notes on pages 8 to 9 form an integral part of this condensed financial information.

The condensed financial statements set out on pages 4 to 9 were authorised for issue by the board of directors on 26 August 2025 and were signed on its behalf by:



Raymond Fenech
Director



Joseph Schembri
Director

	Share capital	Retained earnings	Total
	€	€	€
Balance as at 1 January 2024	<u>250,002</u>	<u>511,029</u>	<u>761,031</u>
Total comprehensive income for the period			
Profit for the period	<u>-</u>	<u>54,295</u>	<u>54,295</u>
Total comprehensive income for the period	<u>-</u>	<u>54,295</u>	<u>54,295</u>
Balance at 30 June 2024	<u>250,002</u>	<u>565,324</u>	<u>815,326</u>
Balance as at 1 January 2025	<u>250,002</u>	<u>550,032</u>	<u>800,034</u>
Total comprehensive income for the period			
Profit for the period	<u>-</u>	<u>4,082</u>	<u>4,082</u>
Total comprehensive income for the period	<u>-</u>	<u>4,082</u>	<u>4,082</u>
Balance as at 30 June 2025	<u>250,002</u>	<u>554,114</u>	<u>804,116</u>

The accounting policies and explanatory notes on pages 8 to 9 form an integral part of this condensed financial information.

	Six-months ended 30 June	
	2025	2024
	€	€
	(unaudited)	(unaudited)
Net cash used in operating activities	(84,613)	(14,638,453)
Net cash generated from financing activities	100,000	1,715,344
Net cash generated from investing activities	-	12,554,674
Movement in cash and cash equivalents	15,387	(368,435)
Cash and cash equivalents at beginning of period	21,763	1,341,350
Cash and cash equivalents at end of period	37,150	972,915

The accounting policies and explanatory notes on pages 8 to 9 form an integral part of this condensed financial information.

1. Significant accounting policies

The accounting policies applied in the preparation of the condensed interim financial statements are consistent with those of the annual financial statements for the year ended 31 December 2024, as described in those financial statements.

2. Finance income

	Six-months ended 30 June	
	2025	2024
	€	€
<i>Income from services</i>		
Interest receivable from fellow subsidiary	488,098	1,111,312
Interest on treasury bills	-	171,025
Facility charges from fellow subsidiary	52,201	84,223
	540,299	1,366,560

3. Related Party Transactions

The company forms part of the Tumas Group of Companies. All companies forming part of the Tumas Group are related parties since these companies are all ultimately owned by Tumas Group Company Limited which is considered by the directors to be the ultimate controlling party. The main related party with whom transactions are entered into is Spinola Development Company Limited, the guarantor of the interest-bearing borrowings.

The principal transactions carried out with related parties during the period were as follows:

	Six-months ended 30 June	
	2025	2024
	€	€
<i>Income from services</i>		
Interest receivable from fellow subsidiary	488,098	1,111,312
Facility charges from fellow subsidiary	52,201	84,223

The company's balances with fellow subsidiaries as at the end of the period are as follows:

	As at 30 June 2025	As at 31 December 2024
	€	€
<i>Non-current</i>		
Loans receivable from fellow subsidiary	25,000,000	25,000,000

3. Related Party Transactions (continued)

Weighted average effective interest rate as at 30 June 2025 and 31 December 2024:

	As at 30 June 2025	As at 31 December 2024
Loans to fellow subsidiary	<u><u>3.85%</u></u>	<u><u>3.85%</u></u>

	As at 30 June 2025	As at 31 December 2024
	€	€
<i>Current</i>		
Net amounts owed by fellow subsidiary	<u><u>1,149,839</u></u>	<u><u>1,292,962</u></u>

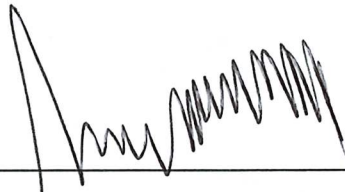
Amounts owed by fellow subsidiary are unsecured, bear an interest of 1.8% (2024: 1.8%) and repayable on demand.

4. Share capital

	As at 30 June 2025	As at 31 December 2024
	€	€
<i>Authorised, issued and fully paid up</i>		
250,002 ordinary shares of €1 each	<u><u>250,002</u></u>	<u><u>250,002</u></u>

We hereby confirm that to the best of our knowledge:

1. The condensed financial statements give a true and fair view of the financial position of the company as at 30 June 2025, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the EU applicable to Interim Financial Reporting (IAS 34).
2. The interim directors' report includes a fair review of the information required in terms of Capital Market Rule 5.81.



Raymond Fenech
Director



Joseph Schembri
Director