



Condensed Interim Financial Statements
For the six months period ended 30 April 2025

CONTENTS

	Pages
General information	2
Interim directors' report	3 - 4
Interim condensed statement of financial position	5
Interim condensed statement of comprehensive income	6
Interim condensed statement of changes in equity	7
Interim condensed statement of cash flows	8
Notes to the condensed interim financial statements	9 – 15
Report on Review of Interim Condensed Financial Information	16

GENERAL INFORMATION

Directors Ms Karen Borg (Chairperson)
Mr Peter Paul Borg
Mr Joseph Cachia
Ms Christine Demicoli
Mr. Paul Frederick Darmanin
Dr Etienne Borg Cardona

Company Secretary Ms Christine Demicoli

Registered Office 32
Hughes Hallet Street
Sliema SLM3142
Malta

Country of Incorporation Malta

Auditors Ernst & Young Malta Limited,
Regional Business Centre,
Archille Ferris Street,
Msida MSD 1751
Malta

Principal bankers Bank of Valletta p.l.c.,
Corporate Finance
BOV Centre
Triq il-Kanun
Santa Venera SVR 9030
Malta

INTERIM DIRECTORS' REPORT

The directors present their report and the condensed interim financial statements of Bortex Group Finance p.l.c (the "Company") in terms of Chapter 5 of the Capital Market rules issued by the Listing Authority – Malta Financial Services Authority and the Prevention of Financial Markets Abuse Act, 2005. The condensed interim financial statements have been prepared for the six months ended on 30 April 2025, in accordance with International Financial Reporting Standards as adopted for use in the EU ('IFRS Accounting Standards EU') for interim financial statements (International Accounting Standard 34, 'Interim Financial Reporting').

Principal activity

The Company was incorporated on 30 August 2017 in terms of the Companies Act (Cap. 386 of the Laws of Malta). The Company's principal activity is to carry on the business of a finance and investment company in connection with ownership, development, operation, and financing of the business activities of the companies forming part of the Bortex Group of Companies (the "Group"). The Company is a wholly owned subsidiary of Bortex Group Holdings Company Limited – C4863.

Trading performance and operational review

Interest income receivable from related parties for the current period ended 30 April 2025 amounted to €284,938 (2024: €281,174). Finance cost for the same period amounted to €252,943 (2024: €252,409). Profit before taxation for the current six-month period was €2,383 (2024: Loss of €8,139). On 1 December 2024, the Company paid out €476,531, as part of annual interest due to its bond holders.

Operational review of the Group

The Group's core operations primarily encompass the manufacture, sale, and retail of premium quality apparel both in Malta as well as overseas, the management of hospitality ventures under the 1926 Collection brand—namely 1926 Le Soleil and 1926 Les Bains (opening July 2025) in Sliema, as well as 1926 Le Parisot and 1926 La Galerie (opened May 2025) in Valletta and various activities in real estate development and property management.

Manufacturing and retail

The Group remains focused on driving sales growth, improving profit margins, and enhancing operational efficiency within its retail division to further strengthen profitability. Concurrently, the manufacturing arm continues to pursue a strategy of selective and sustainable expansion, aligned with market demand and the Group's operational capabilities.

During the first half of the year, the Group recorded strong performance in its corporate, hire, and school wear segments, largely driven by an aggressive marketing approach and continued product development efforts. Retail sales also showed significant growth, particularly from newly launched locations at Barlowes Department Store in Mercury Towers and The Shoreline Mall, with combined revenues from these locations exceeding budgeted figures by 6%.

Overall, revenue for the six-month period marginally surpassed both the budget and the previous year's figures. EBITDA was €85,000 higher than the same period last year and was in line with budgeted expectations.

Commercial property

The Group's commercial property portfolio—comprising retail space in Sliema, office space in Mriehel, and residential and catering spaces in Mosta—was fully leased during the reporting period. This segment contributed €216,000 to the Group's total results for the first half of the year.

INTERIM DIRECTORS' REPORT – continued

Hospitality and real estate

The Group continues to implement a strategy of measured and targeted expansion within the hospitality sector, focusing on the creation of distinctive, concept-driven experiences aimed at niche markets.

In the first half of the year, the Group proudly attained a Michelin Star for its recently launched 1926 Le GV Restaurant located within 1926 Le Soleil. Furthermore, 1926 La Galerie, a boutique art gallery hotel in Valletta featuring five suites, commenced operations in May 2025, following successful and timely completion of development works.

Construction on 1926 Les Bains, a luxury boutique spa hotel, has advanced at a strong pace, positioning the hotel for its planned opening in July 2025. This property will feature 32 suites, each with private spa and saunas, a rooftop pool, as well as an Ancient Bathing Spa “1926 L'Esprit de Thermes.

During the period, 1926 Le Soleil slightly outperformed budgeted revenues and registered a year-on-year increase of €426,000, partially attributable to a restricted room inventory in the prior year. 1926 Le Parisot met performance expectations and budget, while early indicators for 1926 La Galerie suggest that it is on track to meet projections. EBITDA from the hospitality division for the first six months was in line with budget and €200,000 above the same period last year.

Outlook

For the financial year ending 31st October 2025, the Group is forecasting an EBITDA of approximately €6.1million (FY 2024: €5.2 million), and a profit before tax of around €3.3 million (FY 2024: €2.1 million). These projections are based on management's prudent assessment of prevailing market conditions and the most likely operational scenarios.

Dividends

The directors do not recommend the payment of an interim dividend.

Director's statement pursuant to Capital Market Rules 5.75.3

We hereby confirm that to the best of our knowledge:

1. the condensed half-yearly report gives a true and fair view of the financial position of the Company as at 30 April 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 Rules 5.81 to 5.84.

A handwritten signature in black ink, appearing to read 'Karen Borg'.

KAREN BORG
Chairperson

A handwritten signature in black ink, appearing to read 'Peter Paul Borg'.

PETER PAUL BORG
Director

26 June 2025

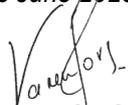
FINANCIAL STATEMENTS

INTERIM CONDENSED STATEMENT OF FINANCIAL POSITION

	Notes	As at 30 April 2025 € (Unaudited)	As at 31 October 2024 € (Audited)
ASSETS			
Non-current assets			
Loans receivable	6	12,558,348	12,567,079
Current assets			
Prepayment		11,000	3,045
Loans receivable	6	244,726	538,397
Income tax receivable		2,685	2,685
Cash at bank	7	458,161	370,630
Total current assets		716,572	914,757
Total assets		13,274,920	13,481,836
EQUITY AND LIABILITIES			
Capital and reserves			
Share Capital		250,000	250,000
Retained Earnings		106,932	104,549
Total equity		356,932	354,549
Non-current liabilities			
Debt securities in issue	8	12,677,157	12,663,277
Current liabilities			
Payables		31,120	16,830
Debt securities in issue	8	209,711	447,180
Total current liabilities		240,831	464,010
Total Liabilities		12,917,988	13,127,287
Total equity and liabilities		13,274,920	13,481,836

The notes on pages 9 to 15 are an integral part of these condensed interim financial statements.

The condensed interim financial statements on pages 5 to 15 were authorised for issue by the board of directors on 26 June 2025 and were signed on its behalf by:



KAREN BORG
Chairperson



PETER PAUL BORG
Director

FINANCIAL STATEMENTS

INTERIM CONDENSED STATEMENT OF COMPREHENSIVE INCOME

	For the six months ended 30 April	
	2025 € (Unaudited)	2024 € (Unaudited)
Interest income	284,938	281,174
Interest expense	(252,943)	(252,409)
Net interest income	31,995	28,765
Administrative expenses	(29,612)	(36,904)
Profit/(Loss) before tax	2,383	(8,139)
Tax expenses	–	(1,823)
Profit/(Loss) for the period	2,383	(9,962)
Other comprehensive income for the period	–	–
Total comprehensive income/(loss) for the period	2,383	(9,962)

The notes on pages 9 to 15 are an integral part of these condensed interim financial statements.

FINANCIAL STATEMENTS

INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY

(Unaudited)	Share capital €	Retained earnings €	Total €
Balance at 1 November 2023	250,000	20,506	270,506
Loss for the six months period ended	-	(9,962)	(9,962)
Other comprehensive income	-	-	-
Total Comprehensive loss	-	(9,962)	(9,962)
Balance at 30 April 2024	250,000	10,544	260,544
 (Unaudited)			
Balance at 1 November 2024	250,000	104,549	354,549
Profit for the six months period ended	-	2,383	2,383
Other comprehensive income	-	-	-
Total Comprehensive income	-	2,383	2,383
Balance at 30 April 2025	250,000	106,932	356,932

The notes on pages 9 to 15 are an integral part of these condensed interim financial statements.

FINANCIAL STATEMENTS

INTERIM CONDENSED STATEMENT OF CASH FLOWS

	For the six months ended 30 April	
	2025 € (Unaudited)	2024 € (Unaudited)
Cash flows from operating activities		
Profit/(Loss) before taxation	2,383	(8,139)
<i>Adjustments for:</i>		
Interest expense	252,943	252,409
Interest income	(284,938)	(281,174)
Operating loss before working capital movement	(29,612)	(36,904)
Movement in other receivables	(7,956)	(827)
Movement in other payables	14,289	9,392
Cash flow used in operations	(23,279)	(28,339)
Interest received	587,341	562,348
Interest paid	(476,531)	(476,281)
Taxation paid	–	(8,052)
Net cash generated from operating activities	87,531	49,676
Net movement in cash at bank	87,531	49,676
Cash at bank at beginning of period	370,630	362,694
Cash at bank at end of period	458,161	412,370

The notes on pages 9 to 15 are an integral part of these condensed interim financial statements.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Bortex Group Finance plc (the “Company”) is a limited liability company incorporated in Malta. Its registered office is provided on page 2. The Company’s principal activity, which is unchanged since last year, is that of financing other companies within the Bortex Group namely Roosendaal Hotels Limited, Roosendaal Trading Limited and Bortex Clothing Industry Company Limited through a debt security in issue.

By virtue of an offering memorandum dated 30 October 2017 the Company issued 127,500 3.75% annual interest-bearing bonds with a face value of €100 each to the general public. The proceeds received therefrom were advanced to related companies at an annual interest rate of 4.5% which was subsequently amended to 4.7%. The bonds are redeemable at par and are due for redemption on 1 December 2027. The bonds are guaranteed by Bortex Group Holdings Company Limited, which has bound itself jointly and severally liable with the issuer, for the repayment of the bonds and interest thereon, pursuant to and subject to the terms and conditions in the offering memorandum.

2. BASIS OF PREPARATION

The financial information of the Company as at 30 April 2025 and for the six-month period then ended reflect the financial position and the performance of Bortex Group Finance p.l.c. The comparative amounts reflect the financial position of the Company as included in the audited financial statements ended 31 October 2024 and the unaudited results for the period ended 30 April 2024.

These condensed interim financial statements (‘interim financial statements’) for the period ended 30 April 2025 are being published pursuant to Capital Market Rules 5.74 issued by the Malta Financial Services Authority (‘MFSA’) and the Prevention of Financial Markets Abuse Act, (Cap. 476 of the Laws of Malta). The interim financial statements have been reviewed in terms of ISRE 2410 ‘Review of interim financial information’ performed by the independent auditor of the Company. The interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting and in terms of the Capital Market Rules 5.81 to 5.84.

The interim financial statements have been prepared under the historical cost convention and prepared in accordance with the same accounting policies, presentation and methods of computation adopted in the Company’s most recent annual financial statements for the year ended 31 October 2024.

The interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements as at 31 October 2024, which form the basis for these interim financial statements. These interim financial statements are intended to provide an update on the latest complete set of annual financial statements and accordingly they focus on new activities, events and circumstances.

3. GOING CONCERN

These Interim Condensed Financial Statements have been prepared on a going concern basis which assumes that the Company will continue in existence in the foreseeable future. Bortex Group (comprising of Bortex Group Holdings Company Limited as the Guarantor (the ‘Guarantor’, Roosendaal Hotels Limited, Roosendaal Trading Limited and Bortex Clothing Industry Company Limited) has prepared projections for the coming 12-month period ending 30 June 2026.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS - continued**3. GOING CONCERN - continued**

The projections factor in the current macro-economic environment resulting from a combination of inflation, increase in the interest rates and in importation costs, uncertainties regarding future developments and those inherent to the specific industry in which these companies operate. The Company recognises that the key risk and uncertainty of its operations is that of the potential non-fulfilment of repayment obligations in terms of loan interest and principal by the borrowers, which will in turn cause it to not fulfil the bond repayment obligations. The forecasts project positive cash flows for the Group throughout. As at 31 October 2024, the Group had a cash reserve of €0.675 million, together with unutilised banking overdraft facilities of around €3 million, and forecasts a cash reserve of around €1.5 million by 30 June 2026.

The Directors of the Guarantor have concluded that Bortex Group should be able to ensure that it does meet its commitments both financial and otherwise, and hence, the Company's obligations to bondholders and third parties should be met in full. In this respect, the Company have assessed that Bortex Group Finance plc is expected to have the necessary funds to finance the payment of bond interest falling due in December 2025 and going forward.

On this basis, the Board continues to adopt the going concern basis in preparing the Company's interim condensed financial statements and considers that there are no material uncertainties which may cast doubt about the ability of the Company to continue operating as a going concern.

4. APPLICATION OF NEW OR REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

Standards, interpretations and amendments to published standards effective during the reporting period

During the financial period under review, the Company adopted new standards, amendments and interpretations to existing standards that are mandatory for the accounting period beginning on 1 November 2024. The adoption of these revisions to the requirements of IFRS Accounting Standards as adopted by the EU did not result in changes to the accounting policies as these do not impact the Company.

- Amendments to IAS7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements (issued on 25 May 2023) (effective for financial year beginning on or after 1 January 2024)
- Amendments to IAS 1 Presentation of Financial Statements:
 - Classification of Liabilities as Current or Non-current (issued on 23 January 2020);
 - Classification of Liabilities as Current or Non-current - Deferral of Effective Date (issued on 15 July 2020); and
 - Non-current Liabilities with Covenants (issued on 31 October 2022) (effective for financial year beginning on or after 1 January 2024)
- Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback (issued on 22 September 2022) (effective for financial year beginning on or after 1 January 2024)

The changes resulting from the above standards, interpretations and amendments do not have an impact on the interim condensed financial statements of the Company.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS – continued

4. APPLICATION OF NEW OR REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS - continued

Standards, interpretations and amendment to published standards that are not yet effective

Up to the date of approval of these condensed interim financial statements, certain new standards, amendments and interpretations to existing standards have been published but which are not yet effective for the current reporting year and which and Company has not early adopted but plans to adopt upon their effective date.

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability) (issued on 15 August 2023) (effective for financial year beginning on or after 1 January 2025)
- Amended to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) (issued on 30 May 2024) (effective for financial year beginning on or after 1 January 2026)

New and amended standards – not endorsed and not yet effective:

- IFRS 19 Subsidiaries without Public Accountability: Disclosures (issued on 9 May 2024) (effective for financial year beginning on or after 1 January 2027)
- IFRS 18 Presentation and Disclosure in Financial Statements (issued on 9 April 2024) (effective for financial year beginning on or after 1 January 2027)
- Annual Improvements Volume 11 (issued on 18 July 2024) (effective for financial year beginning on or after 1 January 2026)
- Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 (issued on 18 December 2024) (effective for financial year beginning on or after 1 January 2026)

The changes resulting from these standards, interpretations, and amendments are not expected to have a material effect on the financial statements of the Company.

5. FAIR VALUE OF FINANCIAL INSTRUMENTS

On 30 April 2025 and 31 October 2024, the carrying amounts of cash at bank, receivables, and payables approximated their fair values due to the nature or short-term maturity of these instruments. The fair values of the non-current interest-bearing loans receivable and the debt securities in issue are as disclosed below:

		Carrying amount	Fair value
Loans receivable (Note 6)	30 April 2025	12,558,348	11,994,939
	31 October 2024	12,567,079	12,295,838
Debt securities in issue (Note 8)	30 April 2025	12,677,157	12,367,500
	31 October 2024	12,663,277	12,750,000

The current market interest rates utilised for discounting purposes, are almost equivalent to the respective instruments' contractual interest rates. These interest rates are deemed observable and accordingly the fair value estimates of the loans receivable have been categorised as Level 2 within the fair value measurement hierarchy required by IFRS 13: Fair Value Measurement. The fair value estimate of the debt securities in issue is deemed Level 1 as it constitutes a quoted price in an active market.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS - continued
6. LOANS RECEIVABLE

	30 April 2025	31 October 2024
	€	€
	(unaudited)	(audited)
Non-current		
Loans to fellow subsidiaries	12,558,348	12,567,079
Current		
Accrued interest income	244,726	538,397

The proceeds from the debt securities in issue (Note 8) have been advanced by the Company to Roosendaal Hotels Limited, Roosendaal Trading Limited and Bortex Clothing Industry Company Limited (fellow subsidiaries forming part of the Bortex Group). As noted in the prospectus dated 30 October 2017, the Bortex Group is utilising these proceeds to invest in each of the following projects: (i) refurbishment and extension of the newly branded Hotel 1926 Le Soleil in Sliema, Malta; (ii) international retail expansion strategy, particularly via the opening of Gagliardi retail outlets overseas; (iii) development of a mixed-use complex in Mriehel, Malta; (iv) redevelopment of the Group's existing retail outlet in Mosta, Malta; and (v) refurbishment of 1926 Le Parisot in Valletta, Malta.

As at 30 April 2025, loans are subject to fixed interest at a rate of 4.7% (2024: 4.5%), unsecured and repayable by not later than 1 December 2027. Interest is paid annually on 1 December. The change in interest was applicable from 1 December 2023 and was accounted for as modification to the financial assets with change between expected cash flows discounted at the original effective interest rate recorded as other income amounting to €89,664 during the financial year ended 31 October 2024.

On 31 October 2024, management has completed an analysis which considers both historical and forward-looking qualitative and quantitative information, to determine if the loan receivables and accrued interest receivable have low credit risk. In this analysis, management also consider factors that would demonstrate whether credit risk on the loan receivable has increased significantly since initial recognition.

Management has updated the cash flow forecasts for the coming 14-month period (covering up to June 2026) and expects that the related parties to whom the Company has granted the loans will have sufficient cash throughout that period to meet all of their working capital and other obligations, including repayment of the interest on the loan receivable. Management does not expect there to be adverse changes in economic and business conditions over the same period which would reduce the ability of these related parties to repay the loan receivable.

Consequently, management has determined that there are no indications that credit risk has increased from initial recognition or is expected to increase significantly in the next 12 months. Thus, loans receivable are low credit risk and the loan receivable falls within 'stage 1' of IFRS 9's impairment model and 12-month expected credit losses can be calculated.

Since the Group is not credit-rated, management has decided to use the probability of default ('PD') for lowest rating for an investment grade loan to assess whether a material impairment provision is required for the loan receivables and other related party transactions. Management used the 12-month PDs published by S&P Global rating for a BBB- loan being 0.21% (2024: 0.21%).

Assuming a loss given default ('LGD') of 100% (that is, there are no collateral or other credit enhancement supporting the loan), applying this to the loans would result to an immaterial amount.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS - continued
7. CASH AT BANK

For the purposes of the statement of cash flows, cash comprise the following:

	30 April 2025	31 October 2024
	€	€
	(unaudited)	(audited)
Cash at bank	458,161	370,630

8. DEBT SECURITIES IN ISSUE

	30 April 2025	31 October 2024
	€	€
	(unaudited)	(audited)
Non-current		
127,500 3.75% Bonds 2027	12,677,157	12,663,277
Current		
<i>Accrued interest</i>	209,711	447,180

By virtue of an offering memorandum dated 30 October 2017, the Company issued €12,750,000 bonds with a face value of €100 each. The bonds have a coupon interest of 3.75% which is payable annually in arrears on 1 December of each year. The bonds are redeemable at par and are due for redemption on 1 December 2027, unless they are previously re-purchased and cancelled.

The bonds are guaranteed by Bortex Group Holdings Company Limited, which has bound itself jointly and severally liable with the Company, as issuer of the bonds, for the repayment of the bonds and interest thereon, pursuant to and subject to the terms and conditions in the prospectus.

The bonds were admitted on the Official List of the Malta Stock Exchange on 4 December 2017. The quoted market price for the bonds as at 30 April 2025 was €97 (31 October 2024: €100). The fair value of the bond and its carrying amount is disclosed in Note 5.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS - continued

8. DEBT SECURITIES IN ISSUE - continued

As at 30 April 2025, bonds having a face value of €314,144 (31 October 2024: €314,144) were held by the Company's directors and key management personnel.

In accordance with the provision of the prospectus, the proceeds from the bond issue have been advanced by the Company to related parties (Note 6).

The bonds are at the amount of the net proceeds adjusted for the amortisation of the difference between the net proceeds and the redemption value of such bonds, using the effective interest method as follows:

	30 April 2025	31 October 2024
	€	€
	(unaudited)	(audited)
Original face value of bonds issued	12,750,000	12,750,000
Bond issue costs	253,373	253,373
Accumulated amortisation	(180,530)	(166,650)
Closing net book amount of bond issue costs	72,843	86,723
Closing carrying amount of the bonds	12,677,157	12,663,277

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS - continued
9. RELATED PARTIES

The immediate and ultimate parent company of Bortex Group Finance plc is Bortex Group Holdings Company Limited, a company registered in Malta, with its registered address at 'St. Therese', Hughes Hallet Street, Sliema. Bortex Group Holdings Company Limited and its subsidiaries constitute the Bortex Group. The entities consisting of the Bortex Group are ultimately fully owned by Mr Peter Paul Borg and Ms Karen Borg. Accordingly, companies which are ultimately owned and controlled by these individuals are considered to be related parties to the Bortex Group.

The Company's related parties include the ultimate beneficial owners, and all other parties forming part of the Bortex Group and key management personnel. Details of transactions between the Company and its other related parties are disclosed below.

Transactions with other related parties

During the period ended 30 April 2025 and 2024, the Company entered into the following transactions:

	For the six months ended 30 April	
	2025	2024
	€	€
	(unaudited)	(unaudited)
Transactions with other related parties		
Interest income	284,938	281,174
Recharges of salaries	(3,926)	(3,926)

Transactions with key management personnel

During the period ended 30 April 2025, the Company made transactions with key management personnel as disclosed below.

	30 April	
	2025	2024
	€	€
	(unaudited)	(unaudited)
Directors' fees	9,000	9,000

As at 30 April 2025, securities debt in issue having a face value of €314,144 (2024: €314,144) were held by the Company's directors and key management personnel.

Related party balances

As at 30 April 2025, the Company had outstanding balances with related parties. The amounts are disclosed in Note 6 to these condensed interim financial statements. The terms and conditions in respect of these balances are disclosed in respective notes.