

Grand Harbour Marina p.l.c.

Annual Report

2025

Grand Harbour Marina p.l.c.

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Grand Harbour Marina p.l.c.

Chairman's Statement

Year Ended 31 December 2025

Overview

Summary of Group Results (assuming a proportional consolidation of the investment in joint venture)

	2025			2024		
	Grand Harbour Marina	45% Share of IC Cesme	Combined	Grand Harbour Marina	45% Share of IC Cesme	Combined
	€m	€m	€m	€m	€m	€m
Revenues	5.16	4.42	9.58	8.23	4.14	12.37
Operating profit	1.70	2.12	3.82	3.44	2.22	5.66
Profit before tax	0.86	2.44	3.30	2.37	2.67	5.04
Net income	0.41	2.02	2.43	1.92	1.51	3.43

All figures above are shown before applying IFRS 11 *Joint Arrangements* which would exclude the results of the Group's joint ventures from the detailed lines of the Statement of profit or loss and other comprehensive income.

Grand Harbour Marina p.l.c. Consolidated

The Consolidated Financial Statements for the year ended 31 December 2025 include the 45% beneficial interest of Grand Harbour Marina p.l.c. ("GHM" or the "Company") in IC Cesme Marina Yatirim, Turizm ve Isletmeleri Anonim Sirketi ("IC Cesme"), and the results of a wholly owned subsidiary, Maris Marine Limited ("MML"), the latter being immaterial.

Total revenue at GHM fell from €8.23 million to €5.16 million, while the Group's share of revenues at IC Cesme increased to €4.42 million in 2025, compared to €4.14 million in 2024. Operating profit, Profit before tax and Profit after tax at GHM fell by €1.74 million, €1.51 million and €1.51 million respectively compared to 2024. The Group's share of IC Cesme's Operating profit and Profit before tax fell by €0.10 million and €0.23 million respectively, whilst the Profit after tax increased by €0.51 million.

Grand Harbour Marina

€m	Annual Results				
	2025	2024	2023	2022	2021
Marina operating revenues	5.1	8.2	4.3	3.9	3.6
Direct costs	(1.2)	(2.6)	(0.9)	(0.8)	(0.7)
Operating expenses	(2.2)	(2.2)	(1.6)	(1.5)	(1.3)
EBITDA	2.1	3.4	1.8	1.6	1.6
PBT	0.9	2.4	0.7	0.5	0.4
Net income	0.4	1.9	0.3	0.2	0.1
Capital expenditure	0.1	0.3	0.2	0.1	0.0

Grand Harbour Marina p.l.c.

Chairman's Statement (continued)

Year Ended 31 December 2025

Grand Harbour Marina (continued)

Trading

Revenue for the year ended 31 December 2025 amounted to €3.1 million lower than 2024, which included a one-off berth sale of €3.8 million. Excluding this non-recurring item, underlying revenue for 2025 increased by €0.7 million compared to 2024. The increase was primarily driven by €0.2 million higher income from annual contracts, mainly reflecting tariff increases, €0.3 million higher revenue from superyacht visitors, attributable to increased traffic levels; and €0.2 million higher electricity income, reflecting higher consumption levels. This performance reflects improved recurring operating activity during the year.

The Company registered EBITDA of €2.1 million, falling short of last year's results. With net finance costs of €0.8 million (primarily made up of €0.7 million bond interest cost, €0.4 million interest expense on lease liabilities less interest income of €0.3 million) and depreciation of €0.4 million, the Company achieved €0.9 million profit before tax (2024: €2.4 million). GHM paid €0.7 million dividends during the year (2024: €1.2 million).

Marketing and Corporate Social Responsibility

The Company remains committed to its social responsibilities, conducting business in an ethical manner, protecting the environment it operates in and contributing to the activities organised by the neighbouring communities of the three cities.

During 2025, the marina supported the Birgu Local Council sponsoring festive events and the annual Birgu children Christmas party.

The marina continues supporting international events for the promotion of the Maltese islands abroad, in particular hosting the Rolex Middle Sea Race participants and the annual Malta Boatshow.

Valuation

The market capitalisation of GHM on the Malta Stock Exchange on 30 March 2026 amounted to €20.00 million (15 April 2025: €16.00 million).

Grand Harbour Marina p.l.c.

Chairman's Statement (continued)

Year Ended 31 December 2025

IC Cesme

€m	Annual Results (for 100% of the Marina)				
	2025	2024	2023	2022	2021
Seaside revenues	6.5	6.0	4.9	2.8	2.2
Landside revenues	3.3	3.2	2.4	2.3	1.7
Total revenues	9.8	9.2	7.3	5.1	3.9
Direct costs	(0.5)	(0.6)	(0.9)	(0.6)	(0.3)
Operating expenses	(3.9)	(3.1)	(2.6)	(2.2)	(1.4)
EBITDA	5.4	5.5	3.8	2.3	2.2
PBT	5.4	5.9	4.5	4.5	(2.6)
Net income	4.5	3.3	5.9	3.0	(1.9)
Capital expenditure	0.3	0.3	0.1	0.1	0.2

Trading

IC Cesme, the Company's 45% joint venture with IC Holdings, maintained strong operational momentum across both seaside and landside segments throughout 2025. This performance was achieved against a continued hyperinflationary backdrop in Turkey. While government fiscal measures successfully decelerated the inflationary trend, with the annual Consumer Price Index (CPI) easing to 30.9% in 2025, down from 44.4% in 2024, macroeconomic headwinds persisted. Furthermore, the Turkish Lira experienced a 13% annual average depreciation against the Euro during the period. Through competitive pricing strategies and robust operational execution, the venture achieved revenue growth in both segments that exceeded 2024 results in real terms.

Revenues in 2025 increased by €0.6 million compared to 2024, emanating mainly from the seaside revenues which increased by €0.5 million, reflecting the increase on berthing prices.

Direct costs decreased by €0.1 million due to the reverse osmosis system commissioned in June 2025. The EBITDA for 2025 amounts to €5.4 million (2024: €5.5 million). After deducting depreciation, IFRS 16 related adjustment, finance costs, foreign exchange losses and hyperinflationary adjustment, the Profit before tax amounts to €5.4 million (2024: €5.9 million). Profit after tax of €4.5 million (2024: €3.3 million) reflected a tax charge of €0.9 million (2024: tax charge of €2.6 million).

The Group's 45% share of IC Cesme's after tax profit of €2.0 million (2024: €1.5 million) is included within its total share of profit of equity-accounted investees.

Marketing and Corporate Social Responsibility

In 2025, IC Cesme Marina (the marina in Turkey, operated by IC Cesme) reinforced its market leadership and ESG profile through high-impact events and community initiatives. Key maritime fixtures, including the Arkas Aegean Link Regatta and Big Fish 2025, successfully consolidated the marina's reputation as a premier international sailing and sports hub.

Strategic destination marketing was further advanced by hosting the SKAL International World Congress in October, showcasing the region to over 400 global tourism professionals from 37 countries.

On the environmental front, the marina expanded its sustainability footprint through:

- Local Heritage: Continued annual olive oil production utilizing on-site resources, and
- Biodiversity: Participation in the "Sakız Ağacım Çeşme" reforestation project, planting 100 mastic tree saplings to mark World Soil Day, with a formal commitment to an additional 100-tree donation in 2026.

Grand Harbour Marina p.l.c.

Chairman's Statement (continued)

Year Ended 31 December 2025

Group Outlook

These results reflect the stability of our business model, despite the uncertainties caused by the geopolitical tensions around the world and the potential global trade war.

The Board of Directors of the Company (the "**Board**") monitor the direct and indirect impacts of these situations on the business model and cash flow generation, and reaffirm the Group is well-positioned to meet the challenges posed by economic uncertainties.

We thank our partners in Turkey for the continued collaboration, First Eastern for their support, our employees for their dedication, commitment and hard work, and our clients for the continued trust they place in us.

Signed by the Company's Chairman, Lawrence Zammit, on 30 March 2026 as per Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report Financial Statements 2025.

Grand Harbour Marina p.l.c.

Directors' Report

Year Ended 31 December 2025

The directors of the Company have prepared this directors' report for the Company in accordance with Article 177 of the Companies Act (Cap. 386, Laws of Malta) (the "**Companies Act**") including the further provisions as set out in the Sixth Schedule to the Companies Act.

Board of Directors

Lawrence Zammit (Chairman)
Franco Azzopardi
Elizabeth Ka Yee Kan
Man-Yi Ho
Chi-Keung Ng

Principal Activities

The principal activities of the Company relate to the operation of the Grand Harbour Marina, in Vittoriosa, Malta (the "**GH Marina**"), through which it provides berthing facilities and other quayside and marina related services to yachts, including superyachts.

Currently the Company owns the Grand Harbour Marina in Malta, and the 45% beneficial interest in IC Cesme which operates the Çeşme Marina. The two marinas are operated and managed in association with the internationally well-known company Camper & Nicholsons Marinas Limited ("**CNML**"), a company largely involved in the management and operation of marinas worldwide.

The principal activities of the Company and its joint venture entity are therefore the acquisition, development, operation and management of marinas and marina related real estate, to seek prospective customers to berth their vessels within the facilities at the Marina and at the marina in Turkey, and to service their respective existing customers by providing the high-quality service required by both yacht owners and their crews.

Review of Business Development and Financial Position

The Chairman's Statement reviews the development of the business of the Company and its joint venture for the reporting year. The results of its operations are set out in the Statements of Profit or Loss and Other Comprehensive Income.

The financial position at 31 December 2025, as disclosed in the Statement of Financial Position as at this date, reflects a healthy state of affairs.

Grand Harbour Marina p.l.c.

Directors' Report (continued)

Year Ended 31 December 2025

Future Developments

The directors of the Company continue to place emphasis on improving operating efficiency at both the Company and IC Cesme to strengthen the sustainability of the Company.

Furthermore, despite the uncertainties caused by the geopolitical tensions around the world and the potential global trade war, the directors have confidence that the investment in IC Cesme will continue reaping benefits, thereby generating increasing value for the shareholders.

Principal Risks and Uncertainties

A financial risk management overview is given in note 29 to the financial statements and presents information about the Company's and Group's exposure to risk, the objectives, policies and processes for measuring and managing risk and the Company's management of capital. Apart from the risks explained under that note which also form an integral part of this report, the Company is exposed to other principal business and operational risks as explained below.

The financial performance of the Company partly depends on the timing, number and extent of berth sales. Whereas the Company's business model has been shifting towards a financial performance based on the maximisation of marina occupancy and closer management of costs, there inevitably remains an exposure, to a certain extent, to the risks associated with the trends and future outlook of the berth sale industry as a whole. Inevitably, the Company is also exposed to competition from other marinas, locally and abroad. In addition, there may be matters, outside the control of the Company which may have a negative impact on the development of the marina, namely, the development of the surrounding areas.

Going Concern

The Directors have reviewed the Company's budget for the next financial year. On the basis of this review, after making enquiries, and in the light of the current financial position and the funding arrangements in place, the directors confirm, in accordance with Capital Markets Rule 5.62 of the Capital Markets Rules issued by the Malta Financial Services Authority (the "Rules"), that they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Dividends and Reserves

The company paid a gross dividend of €0.79m during 2025 (2024: €1.39m).

The movements on reserves and the amounts carried forward to next year are as set out in the Statement of Changes in Equity.

Auditors

Deloitte Audit Limited have expressed their willingness to continue in office. A resolution proposing the reappointment of Deloitte Audit Limited as auditors of the Company will be submitted at the forthcoming annual general meeting of the Company.

Grand Harbour Marina p.l.c.

Directors' Report (continued)

Year Ended 31 December 2025

Disclosure in terms of the Rules

Pursuant to Rule 5.64

Share capital structure

The Company's authorised and issued share capital is two million and four hundred thousand Euro (€2,400,000) divided into twenty million (20,000,000) fully paid-up ordinary shares of a nominal value of twelve Euro cents each (€0.12). All of the issued shares of the Company form part of one class of ordinary shares in the Company, which shares are listed on the Malta Stock Exchange. All shares in the Company have the same rights and entitlements and rank *pari passu* between themselves.

The following are highlights of the rights attaching to the shares:

Dividends:	The shares carry the right to participate in any distribution of dividend declared by the Company;
Voting rights:	Each share is entitled to one vote at meetings of shareholders;
Pre-emption rights:	Subject to the limitations contained in the memorandum and articles of association, shareholders in the Company shall be entitled, in accordance with the provisions of the Company's memorandum and articles of association, to be offered any new shares to be issued by the Company in proportion to their then current shareholding, before such shares are offered to the public or to any person not being a shareholder;
Capital distributions:	The shares carry the right for the holders thereof to participate in any distribution of capital made whether on a winding up or otherwise;
Transferability:	The shares are freely transferable in accordance with the rules and regulations of the Malta Stock Exchange, applicable from time to time;
Other:	The shares are not redeemable and not convertible into any other form of security;
Mandatory takeover bids:	Chapter 11 of the Rules, implementing the relevant provisions of Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids, regulates, <i>inter alia</i> , the acquisition by a person or persons acting in concert of the control of a company and provides specific rules on takeover bids, squeeze-out rules and sell-out rules. The shareholders of the Company may be protected by the Rules in the event that the Company is subject to a Takeover Bid (as defined therein). The Rules may be viewed on the official website of the Malta Financial Services Authority - www.mfsa.com.mt .

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Directors' Report (continued)

Year Ended 31 December 2025

Disclosures in terms of the Rules (continued)

Pursuant to Rule 5.64 (continued)

Holdings in excess of 5% of the share capital

On the basis of information available to the Company as at the 31 December 2025, Camper & Nicholsons Marina Investments Limited held 17,393,590 shares in the Company, equivalent to 86.97% of its total issued share capital.

Other than the aforesaid, no person holds any shareholding in excess of 5% of the total issued share capital of the Company.

Appointment/Replacement of Directors

In terms of the memorandum and articles of association of the Company, the directors of the Company shall be appointed by the shareholders in the annual general meeting as follows:

- (a) Any shareholder/s who in the aggregate hold not less than 200,000 shares having voting rights in the Company shall be entitled to recommend to the Company's Nominations Committee (as defined in the memorandum and articles of association of the Company) a fit and proper person for appointment as a director of the Company. The directors themselves or the Nominations Committee may make recommendations and nominations to the shareholders for the appointment of directors at the next following annual general meeting.
- (b) Shareholders are granted a period of at least fourteen (14) days to recommend candidates to the Nominations Committee for appointment as Directors. Such notice may be given by the publication of an advertisement in at least two (2) daily newspapers. All such nominations, including the candidate's acceptance to be nominated as director, shall on pain of disqualification be made on the form to be prescribed by the directors from time to time and shall reach the Office not later than fourteen (14) days after the publication of the said notice (the "**Submission Date**"); provided that the Submission Date shall not be less than ninety (90) days prior to the date of the annual general meeting or any other meeting, as the case may be, appointed for such election. Nominations to be made by the directors or the Nominations Committee shall also be made by not later than the date established for the closure of nominations to shareholders.
- (c) Following the expiry of the fourteen (14) day period set-out in (b) above, the Nominations Committee shall assess the recommendations submitted to it and in so doing, it shall ensure that appointments to the Board of Directors is made on merit and against objective criteria. In addition, the Nominations Committee ought to ensure that any persons recommended whose candidacy shall be recommended to the shareholders of the Company for approval, are in a position to dedicate sufficient time and resources to the job. Decisions of the Nominations Committee are made by a majority vote.

Grand Harbour Marina p.l.c.

Directors' Report (continued)

Year Ended 31 December 2025

Disclosures in terms of the Rules (continued)

Pursuant to Rule 5.64 (continued)

Appointment/Replacement of Directors (continued)

- (d) The Nominations Committee is tasked with periodically assessing the skills, knowledge and experience of the individual directors in order for the Board to have the appropriate level of skill, competence and experience that would endow the Board with the requisite collective knowledge and skill necessary for the proper functioning of the Company and its oversight by the Board. If, in the opinion of the Nominations Committee, the then current complement of the Board provides the Board with the appropriate skills, knowledge and experience and that there would be no value for the Company to change the then current composition of the Board, the Nominations Committee may determine that any retiring directors pursuant to the provisions of the memorandum and articles of association of the Company shall be re-eligible for re-appointment to their office.
- (e) Directors of the Company shall be elected at every annual general meeting of the Company.
- (f) At the general meeting at which the election of directors is to take place the Chairman shall propose the name of each candidate who has been declared by the Nominations Committee as fit and proper to occupy the office of Director and whose nomination has been duly approved by the Nominations Committee in accordance with the process set-out in the memorandum and articles of association of the Company (an **"Approved Candidate"**). The Chairman of the Company shall propose the name of each Approved Candidate proposed for election and the shareholders shall take a separate vote for each Approved Candidate (either by a show of hands or through a poll). Each shareholder shall be entitled, in the event of a poll, to use all or part only of his votes on a particular candidate. The directors shall further ensure that any Member may vote for each candidate by proxy.
- (g) Shareholders may vote in favour or against the resolution for the appointment of a director in any election, and a resolution shall be considered carried if it receives the assent of more than than fifty per cent (50%) of the shareholders present and voting at the meeting.
- (h) Upon a resolution being carried, the Approved Candidate proposed by virtue of that resolution shall be considered elected and appointed a director. In the event that the number of Directors elected pursuant to (f) above exceeds the number of vacancies available on the Board, then in such case, the Approved Candidates who obtain the highest number of votes overall amongst all Approved Candidates shall be elected as Directors, up to and not exceeding the number of vacancies available on the Board. Once elected, Directors shall hold office up until the end of the annual general meeting next following their appointment, unless they resign or are removed. Directors whose term of office expires or who resign or are removed are eligible for re-appointment.
- (i) Subject to the above, any vacancy among the directors may be filled by the co-option of another person to fill such vacancy. Such co-option shall be made by the Board and shall be valid until the conclusion of the next annual general meeting.

Grand Harbour Marina p.l.c.

Directors' Report (continued)

Year Ended 31 December 2025

Disclosures in terms of the Rules (continued)

Pursuant to Rule 5.64 (continued)

Procedures for amendment to the Memorandum and Articles of Association

In terms of the Companies Act, the Company may by extraordinary resolution at a general meeting alter or add to its memorandum or articles of association. An extraordinary resolution is one where:

- (a) it has been taken at a general meeting of which notice specifying the intention to propose the text of the resolution as an extraordinary resolution and the principal purpose thereof has been duly given;
- (b) it has been passed by a shareholder or shareholders having the right to attend and vote at the meeting holding in the aggregate not less than seventy-five per cent (75%) in nominal value of the shares issued by the Company represented and entitled to vote at the meeting, and at least fifty-one per cent (51%) in nominal value of all the shares issued by the Company and entitled to vote at the meeting.

If one of the aforesaid majorities is obtained but not both, another meeting shall be duly convened within thirty (30) days to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a shareholder or shareholders having the right to attend and vote at the meeting holding in the aggregate not less than seventy-five per cent (75%) in nominal value of the shares issued by the Company represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares issued by the Company having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.

Board members' powers

The directors are vested with the management of the Company, 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 Company and in this respect have the authority to enter into contracts, sue and be sued in representation of the Company. In terms of the memorandum and articles of association they may do all such things that are not by the memorandum and articles of association reserved for the Company in general meeting.

In particular, the directors are authorised to issue shares in the Company with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the directors may from time to time determine, as long as such issue of equity securities falls within the authorised share capital of the Company. Unless the shareholders otherwise approve in a general meeting, the Company shall not, in issuing and allotting new shares:

- (a) allot any of them on any terms to any person unless an offer has first been made to each existing shareholder to allot to him at least on the same terms, a proportion of the new shares which is as nearly as practicable equal to the proportion in nominal value held by him of the aggregate shares in issue in the Company immediately prior to the new issue of shares; and
- (b) allot any of them to any person upon the expiration of any offer made to existing shareholders in terms of a) above. Any such shares not subscribed for by the existing shareholders may be offered for subscription to the general public under the same or other conditions which however cannot be more favourable to the public than an offer made under (a).

Grand Harbour Marina p.l.c.

Directors' Report (continued)

Year Ended 31 December 2025

Disclosures in terms of the Rules (continued)

Pursuant to Rule 5.64 (continued)

Board members' powers (continued)

Furthermore, the Company may, subject to such restrictions, limitations and conditions contained in the Companies Act, acquire its own shares.

Save as otherwise disclosed herein, the provisions of Rules 5.64.2, 5.64.4 to 5.64.7, 5.64.10 and 5.64.11 are not applicable to the Company.

Signed on behalf of the Company's Board of Directors on 30 March 2026 by Lawrence Zammit (Chairman) and Franco Azzopardi (Director) as per Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report Financial Statements 2025.

Grand Harbour Marina p.l.c.

Statement of the Directors' Responsibilities

The directors are required by the Companies Act to prepare financial statements in accordance with International Financial Reporting Standards as adopted by the EU which give a true and fair view of the state of affairs of the Company and the Group at the end of each financial year, and of the profit or loss of the Company and the Group for the year then ended.

In preparing the financial statements, the directors should:

- select suitable accounting policies and apply them consistently;
- make judgments and estimates that are reasonable; and
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company and the Group will continue in business as a going concern.

The directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the Company and the Group and which enable the directors to ensure that the financial statements comply with the Companies Act. This responsibility includes designing, implementing and maintaining such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The directors are also responsible for safeguarding the assets of the Company and the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Additionally, the directors are responsible for:

- the preparation and publication of the Annual Financial Report, including the consolidated financial statements and the relevant tagging requirements therein, as required by Rule 5.56A, in accordance with the requirements of the European Single Electronic Format Regulatory Technical Standard as specified in the Commission Delegated Regulation (EU) 2021/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the "ESEF RTS"),
- designing, implementing, and maintaining internal controls relevant to the preparation of the Annual Financial Report that is free from material non-compliance with the requirements of the ESEF RTS, whether due to fraud or error,

and consequently, for ensuring the accurate transfer of the information in the Annual Financial Report into a single electronic reporting format.

Statement of responsibility pursuant to the Rules

In accordance with Rule 5.68, we confirm that to the best of our knowledge:

- a) the financial statements give a true and fair view of the financial position of the Company and the Group as at 31 December 2025 and of their financial performance and cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the EU; and
- b) the Directors' Report includes a fair review of the performance of the business and the financial position of the Company and the Group, together with a description of the principal risks and uncertainties that they face.

Signed on behalf of the Company's Board of Directors on 30 March 2026 by Lawrence Zammit (Chairman) and Franco Azzopardi (Director) as per Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report Financial Statements 2025.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Introduction

Pursuant to the Rules, the Company as a company whose securities are listed on a regulated market should endeavour to adopt the Code of Principles of Good Corporate Governance contained in Appendix 5.1 to Chapter 5 of the Rules (the “Code”). In terms of Rule 5.94, the Company is obliged to prepare a report explaining how it has complied with the Code with respect to the financial year under review. For the purposes of the Capital Markets Rules, the Company is hereby reporting on the extent of its adoption of the Code. This report covers the period commencing 1 January 2025 and ending 31 December 2025.

The Company acknowledges that the Code does not dictate or prescribe mandatory rules but recommends principles of good practice. However, the directors strongly believe that such practices are in the best interests of the Company, its shareholders, bondholders and other stakeholders, and that compliance with principles of good corporate governance is not only expected by investors but also evidences the directors' and the Company's commitment to a high standard of governance.

Good corporate governance is the responsibility of the Board, and in this regard the Board has carried out a review of the Company's compliance with the Code during the period under review. As demonstrated by the information set out in this corporate governance statement (the “Statement”), the Company believes that it has, save as indicated herein the section entitled “Non-Compliance with the Code”, throughout the accounting period under review, applied the principles and complied with the provisions of the Code. In the “Non-Compliance with the Code” section, the Board indicates and explains the instances where it has departed from or where it has not applied the Code, as allowed by the Code.

Part 1: Compliance with the Code

Principle 1: The Board

The Board's principal purpose is to provide the required leadership of the Company, to set the present and future strategy of the Company and to ensure proper oversight and accountability.

The Board is composed of directors who are fit and proper to direct the business of the Company with competence and integrity. All the members of the Board are fully aware of, and conversant with, the statutory and regulatory requirements connected to the business of the Company.

The Board currently comprises four (4) non-executive directors (including the Chairman) and one executive director, namely Elizabeth Ka Yee Kan, who is the Chief Executive Officer (the “CEO”) of the Company. All of the directors were elected by the shareholders in general meeting in accordance with article 55 of the articles of association of the Company.

The directors, *inter alia*, exercise prudent and effective control, are accountable for their or their delegates' actions or inactions, regularly review management performance and have a broad knowledge of the business of the Group. The directors are aware of their statutory and regulatory requirements. They allocate sufficient time to perform their responsibilities and regularly attend Board meetings.

The Board delegates specific responsibilities to its committees, namely the Audit Committee and the Nominations Committee. Further details in relation to the responsibilities of the Board, the Audit Committee and the Nominations Committee are found in later sections of this Statement..

Principle 2: Chairman and CEO

During period under review, the chairmanship of the Company was vested with Mr Lawrence Zammit and the position of CEO was occupied by Ms Elizabeth Ka Yee Kan. The roles of CEO and of Chairman are separate from each other.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 1: Compliance with the Code (continued)

Principle 2: Chairman and CEO (continued)

The Chairman's main function is to lead the Board and to set its agenda, a function which the Board believes has been conducted in compliance with the dictates of Code Provision 2.2. The Chairman also ensures that the Board's discussions on any issue put before it, go into adequate depth, that the opinions of all the directors are taken into account, and that all the Board's decisions are supported by adequate and timely information. The Chairman is also entrusted with the responsibility of ensuring that the Company's executive and management team develop a strategy which is agreed to by the Board. The Board considers the present Chairman to be fit and proper to occupy the role.

The CEO leads the Company's management team and ensures that the Company is being managed in line with the strategies and policies set by the Board.

Principle 3: Composition of the Board

The Board currently comprises four (4) non-executive directors, including the Chairman and one (1) executive director, namely Elizabeth Ka Yee Kan, who is the CEO of the Company. The Board considers that the size of the Board is appropriate. The combined and varied knowledge, experience and skills of the Board members provide the balance of competences that are required, add value to the functioning of the Board and give direction to the Company, in line with the strategies and policies set out by the Board itself.

For the purposes of Code Provision 3.2, the Board considers each of Lawrence Zammit and Franco Azzopardi to be independent within the meaning of the Code. In determining the independence or otherwise of its directors, the Board considered, amongst others, the principles relating to independence of directors contained in the Code, the Company's own practice as well as general principles of good practice. Specifically, in determining both Mr. Zammit and Mr. Azzopardi's independence, the Board considered the fact that they have both respectively been directors of the Company for more than thirteen (13) consecutive years. In this regard, the Board is of the view that both Mr. Zammit and Mr. Azzopardi have always respectively maintained their independence of judgment, objectively and independently assessing the Company's and management's performance and that both Mr. Zammit and Mr. Azzopardi are mindful of, and intend on maintaining independence, professionalism and integrity in carrying out their duties, responsibilities and providing judgement as directors of the Company.

The presence of the executive director on the Board is designed to ensure that the Board has direct access to the individuals having the prime responsibility for the executive management of the Company and the implementation of approved policies. Each non-executive director has submitted the declaration to the Board for the purposes of Code Provision 3.4 and has complied with the respective undertakings for the period under review..

Principle 4: The Responsibilities of the Board

The Board has the first level responsibility for executing the four basic roles of Corporate Governance, namely accountability, monitoring, strategy formulation and policy development.

In fulfilling its mandate, the Board assumes responsibility to:

- a) establish appropriate corporate governance standards;
- b) review, evaluate and approve, on a regular basis, long-term plans for the Company;
- c) review, evaluate and approve the Company's budgets and forecasts;
- d) review, evaluate and approve major resource allocations and capital investments;
- e) review the financial and operating results of the Company on the basis of key performance indicators and benchmarking the Company's results against industry norms; and
- f) ensure appropriate policies and procedures are in place to manage risks and internal control.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 1: Compliance with the Code (continued)

Principle 4: The Responsibilities of the Board (continued)

- g) review, evaluate and approve the overall corporate organisation structure, the assignment of management responsibilities and plans for senior management development;
- h) review, evaluate and approve compensation to senior management; and
- i) review periodically the Company's objectives and policies relating to social, health and safety and environmental responsibilities.

The Board has established a clear internal and external reporting system to ensure that the Board has access to accurate, relevant and timely information. The Board has ensured that policies and procedures are in place to maintain the highest standards of corporate conduct of the Company and its employees.

During its meetings, the Board regularly discusses the directors' statutory and fiduciary duties, the Company's operations and prospects, the skills and competence of senior management, the general business environment and the Board's expectations.

Principle 5: Board Meetings

For the period under review, the Board has implemented a policy to meet at least once every quarter. Board meetings concentrate mainly on strategy, operational performance and financial performance of the Company. After each Board meeting and before the next, Board minutes that faithfully record attendance, key issues and decisions are sent to the directors. As a matter of practice, Board meetings are set well in advance of their due date and each director is provided with detailed Board papers relating to each agenda item. Management prepares detailed reviews for each Board meeting covering all aspects of the Company's business.

During 2025, the Board met four (4) times. Meetings were attended as follows:

Members	No of Meetings held: Four (4) Attended
Lawrence Zammit (Chairman)	4
Franco Azzopardi	4
Elizabeth Ka Yee Kan	4
Man Yi Ho	4
Chi Keung Ng	4

The Board also delegates specific responsibilities to the management team of the Company, the Audit Committee and the Nominations Committee, which operate under their formal terms of reference.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 1: Compliance with the Code (continued)

Principle 5: Board Meetings (continued)

Board Committees

Audit Committee

The Board delegates certain responsibilities to the Audit Committee, the terms of reference of which reflect the requirements stipulated in the Rules. As part of its terms of reference, the Audit Committee has the responsibility to, if required, vet, approve, monitor and scrutinise related party transactions, if any, falling within the ambit of the Rules and to make its recommendations to the Board on any such proposed related party transactions. The Audit Committee also establishes internal procedures and monitors these on a regular basis. The terms of reference for the Audit Committee are designed both to strengthen this function within the Company and to widen the scope of the duties and responsibilities of this Committee.

The Committee also has the authority to summon any person to assist it in the performance of its duties, including the Auditors of the Company who are invited to all relevant meetings.

For the period under review, the Audit Committee was composed of Franco Azzopardi (non-executive director and Chairman of the Audit Committee), Lawrence Zammit (non-executive director and Chairman of the Company) and Man Yi Ho (non-executive director). The Chairman of the Audit Committee is appointed by the Board and is independent of the Company. Lawrence Zammit and Franco Azzopardi are independent. In assessing their independence, the Board considered the criteria set out in Rule 5.119, including as far as both Lawrence Zammit and Franco Azzopardi are concerned, the fact that they have respectively served as directors of the Company for more than thirteen (13) consecutive years.

During 2025, the Audit Committee met four (4) times.

Members	No of Meetings held: Four (4) Attended
Franco Azzopardi	4
Lawrence Zammit	4
Man Yi Ho*	3

* Ms. Ho does not participate in meetings which discuss and, where deemed appropriate, approve related party transactions.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 1: Compliance with the Code (continued)

Principle 5: Board Meetings (continued)

Board Committees (continued)

Audit Committee (continued)

The Board considers Mr Franco Azzopardi to be independent and competent in accounting and/or auditing on the basis that Mr Azzopardi qualified as an accountant in 1985 and received a Master of Science in Finance from the University of Leicester in 2006. In accordance with Rule 5.118, the Board considers the members of the Audit Committee as having the required competence jointly as a committee due to their professional background and experience in the marina industry, as well as in other sectors, at both national and international level.

Nominations Committee

As at the date of this Statement, the Nominations Committee is composed of Lawrence Zammit (Chairman and non-executive director), Franco Azzopardi (non-executive director) and Elizabeth Ka Yee Kan (executive director).

As part of its function, the Nomination Committee is tasked with proposing to the Board candidates for the position of director, including persons considered to be independent in terms of the Rules, whilst also considering any recommendations from or nominations made by the shareholders in accordance with the articles of association of the Company. Indeed, the Nominations Committee is empowered, by virtue of the articles of association of the Company, to reject any recommendation made to it if, in its considered opinion, the appointment of the person so recommended as a director could be detrimental to the Company's interests or if such person is not considered fit and proper to occupy that position. All persons who have been deemed fit and proper by the Nominations Committee (following recommendations made by the shareholders) are then submitted for appointment by the shareholders of the Company in general meeting. The Board and the Nominations Committee itself may also make recommendations of fit and proper persons to the shareholders of the Company for appointment at the annual general meeting.

The Nominations Committee also has the function of periodically assessing the skills, knowledge and experience of individual directors necessary for the Board to have the appropriate level of skill, competence and experience that would endow the Board with the requisite collective knowledge and skill necessary for the proper functioning of the Company and its oversight by the Board.

The Nominations Committee is also tasked with informing the recommended candidates, about the expected time commitment required in connection with their roles as directors of the Company. Other significant commitments, including time involvement, of such recommended candidates, are disclosed to the Nominations Committee prior to their appointment.

No member of the Nominations Committee may be present while his nomination as a director of the Company is being discussed by the Nominations Committee.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 1: Compliance with the Code (continued)

Principle 6: Information and Professional Development

The CEO is responsible for the implementation of the strategies set by the Board, management of the business of the Company and to deliver the results. The CEO reports directly to the Board. The Company's senior management, including the CEO, is appointed by the Board.

The Board is responsible for setting the business strategy and overall corporate governance of the Company. The general manager, COO and CFO of the Company attend meetings of the Board as and when requested. The attendance of such persons during Board meetings is designed to ensure that all the directors have direct access to the day-to-day management of the Company's business and to, *inter alia*, ensure that the policies and strategies adopted by the Board are successfully implemented by the Company.

On joining the Board, a director is provided with briefings by the Company's senior management on the different activities within the Company. Each director is made aware of the Company's on-going obligations in terms of the Companies Act, the Rules and other relevant legislation. Directors have access to the advice and services of the Company Secretary who is also the legal counsel to the Board and the Company in order to ensure that each director is aware of his or her legal obligations. The Company is also prepared to bear the expense incurred by the directors requiring independent professional advice should they judge it necessary to discharge their responsibilities as directors. The Board actively also considers the professional and technical development of all directors and senior management.

The Company recognises the need for a succession plan for the senior management of the Company. The marina service agreement with CNML provides the necessary tool for succession planning purposes. The value added by having this marina service agreement with CNML is the possibility for the Company to tap into any additional resources it may require from time to time. This serves the purpose of also ensuring the continuity of operations of the marina. Appointments and changes to senior management are the responsibility of the CEO and are approved by the Board.

Notwithstanding that the Board has established no formal system yet, the Board and the CEO ensure that the staff morale is duly monitored at all times.

The Board believes that this Principle 6 has been duly complied with for the period under review.

Principle 7: Evaluation of the Board's Performance

The Board is of the view that over the period under review, all members of the Board, individually and collectively, have contributed to proceedings in line with the required levels of diligence and skill. In addition, the Board believes that its current composition endows the Board with a cross-section of skills and experience and achieves the appropriate balance required for it to function effectively.

With respect to the year under review, the Board undertook an evaluation of its own performance, the Chairman's performance and that of its Committees. The Board did not per se appoint a committee to carry out this performance evaluation, but the evaluation exercise was conducted through a discussion at a meeting of the Board. Whilst the Board continuously seeks ways how to reasonably improve its governance structures, the feedback obtained to date was not such to require material changes to the Company's corporate governance structures.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 1: Compliance with the Code (continued)

Principle 8: Committees

Principle Eight A of the Code deals with the establishment of a remuneration committee aimed at developing policies on remuneration for Directors and senior executives and devising appropriate remuneration packages.

The Board does not consider it necessary to constitute separate committees to deal, *inter alia*, with the compensation packages of directors and senior management, as might be appropriate in a larger company.

As is permitted in terms of Code Provision 8.A.2, on the basis of the fact that the remuneration of the directors is not performance-related, the Company has not set up a remuneration committee. The functions which would otherwise be carried out by such committee are carried out by the Board which in so doing, benchmarks the directors' remuneration against the market. Moreover, the Company relies on the constant scrutiny of the Board itself, the Company's shareholders, the market and the rules by which the Company is regulated as a listed company. The Board shall retain this matter under review over the coming year. Principle 8.B of the Code deals with the requirement of a formal and transparent procedure for the appointment of directors to the Board.

A Nominations Committee has been appointed to lead the process for the appointment and nomination of directors as further detailed above.

Principle 9: Relations with Shareholders and with the Market and Principle 10: Institutional Investors

The Board is of the view that over the period under review the Company has communicated effectively with the market through a number of company announcements that it published informing the market of significant events happening within the Company, as well as keeping the market updated with the financial performance of the Company.

The Company also communicates with its shareholders through its annual general meeting (further detail is provided under the section entitled "General Meetings and Shareholders' Rights"). The Chairman arranges for all directors to attend the annual general meeting and for the chairman of the Audit Committee to be available to answer questions, if necessary. The chairman also ensures that sufficient contact is maintained with major shareholders to understand issues and concerns from time to time.

Apart from the annual general meeting, the Company intends to continue with its active communication strategy in the market and shall accordingly continue to communicate with its shareholders and the market by way of the Annual Report and Financial Statements, by publishing its results on a six-monthly basis during the year and through the directors' statements published on a six-monthly basis, and by company announcements to the market in general. The Company recognises the importance of maintaining a dialogue with the market to ensure that its strategies and performance are well understood and disclosed to the market in a timely manner.

The Company's website (<https://cnmarinas.com/grand-harbour-marina/notification-publication/>) also contains information about the Company and its business which is a source of further information to the market. Individual shareholders can raise matters relating to their shareholding at any time throughout the year and are provided with the opportunity to ask questions at an annual general meeting. Minority shareholders may requisition a meeting of shareholders in accordance with applicable law.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 1: Compliance with the Code (continued)

Principle 11: Conflicts of Interest

The directors are aware that their primary responsibility is always to act in the interest of the Company and its shareholders as a whole irrespective of who appointed them to the Board. Acting in the interest of the Company includes an obligation to avoid conflicts of interest.

In the case of conflicts of interest, the Company has strict policies in place which are based on applicable laws, rules and regulations and which allow it to manage such conflicts, actual or potential, in the best interest of the Company. In terms of the articles of association of the Company, a director who is in any way, whether directly or indirectly, interested in a contract or a proposed contract or in any transaction or arrangement with the Company shall declare the nature of his or her interest at a Board meeting. A director shall not vote on any contract or arrangement or any other proposal in which he or she has a material interest.

In situations giving rise to potential conflicts of interest, the conflicted Directors are to act in accordance with the majority decision of those Directors who are not conflicted in the proposed contract, transaction or arrangement, and in line with the advice of outside legal counsel where such is solicited.

The Board believes that this is a procedure that achieves compliance with both the letter and rationale of principles eleven of the Code.

During the period under review, the Company did not enter into any material agreements in which any of the directors had a conflict saving for the agreements referred to in the section entitled "Other Disclosures in terms of the Rules"

All related party transactions are reported at the meetings of the Audit Committee for review.

Principle 12: Corporate Social Responsibility

The Directors are committed to its social responsibilities, conducting business in an ethical manner, protecting the environment it operates in and contributing to activities organised by the neighbouring communities of the three cities in Malta. The Company recognises the importance of its role in the corporate social responsibility arena and seeks to ensure that in its operations the environment is respected. The Directors are also aware of the importance of having good relations with stakeholders and strive to work together with them in order to invest in human capital and safety issues and to adopt environmentally friendly responsible practices.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Part 2: Non-Compliance with the Code

Principle 4: Code Provisions 4.2.7:

Code Provision 4.2.7 recommends 'the development of a succession policy for the future composition of the Board of directors and particularly the executive component thereof, for which the Chairman should hold key responsibility'. In the context of the appointment of directors being a matter reserved exclusively to the Company's shareholders (except where the need arises to fill a casual vacancy), considering that every director retires from office at the annual general meeting, the Company does not consider it feasible to have in place such a succession policy. However, the recommendation to have in place such a policy will be kept under review. An active succession policy is however in place for senior executive positions in the Company.

Principle 7: Code Provision 7.1:

Code Provision 7.1 recommends that *the board should appoint a committee chaired by a non-executive Director in order to carry out a performance evaluation of its role*. The Board did not appoint an *ad hoc* committee for the purpose of undertaking an evaluation of the Board's performance in accordance with the requirements of Code Provision 7.1. The Board believes that the size of the Company and the Board itself does not warrant the establishment of a committee specifically for the purpose of carrying out a performance evaluation of its role. Whilst the requirement under Code Provision 7.1 might be useful in the context of larger companies having a more complex set-up and a larger Board, the size of the Board is such that it should enable it to evaluate its own performance without the requirement of setting up an *ad hoc* committee for this purpose. Additionally, the Board also notes that its performance is subject to the constant scrutiny of the Board itself, the Company's shareholders, the market and the rules by which the Company is regulated as a listed company.

Principle 8: Code Provision 8A:

The Board has not appointed a remuneration committee in line with Code Provision 8A. The Board believes that the size of the Company and the Board itself does not warrant the setting up of an *ad hoc* committee to establish the remuneration packages of individual directors and relies on the constant scrutiny of the Board itself, the Company's shareholders, the market and the rules by which the Company is regulated as a listed company. In addition, the Board took into consideration the fact that the remuneration of the Board is not performance related. The Board intends to keep under review the utility and possible benefits of having a remuneration committee in due course.

Principle 9: Code Provision 9.3:

The Company does not have a formal mechanism in place as required by Code Provision 9.3 to resolve conflicts between minority shareholders and controlling shareholders and no such conflicts have arisen.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Internal Control and Risk Management

The Board reviews and is ultimately responsible for the Company's system of internal controls and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate risk to achieve business objectives, and can provide only reasonable, and not absolute, assurance against normal business risks or loss.

The key features of the Company's system of internal control are as follows:

Organisation The Company operates through the management team of the Company. Such team operates within clear reporting lines and delegation of powers granted by resolution of the Board.

Control environment The Company is committed to the highest standards of business conduct and seeks to maintain these standards across all of its operations. Company policies and employee procedures are in place for the reporting and resolution of improper activities.

The Company has an appropriate organisational structure for planning, executing, controlling and monitoring business operations in order to achieve Company objectives.

Risk identification Company management is responsible for the identification and evaluation of key risks applicable to their respective areas of business.

Financial reporting Financial reporting procedures are in place to identify, control and report major risks. The Board receives periodic management information giving comprehensive analysis of financial and business performance against prior periods and current budgets.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

General Meetings and Shareholders' Rights

Conduct of general meetings

It is only shareholders whose details are entered into the register of members on the record date that are entitled to participate in the general meeting and to exercise their voting rights. In terms of the Rules, the record date falls thirty (30) days immediately preceding the date set for the general meeting to which it relates. The establishment of a record date and the entitlement to attend and vote at general meeting does not, however, prevent trading in the shares after the said date.

In order for business to be transacted at a general meeting, a quorum must be present. In terms of the articles of association of the Company, fifty-one per cent (51%) of the nominal value of the issued equity securities entitled to attend and vote at the meeting constitutes a quorum. If within half an hour, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine. In any event, the adjourned meeting must be held at least ten (10) days after the final convocation is issued and no new item must be put on the agenda of such adjourned meeting. If at the adjourned meeting a quorum is not yet present within half an hour from the time appointed for the meeting, the member or members present shall constitute a quorum. The chairman of the Board presides as chairman at every general meeting of the Company. At the commencement of any general meeting, the chairman may, subject to applicable law, set the procedure which shall be adopted for the proceedings of that meeting. Such procedure is binding on the members.

If the meeting consents or requires, the chairman shall adjourn a quorate meeting to discuss the business left unattended or unfinished. If a meeting is adjourned for thirty (30) days or more, notice of the quorate meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjourned meeting or of the business to be transacted at such quorate meeting.

At any general meeting a resolution put to the vote shall be determined and decided by a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands by:

- I. the chairman of the meeting; or
- II. by at least three (3) members present in person or by proxy; or
- III. any member or members present in person or by proxy and representing not less than one tenth of the total voting power of all members having the right to vote at that meeting; or
- IV. a member or members present in person or by proxy holding equity securities conferring a right to vote at the meeting, being equity securities on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the equity securities conferring that right.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost together with an entry to that effect in the minute book, shall constitute conclusive evidence of the fact without need for further proof. If a resolution requires a particular majority in value, in order for the resolution to pass by a show of hands, there must be present at that meeting a member or members holding in the aggregate at least the required majority. A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at the discretion of the chairman. In the case of equality of votes, whether on a show of hands or on a poll, the chairman has a second or casting vote. On a show of hands every member present in person or by proxy shall have one vote, and on a poll every member shall have one vote for each equity security carrying voting rights of which he is the holder provided that all calls or other sums presently payable by him in respect of equity securities have been paid.

Grand Harbour Marina p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

General Meetings and Shareholders' Rights (continued)

Proxy

Every member is entitled to appoint one person to act as proxy holder to attend and vote at a general meeting instead of him. The proxy holder shall enjoy the same rights to participate in the general meeting as those to which the member thus represented would be entitled. If a member is holding shares for and on behalf of third parties, such member shall be entitled to grant a proxy to each of his clients or to any third party designated by a client and the said member is entitled to cast votes attaching to some of the shares differently from the others. In the case of voting by a show of hands, a proxy who has been mandated by several members and instructed to vote by some shareholders in favour of a resolution and by others against the same resolution shall have one vote for and one vote against the resolution.

The instrument appointing a proxy must be deposited at the office or by electronic mail at the address specified in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting or, in the case of a poll, not less than forty-eight (48) hours before the time appointed for the taking of the poll. The same applies to the revocation of the appointment of a proxy.

A form of instrument of proxy shall be in such form as may be determined by the directors and which would allow a member appointing a proxy to indicate how he would like his proxy to vote in relation to each resolution.

Including items on the agenda

A shareholder or shareholders holding not less than five per cent (5%) of the issued share capital may include items on the agenda of the general meeting and table draft resolutions for items included on the agenda of a general meeting. Such right must be exercised by the shareholder at least forty-six (46) days before the date set for the general meeting to which it relates.

Questions

Shareholders have the right to ask questions which are pertinent and related to the items on the agenda.

Electronic voting

In terms of the articles of association of the Company, the directors may establish systems to:

- a) allow persons entitled to attend and vote at general meetings of the Company to do so by electronic means in accordance with the relevant provisions of the Rules; and
- b) allow for votes on a resolution on a poll to be cast in advance.

Where a shareholder requests the Company to publish a full account of a poll, the Company is required to publish the information on its website not later than fifteen (15) days after the general meeting at which the result was obtained.

Further details on the conduct of a general meeting and shareholders' rights are contained in the memorandum and articles of association of the Company and in chapter 12 of the Rules.

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Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance (continued)

Remuneration Statement

As is permitted in terms of Code provision 8.A.2, on the basis of the fact that the remuneration of the directors is not performance-related, the Company has not set up a remuneration committee. The functions which would otherwise be carried out by such Committee are carried out by the Board.

Remuneration Policy – Senior Executives

The Board determines the framework of the overall remuneration policy and individual remuneration arrangements for its senior executives based on recommendations from the compensation committee of its parent company. The Board considers that these remuneration packages reflect market conditions and are designed to attract appropriate quality executives to ensure the efficient management of the Company. During the current year under review there have been no significant changes in the Company's remuneration policy and no significant changes are intended to be effected thereto in the year ahead. The terms and conditions of employment of each individual within the executive team are set out in their respective indefinite contracts of employment with the Company. None of these contracts contain provisions for termination payments and other payments linked to early termination. The Company's senior executives may be paid a bonus by the Company of up to ten per cent (10%) of their respective salary. The payment of such bonus is based on the financial performance of the Company.

Moreover, share options, pension schemes and profit sharing are currently not part of the Company's remuneration policy.

The Company has opted not to disclose the amount of remuneration paid to its senior executives on the basis that it is commercially sensitive.

Remuneration Policy – Directors

The Board determines the framework of the remuneration policy for the members of the Board as a whole. The maximum annual aggregate emoluments that may be paid to the directors is approved by the shareholders in the annual general meeting. The financial statements disclose an aggregate figure in respect of the directors' remuneration which, with respect to the period under review, amounted to thirty-eight thousand Euros (€38k) (entirely representing a fixed remuneration). As mentioned above, there are no share options and the directors do not receive variable remuneration. Directors' emoluments are designed to reflect the time committed by directors to the Company's affairs. The remuneration of the directors is not performance related.

Signed on behalf of the Company's Board of Directors on 30 March 2026 by Lawrence Zammit (Chairman) and Franco Azzopardi (Director) as per Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report Financial Statements 2025.

Grand Harbour Marina p.l.c.

Other Disclosures in terms of the Rules

Pursuant to Rule 5.70

5.70.1 Material Contracts in relation to which a director of the Company was directly or indirectly interested

Marina Services Agreement between the Company and Camper & Nicholsons Marinas Limited ("CNML")

On the 1 July 2007, the Company entered into a Marina Service Agreement with CNML for an initial period of 3 years and which continues in force thereafter. CNML is entitled to receive from the Company the following fees/charges:

1. in respect of recruitment, operational services and auditing - 2.5% on the sum of the total amounts (gross receipts) from the marina operations with a minimum payment of GBP18k per annum;
2. sales and marketing - GBP3.2k per month and 2.5% on licences in excess of one year;
3. commissioning - sums shall be agreed from time to time in connection with projects undertaken;
4. project services - charges are agreed from time to time; and
5. financial controller support - a rate of GBP48 per hour for actual time spent on GHM work.

Royalty Agreement between the Company and Camper & Nicholsons Marinas International Limited

The Company had formerly entered into an agreement with CNML. The agreement dated 1 April 2004 gives right for the marina to use the name of "C&N" for its operations. CNML was entitled to branding charges of GBP1k per month. This agreement had been replaced by an agreement dated 1 July 2007 between GHM and Camper & Nicholsons (Designs) Limited. Under the terms of this agreement, GHM was obliged to pay Camper & Nicholsons (Designs) Limited 0.25% of turnover as royalties with a minimum amount of GBP10k per annum. This agreement was terminated on 19 December 2008 and replaced by another agreement with Camper & Nicholsons Marinas International Limited. Under the terms of this new agreement the Company is obliged to pay Camper & Nicholsons Marinas International Limited 1.50% of operating turnover as royalties.

Loans between the Company and Camper & Nicholsons Marina Investments Limited ("CNMIL")

As at 31 December 2025, the Company had one loan agreement with CNMIL, amounting to €1,050,000. By virtue of an agreement dated September 2024, the Company rolled over the loan to CNMIL, which has an interest rate payable to the Company of 4.50% per annum and is now repayable by the 30 September 2026.

Elizabeth Ka Yee Kan is also a director of Camper & Nicholsons Marina Investments Limited and other companies forming part of the same group of companies.

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Other Disclosures in terms of the Rules (continued)

Pursuant to Rule 5.70 (continued)

Pursuant to Rule 5.70.2

Company Secretary: Dr Louis de Gabriele LL.D.

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Malta

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Remuneration Report

Year Ended 31 December 2025

This statement on the remuneration of the members of the Board, including the Company's CEO, has been drawn up in compliance with the requirements of Chapter 12 of the Rules, and contains information required by the provisions of Appendix 12.1 to Chapter 12 of the Rules.

The Company's remuneration of the Board is based on the remuneration policy adopted and approved by the shareholders at the annual general meeting of 11 September 2020 (the "**Remuneration Policy**"). The Remuneration Policy was re-approved at the annual general meeting of 25 June 2025 and is available for inspection on the Company's website at:

<https://grandharbourmarina.com/static/23b6fcbc758c8567ad44fc92bb84a346/AGM-2021-Remuneration-Policy.pdf>

1. The Remuneration Policy

The Company's Remuneration Policy determines the basis for remuneration of all members of the Board, and the CEO of the Company. It defines the principles and guidelines that apply to both fixed and variable remuneration, including all bonuses and benefits, which can be awarded to directors and, in the case of variable remuneration, indicate the relative proportion between fixed and variable components.

The Company's Remuneration Policy is intended as a measure to attract and retain suitable candidates for the position of directors, calculated to provide the Company with the appropriate skills, technical knowledge experience and expertise both for the determination of policies and strategies of the Company as well as the supervisory role of the board, which in turn contributes to the performance of the Company. The CEO does not get any form of remuneration from the Company.

The Remuneration Policy was implemented without any deviations from the procedure for the implementation of the remuneration policy as defined in Chapter 12 of the Rules. However, it is worth noting that whilst the Remuneration Policy provides that the Board mandated the Compensation Committee established by Camper & Nicholsons Marina Investments Limited (CNMIL, the parent company) to evaluate the remuneration of the senior executives of the Company and formulate recommendations to the Board, by the end of 2022, the Board took over this role and started benchmarking the remuneration of the directors against the market.

The overall remuneration of the Board consists of two (2) components which are designed to reflect the time committed by the directors to the Company's affairs:

- The basic remuneration, consisting of fixed *honoraria* as sitting members of the Board;
- Additional remuneration where a member of the Board is assigned additional duties to sit on or chair a board committee.

2. The Decision-making process with respect to remuneration

The aggregate emoluments that may be paid to the directors (excluding the CEO) is decided upon by the shareholders in general meeting following a recommendation made to shareholders by the Board.

The Board then decides on the remuneration of the Chairman and the other non-executive directors consisting of a fixed honorarium to each director. The Board also establishes and fixes the remuneration of the CEO with respect to her executive role within the Company.

Grand Harbour Marina p.l.c.

Remuneration Report (continued)

Year Ended 31 December 2025

3. Key principles of remuneration

The Board currently comprises four (4) non-executive directors, including the Chairman, namely Lawrence Zammit, Man Yi Ho, Franco Azzopardi and Chi Keung Ng and one executive director, namely Elizabeth Ka Yee Kan, who is the CEO of the Company.

The aggregate remuneration approved by the shareholders for the financial year ended 31 December 2025 was retained at a maximum of €232,937. This includes the two components of remuneration.

The Chairman and the non-executive directors

Fixed component

The Board believes that in line with local practice the fixed honorarium for non-executive directors is the principal component that compensates directors for their contribution as members of the Board. The Chairman of the Board receives a higher honorarium in view of the role of acting as the most senior non-executive director on the Board and as the person responsible for chairing Board meetings, co-ordinating Board assignments, and generally represents the Company in its interactions with the authorities and key stakeholders.

Non-executive directors who are also delegated to sit on a sub-committee of the Board or otherwise chair such sub-committee are paid fixed additional fixed honoraria for each such assignment.

None of the directors have service contracts with the Company and each non-executive director serves from one annual general meeting to the next, when the appointment of directors is conducted at the annual general meeting. Accordingly, none of the non-executive directors have any entitlement to any compensation if they are removed from office. Such removal would require an ordinary resolution of the shareholders at a general meeting.

The directors are entitled to be paid travel and other reasonable expenses incurred by them in the performance of their duties as directors. The Company does not remunerate the Chairman or the other non-executive directors in any other manner, nor does it provide any loans or other guarantees to them.

Variable component

In line with the Remuneration Policy, the non-executive directors are not entitled to any form of variable remuneration. Table 1 below shows the overall annual remuneration of non-executive directors:

Office	Fixed Honorarium	Additional Remuneration for sitting on subcommittees	Total
	€	€	€
Lawrence Zammit (Chairman)	22,000	3,000	25,000
Franco Azzopardi	10,000	3,000	13,000
Man Yi Ho	nil	nil	nil
Chi Keung Ng	nil	nil	nil

Table 1 - Remuneration of Non-Executive Directors

Grand Harbour Marina p.l.c.

Remuneration Report (continued)

Year Ended 31 December 2025

Executive Director

The Company has one executive, that is also appointed as member of the Board (not *ex officio*). The executive director is the CEO.

Fixed Remuneration- Salary

The CEO does not get any form of remuneration from the Company.

Variable Remuneration- Bonus

The CEO does not get any form of remuneration from the Company.

There has been no change in the remuneration of directors over the course of the year 2025.

THIS REMUNERATION STATEMENT HAS BEEN PREPARED BY THE DIRECTORS AND IS SIGNED BY THE CHAIRMAN AS AUTHORISED BY THE BOARD. IN ACCORDANCE WITH RULE 12.26N, THE EXTERNAL AUDITORS HAVE CHECKED THAT ALL INFORMATION, REQUIRED IN TERMS OF APPENDIX 12.1 TO CHAPTER 12 OF THE RULES, HAS BEEN INCLUDED.

Signed on behalf of the Company's Board of Directors on 30 March 2026 by Lawrence Zammit (Chairman) and Franco Azzopardi (Director) as per Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report Financial Statements 2025.

Grand Harbour Marina p.l.c.

Statement of financial position

As at 31 December 2025

		2025	2024	2025	2024
	Note	Group €000	Group €000	Company €000	Company €000
ASSETS					
Property, plant and equipment	16	3,762	3,979	3,762	3,979
Deferred costs on property, plant and equipment		395	417	395	417
Right-of-use asset	21	4,785	4,920	4,785	4,920
Equity-accounted investee	18	12,685	11,377	2,174	2,174
Investment in debt securities	19	2,974	4,488	2,974	4,488
Non-current assets		24,601	25,181	14,090	15,978
Loan to Parent company	20	1,062	1,049	1,062	1,049
Tax receivable		14	-	14	-
Investment in debt securities	19	7,453	2,966*	7,453	2,966*
Trade and other receivables	22	1,190	1,388*	1,190	1,388*
Cash and cash equivalents	23	4,261	7,525	4,261	7,525
Current assets		13,980	12,928	13,980	12,928
Total assets		38,581	38,109	28,070	28,906
EQUITY					
Share capital	24	2,400	2,400	2,400	2,400
Exchange translation reserve	24	(2,894)	(1,894)	-	-
Fair value reserve	24	(116)	(98)	(116)	(98)
Retained earnings		14,541	12,519	1,136	1,422
Total equity attributable to equity holders of the Company		13,931	12,927	3,420	3,724
LIABILITIES					
Lease liability	21	5,928	5,963	5,928	5,963
Debt securities in issue	26	14,921	14,875	14,921	14,875
Deferred tax liabilities	15	563	650	563	650
Non-current liabilities		21,412	21,488	21,412	21,488
Lease liability	21	24	20	24	20
Bank overdraft	26	2	2	2	2
Taxation payable		-	158	-	158
Trade and other payables	27	1,831	2,232	1,831	2,232
Contract liabilities	28	1,381	1,282	1,381	1,282
Current liabilities		3,238	3,694	3,238	3,694
Total liabilities		24,650	25,182	24,650	25,182
Total equity and liabilities		38,581	38,109	28,070	28,906

*Comparative information has been reclassified to conform to current year presentation.

The accompanying notes are an integral part of these financial statements. The financial statements on pages 31 to 90 were approved and authorised for issue by the Board of Directors on 30 March 2026 and signed on behalf of the Company's Board of Directors by Lawrence Zammit (Chairman) and Franco Azzopardi (Director) as per Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report Financial Statements 2025.

Grand Harbour Marina p.l.c.

Statement of profit or loss and other comprehensive income

For the year ended 31 December 2025

	Note	2025 Group €000	2024 Group €000	2025 Company €000	2024 Company €000
Continuing operations					
Revenue	10	5,161	8,231	5,161	8,231
Direct costs	11	(1,231)	(2,563)	(1,231)	(2,563)
Gross profit		3,930	5,668	3,930	5,668
Selling and marketing expenses	11	(60)	(42)	(60)	(42)
Administrative expenses:					
Depreciation on plant and equipment	16	(303)	(299)	(303)	(299)
Depreciation on right-of-use-asset	21	(135)	(133)	(135)	(133)
Other administrative expenses	11	(1,731)	(2,186)	(1,731)	(2,186)
Operating profit		1,701	3,008	1,701	3,008
Impairment reversal on financial assets	29	4	96	4	96
Finance income	13	259	391	259	391
Finance costs	13	(1,108)	(1,128)	(1,108)	(1,128)
		(845)	(641)	(845)	(641)
Share of equity-accounted investee profit net of tax	18	2,007	1,496	-	-
Profit before tax		2,863	3,863	856	2,367
Income tax expense	15	(442)	(441)	(442)	(441)
Profit for the year attributable to equity holders of the Company		2,421	3,422	414	1,926
Other comprehensive (loss)/ income:					
<i>Items that are or may be reclassified subsequently to profit or loss</i>					
Monetary gain on restating non-monetary items in line with IAS 29	18	301	4,377	-	-
Foreign currency translation differences	18	(1,000)	(224)	-	-
Unrealised fair value movement on debt securities at fair value through other comprehensive income (FVOCI)	19	(15)	106	(15)	106
Reversal of Expected credit losses on debt securities at FVOCI	19	(3)	(1)	(3)	(1)
Other comprehensive (loss)/ income for the year, net of tax attributable to equity holders of the Company		(717)	4,258	(18)	105
Total comprehensive income for the year attributable to equity holders of the Company		1,704	7,680	396	2,031
Earnings per share (€)	14	0.121	0.171		

The accompanying notes are an integral part of these financial statements.

Grand Harbour Marina p.l.c.

Statement of changes in equity

For the Year Ended 31 December 2025

Group	Share capital €000	Translation reserve €000	Fair value reserve €000	Retained earnings €000	Total €000
Balance at 1 January 2024	2,400	(1,670)	(203)	5,943	6,470
Total comprehensive (loss)/ income:					
Profit for the year	-	-	-	3,422	3,422
Other comprehensive (loss)/ income:					
Monetary gain on restating non-monetary items in line with IAS 29	-	-	-	4,377	4,377
Foreign currency translation differences	-	(224)	-	-	(224)
Unrealised fair value movement on debt securities at fair value through other comprehensive income (FVOCI)	-	-	106	-	106
Reversal of Expected credit losses on debt securities at FVOCI	-	-	(1)	-	(1)
Other comprehensive (loss)/ income for the year	-	(224)	105	4,377	4,258
Total comprehensive (loss)/ income for the year	-	(224)	105	7,799	7,680
Transactions with owners of the Company:					
Dividends paid	-	-	-	(1,223)	(1,223)
Balance at 31 December 2024	2,400	(1,894)	(98)	12,519	12,927
Balance at 1 January 2025	2,400	(1,894)	(98)	12,519	12,927
Total comprehensive (loss)/ income:					
Profit for the year	-	-	-	2,421	2,421
Other comprehensive (loss)/ income:					
Monetary gain on restating non-monetary items in line with IAS 29	-	-	-	301	301
Foreign currency translation differences	-	(1,000)	-	-	(1,000)
Unrealised fair value movement on debt securities at fair value through other comprehensive income (FVOCI)	-	-	(15)	-	(15)
Reversal of Expected credit losses on debt securities at FVOCI	-	-	(3)	-	(3)
Other comprehensive (loss)/ income for the year	-	(1,000)	(18)	301	(717)
Total comprehensive (loss)/ income for the year	-	(1,000)	(18)	2,722	1,704
Transactions with owners of the Company:					
Dividends paid	-	-	-	(700)	(700)
Balance at 31 December 2025	2,400	(2,894)	(116)	14,541	13,931

The accompanying notes are an integral part of these financial statements.

Grand Harbour Marina p.l.c.

Statement of changes in equity (continued)

For the Year Ended 31 December 2025

Company	Share capital €000	Fair value reserve €000	Retained earnings €000	Total €000
Balance at 1 January 2024	2,400	(203)	719	2,916
Total comprehensive income:				
Profit for the year	-	-	1,926	1,926
Other comprehensive income:				
Unrealised fair value movement on debt securities at fair value through other comprehensive income (FVOCI)	-	106	-	106
Reversal of Expected credit losses on debt securities at FVOCI	-	(1)	-	(1)
Other comprehensive income for the year	-	105	-	105
Total comprehensive income for the year	-	105	1,926	2,031
Transactions with owners of the Company:				
Dividends paid	-	-	(1,223)	(1,223)
Balance at 31 December 2024	2,400	(98)	1,422	3,724
Balance at 1 January 2025	2,400	(98)	1,422	3,724
Total comprehensive (loss)/ income:				
Profit for the year	-	-	414	414
Other comprehensive (loss)/ income:				
Unrealised fair value movement on debt securities at fair value through other comprehensive income (FVOCI)	-	(15)	-	(15)
Reversal of Expected credit losses on debt securities at FVOCI	-	(3)	-	(3)
Other comprehensive (loss)/ income for the year	-	(18)	-	(18)
Total comprehensive (loss)/ income for the year	-	(18)	414	396
Transactions with owners of the Company:				
Dividends paid	-	-	(700)	(700)
Balance at 31 December 2025	2,400	(116)	1,136	3,420

The accompanying notes are an integral part of these financial statements.

Grand Harbour Marina p.l.c.

Statement of cash flows

For the Year Ended 31 December 2025

	Note	2025 Group €000	2024 Group €000	2025 Company €000	2024 Company €000
Cash flows from operating activities					
Profit for the year		2,421	3,422	414	1,926
Adjustments for:					
Depreciation on plant and equipment	16	303	299	303	299
Depreciation on right-of-use assets	21	135	133	135	133
Change in expected credit losses on financial assets	29	(4)	(96)	(4)	(96)
Share of profit of equity-accounted investee, net of tax	18	(2,007)	(1,496)	-	-
Net finance costs	13	849	737	849	737
Loss on assets retired	16	41	111	41	111
Tax expense	15	442	441	442	441
		2,180	3,551	2,180	3,551
Changes in:					
- Trade and other receivables		198	(260)	198	(260)
- Contract liabilities		99	241	99	241
- Trade and other payables		(402)	822	(402)	822
Cash generated from operating activities		2,075	4,354	2,075	4,354
Interest paid on lease liabilities	21	(326)	(350)	(326)	(350)
Interest paid on debt securities in issue		(675)	(675)	(675)	(675)
Taxes paid		(701)	(466)	(701)	(466)
Net cash from operating activities		373	2,863	373	2,863
Cash flows (used in)/ from investing activities					
Interest received on debt securities		222	158	222	158
Acquisition of property, plant and equipment	16	(105)	(274)	(105)	(274)
Acquisition of debt securities	19	(9,958)	(2,966)	(9,958)	(2,966)
Disposal of debt securities		6,961	-	6,961	-
Principal received from related parties	31	-	3,635	-	3,635
Interest received from related parties	31	35	214	35	214
Net cash (used in)/ from investing activities		(2,845)	767	(2,845)	767
Cash flows used in financing activities					
Dividends paid	24	(700)	(1,223)	(700)	(1,223)
Payment of lease liabilities	21	(92)	(63)	(92)	(63)
Net cash used in financing activities		(792)	(1,286)	(792)	(1,286)
Net movement in cash and cash equivalents		(3,264)	2,344	(3,264)	2,344
Cash and cash equivalents at 1 January*		7,523	5,179	7,523	5,179
Cash and cash equivalents at 31 December*	23	4,259	7,523	4,259	7,523

*Cash and cash equivalents include bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

The accompanying notes are an integral part of these financial statements.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

1 Reporting entity

Grand Harbour Marina p.l.c. (the “Company”) is a public listed company domiciled and incorporated in Malta, with registration number C26891, and the registered office of which is situated at Vittoriosa Wharf, Vittoriosa, Malta.

The consolidated financial statements of the Group as at and for the year ended 31 December 2025 comprise the Company and its subsidiary, (together referred to as the “Group”) and the Group’s beneficial interest of 45% in a joint arrangement, IC Cesme Marina Yatirim, Turizm ve Islemeleri Anonim Sirketi (“IC Cesme”). The Group is itself a subsidiary of Camper & Nicholsons Marina Investments Limited (“CNMIL” or the “Parent company”). The principal activities of the Group are the development, operation and management of marinas.

2 Basis of accounting

Legal Notice 19 of 2009 as amended by Legal Notice 233 of 2016, Accountancy Profession (Accounting and Auditing Standards) (Amendments) Regulations, 2016 (the “Regulation”), defines compliance with generally accepted accounting principles and practice as adherence to International Financial Reporting Standards (IFRS) as adopted by the EU for financial periods starting on or after 1 January 2008. Article 4 of Regulation 1606/2002/EC requires that, for each financial year starting on or after 1 January 2005, companies governed by the law of an EU Member State shall prepare their consolidated financial statements in conformity with IFRS as adopted by the EU if, at their reporting date, their securities are admitted to trading on a regulated market of any EU Member State.

Consequently, the separate and the consolidated financial statements are prepared in conformity with IFRS as adopted by the EU. Details of the Group’s material accounting policy information are included in note 7.

3 Basis of measurement

The financial statements have been prepared on the historical cost basis except investments in debt securities which are measured at fair value on each reporting date, and the investment in a joint venture that is measured under the equity method. Additionally, as disclosed in note 6, the Group’s equity-accounted investee operates in a hyperinflationary economy, accordingly the financial information been expressed in terms of the measuring unit current at the reporting date as a result of the effects of inflation.

The financial statements have also been prepared on a going concern basis as explained below:

Going concern basis

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

4 Functional and presentation currency

These financial statements are presented in Euro (€), which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

5 Use of judgements and estimates

In preparing these financial statements management has made judgements and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

5.1 Judgements, assumptions and estimation uncertainties

Information about judgements, assumptions and estimation uncertainties that have the most significant effects on the amounts recognised in the financial statements, is provided below:

- Information about the recognition of long-term berth sales at a point in time, in line with IFRS 15 *Revenue from contracts with customers*, is found in note 10.4.1,
- As further described in note 18.4, in assessing impairment, management estimates the recoverable amount of the Group's investment in IC Cesme based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

5.2 Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values for financial liabilities.

The Group regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the Group assesses the evidence obtained from third parties to support the valuation in accordance with IFRSs as adopted by the EU. Significant valuation issues are reported to the Group's audit committee.

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

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

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

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

5 Use of judgements and estimates (continued)

5.2 Measurement of fair values (continued)

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in notes 19 and 29.

5.3 Hyperinflation

The Group exercised judgement in determining whether the Turkish economy (being the economy in which the Group's investment in joint venture, IC Cesme, operates) which had become hyperinflationary in 2022, remained hyperinflationary as at the reporting date, and consequently whether the functional currency of its joint venture is the currency of a hyperinflationary economy.

The analysis of the cumulative inflation rate over three years resulted in the Group considering whether Turkey's economy was hyperinflationary. Based on the available information, the Group concluded that this economy remains hyperinflationary.

Management exercises judgement as to when a restatement of the financial statements of a Group entity becomes necessary. Following management's assessment, the Group's investment in its joint venture, IC Cesme, has been accounted for as an entity operating in a hyperinflationary economy. As such, the investment in IC Cesme has been expressed in terms of the measuring unit current at the reporting date. Further information is disclosed in notes 6 and 7.3.

5.4 Geopolitical risks and uncertainties

In line with the European common enforcement priorities for 2025 issued by the European Securities and Markets Authority, the Directors have specifically considered the potential effects of geopolitical risks and heightened global uncertainties on the Group's financial statements, including consideration of:

- a) potential impairment indicators for non-financial assets;
- b) recoverability of trade receivables and expected credit losses;
- c) possible disruptions to operations and supply chains;
- d) liquidity risks and compliance with debt covenants; and
- e) the appropriateness of the going concern assumption.

No indicators of impairment or material adverse financial effects were identified. In reaching this conclusion, management performed an assessment of the potential impact of ongoing geopolitical developments, including armed conflicts and trade restrictions, on the Group's operations, financial position and cash flows.

The Group's customer base and suppliers are geographically diversified and are not directly exposed to jurisdictions currently subject to armed conflict or significant trade restrictions. The Group's core activities are service-based and are not significantly dependent on commodity-linked revenues or complex international supply chains. Historical experience indicates that demand for the Group's services has remained resilient during periods of geopolitical uncertainty, and no disruptions to operations or cost pressures have been identified to date.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

5 Use of judgements and estimates (continued)

5.4 Geopolitical risks and uncertainties (continued)

Management has also reviewed current financial resources and cash flow projections and has not identified any liquidity constraints or adverse financial impacts arising from these developments.

Accordingly, no adjustments to the carrying amounts of assets and liabilities were required as at 31 December 2025, and no material uncertainty has been identified in relation to the Group's ability to continue as a going concern.

6 Significant events

The Group's equity-accounted investee, IC Cesme, operates in Turkey. The Turkish Statistical Institute published the Turkish annual rate of inflation of 31% (2024: 44%) and a 3-year cumulative rate of inflation of 212% (2024: 291%) for the year ended 31 December 2025.

The Group's management considered the above events in light of the accounting rules for entities operating in hyperinflationary economies and determined that the cumulative inflation rate over three years provides evidence that the Turkish economy became hyperinflationary since 2022.

In view of this, IC Cesme's financial position and performance as at 31 December 2025 and 31 December 2024 are being reported by applying *IAS 29 Financial Reporting in Hyperinflationary Economies*. The cumulative impact of adjusting the Group's result for the effects of hyperinflation is detailed in note 18.

7 Material accounting policy information

The Group has consistently applied the following accounting policies to all periods presented in these financial statements.

7.1 Basis of consolidation

7.1.1 Interest in equity-accounted investees

The Group's interests in equity-accounted investees comprises an interest in a joint venture. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interest in joint ventures is accounted for using the equity method in the consolidated financial statements. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date at which significant influence or joint control ceases. Appropriate adjustments to the Group's share of the joint venture's profit or loss after acquisition are made in order to account for depreciation on the depreciable assets based on their fair values at acquisition date.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.1 Basis of consolidation (continued)

7.1.1 Interest in equity-accounted investees (continued)

Investments in equity-accounted investees are stated in the separate financial statements of the Company at cost less impairment, if any. Any amounts advanced / incurred for which settlement is neither planned nor likely to occur in the foreseeable future, are treated as an extension to the Company's net investment therein and included in the carrying amount.

7.2 Foreign currency

7.2.1 Foreign operations

The assets and liabilities of foreign operations are translated into euro at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into euro at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the foreign currency translation reserve.

7.3 Hyperinflation

Where it has been determined that a Group entity or an equity-accounted investee has a functional currency that is the currency of a hyperinflationary economy, the respective entity first applies the requirements of *IAS 29, Financial Reporting in Hyperinflationary Economies*. *IAS 21, The Effects of Changes in Foreign Exchange Rates*, which addresses the translation of the financial information into the Group's presentation currency, is only applied after the requirements of IAS 29 have been complied with. Under IAS 29, the financial statements of Group entities and equity-accounted investees whose functional currencies are the currencies of hyperinflationary economies are adjusted in terms of the measuring unit current at the end of the reporting period. Comparative amounts for such entities are, in accordance with IAS 29, also adjusted in the current year and remeasured in terms of the measuring unit current at the end of the current reporting period.

The carrying amounts of non-monetary assets and liabilities are adjusted under IAS 29 to reflect the change in the general price index from the date of acquisition to the end of the reporting period. An impairment loss is recognised in profit or loss if the restated amount of a non-monetary item exceeds its estimated recoverable amount. On initial application of hyperinflation accounting, prior period financial information is also restated as if the economy had always been hyperinflationary.

Gains or losses on the net monetary position are recognised in profit or loss.

All items recognised in the income statement are restated by applying the change in the general price index from the dates when the items of income and expenses were initially earned or incurred.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.3 Hyperinflation (continued)

At the beginning of the first period of application, the components of equity, except retained earnings, are restated by applying a general price index from the dates the components were contributed or otherwise arose. These restatements are recognised directly in equity as an adjustment to opening retained earnings. Restated retained earnings are derived from all other amounts in the restated statement of financial position. If on initial application of hyperinflation accounting the restated value of the non-monetary assets exceed their recoverable amount, the initial adjustment is capped at the recoverable amount and the net increase is recorded directly in retained earnings. At the end of the first period and in subsequent periods, all components of equity are restated by applying a general price index from the beginning of the period or the date of contribution, if later.

After having first applied IAS 29, the Group then applies IAS 21 to translate foreign currency balances into its presentation currency (euro). Nevertheless, even though Group entities and equity-accounted investees whose functional currencies are the currencies of hyperinflationary economies restate their own comparative financial information as set out above, the Group does not restate comparative amounts in its consolidated financial statements because the Group's presentation currency is that of a non-hyperinflationary economy. The Group's comparative financial information therefore remains unchanged from what it presented in the prior year's consolidated financial statements.

Differences between the comparative amounts as reported in the Group's consolidated financial statements, and as restated by Group entities and equity-accounted investees whose functional currencies are the currencies of hyperinflationary economies, are recognised in the Group's OCI for the current year.

The Turkish economy has been classified as hyperinflationary with effect from 2022. Accordingly, the results, financial position of the Group's joint venture, IC Cesme, have been expressed in terms of the measuring currency unit at the reporting date. For further details, refer to notes 5.3 and 6.

7.4 Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in note 10.

7.5 Finance income and finance costs

The Group and the Company's finance income and finance costs include:

- interest income on investments in debt securities and loan to Parent company,
- interest expense on the lease liability,
- interest expense on bonds in issue (including amortization of bond issue costs),
- the net gain or loss on the disposal of investments in debt securities measured at FVOCI,
- impairment losses (and reversals) on investments in debt securities carried at FVOCI and
- foreign currency gains and losses on financial assets and liabilities, other than those of an operating nature.

Interest income and interest expense is recognised using the effective interest method.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.5 Finance income and finance costs (continued)

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

However, for financial assets that have become credit impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

7.6 Income tax

Income tax expense comprises current and deferred tax and is recognised in profit or loss.

7.6.1 Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

7.6.2 Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.7 Property, plant and equipment

7.7.1 Recognition and measurement

Property, plant and equipment of the Group includes superyacht berths that have been completed but not yet licensed (see below), pontoons, improvements to leased property, motor vehicles, office equipment and assets in the course of construction.

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Any common costs incurred for the berths are allocated equally.

As part of its operating activities, Grand Harbour Marina p.l.c. licenses out superyacht berths, typically for periods ranging between 25 to 30 years. The cost of such berths is apportioned between that part attributable to the initial licensing period, which is recognised immediately in profit or loss, and that part (the residual amount) attributable to the period which extends beyond the initial licensing period. The method of cost apportionment which is based on the discounted revenue from each long-term sale represents a fair reflection of the pattern of future economic benefits estimated to accrue from the licensing of such berths. The residual amount is classified in the balance sheet as 'deferred costs' and included with non-current assets.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

7.7.2 Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives and is recognised in profit or loss. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately. Berths developed and related improvements to leased property are depreciated over the shorter of the lease term and the useful life of the buildings and improvements, unless it is reasonably certain that the Group will obtain ownership of the land by the end of the lease term. The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

• superyacht berths	50 years
• landscaping costs	50 years
• pontoon berths	25 years
• improvements to leased property	10 years
• utility modules and switchboards	10 years
• cable infrastructure	10 years
• motor vehicles, including shipping vessels	5 years
• marine and office equipment	5 years

In note 16.1, landscaping costs, improvements to leased property and utility modules and switchboards are classified under "Improvements to leased property, landscaping and switchboards", while cable infrastructure and marine and office equipment are classified under "Cable infrastructure, marine & office equipment".

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.7 Property, plant and equipment (continued)

7.7.2 Depreciation (continued)

Depreciation commences when the asset is available for use. Superyacht berths are depreciated from the date of full construction up to the point in time when the long-term licensing contract is signed with the licensee, at which time the carrying amount of such berths is apportioned and accounted for as explained in note 7.7.1. Assets in the course of construction are not depreciated.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

7.8 Financial instruments

7.8.1 Recognition and initial measurement

Financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at Fair Value through Profit or Loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

7.8.2 Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI - debt investment; FVOCI – equity investment; or FVTPL. The classification of financial assets under IFRS 9 *Financial Instruments* is generally based on the business model in which a financial asset is managed and its contractual cash flows characteristics.

The Group has financial assets measured at amortised cost which comprise investment in treasury bills, trade and other receivables, loan to Parent company and cash and cash equivalents. The Group also has debt instruments measured at FVOCI which comprise investments in debt securities. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.8 Financial instruments (continued)

7.8.2 Classification and subsequent measurement (continued)

Financial assets (continued)

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows,
- terms that may adjust the contractual coupon rate, including variable-rate features,
- prepayment and extension features, and
- terms that limit the Group's claim to cash flows from specified assets, such as non-recourse features.

Financial assets – Subsequent measurement and gains and losses

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.8 Financial instruments (continued)

7.8.2 Classification and subsequent measurement (continued)

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. These financial liabilities comprise bank overdrafts, trade payables and debt securities in issue. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

7.8.3 Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expired. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

No provision is recognised if an outflow of economic resources as a result of present obligations is not probable. Such events and conditions are disclosed as contingent liabilities unless the outflow of resources is remote.

7.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12 *Income Taxes*.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.10 Impairment

7.10.1 *Non-derivative financial assets*

The Group recognises loss allowances for Expected Credit Losses (“ECLs”) on:

- financial assets measured at amortised cost; namely trade and other receivables, loan to Parent company and cash at bank; and
- debt investments measured at FVOCI, namely investments in debt securities.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- financial assets for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade and other receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information, based on the Group’s historical experience and informed credit assessment and including forward-looking information. Forward-looking information includes the future prospects of the industries in which the Company’s debtors operate, as well as consideration of various external sources of actual and forecast economic information that relate to the Company’s core operations. In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

The Group considers a financial asset to be in default when the debtor is unable to pay its credit obligations to the Group in full. The Group rebuts the 90 days past due presumption since it has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

The Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of investment grade.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.10 Impairment (continued)

7.10.1 *Non-derivative financial assets (continued)*

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instruments.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset. In the case of short-term, interest-free financial assets, such as trade receivables, ECLs are not discounted.

If evidence of a significant increase in credit risk at the individual instrument level is not yet available, the Group performs the assessment of significant increases in credit risk on a collective basis by considering information on, for example, a group or sub-group of financial instruments. Where the Company does not have reasonable and supportable information that is available without undue cost or effort to measure lifetime ECL on an individual instrument basis, lifetime ECL is measured on a collective basis. In such instances, the financial instruments are grouped on the basis of shared credit risk characteristics.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. Impairment losses related to the Parent company loan, cash at bank and trade and other receivables, are presented separately in the statement of profit or loss and other comprehensive income. For debt securities at FVOCI, the loss allowance is presented in profit or loss below the Operating Profit line item and is recognised in OCI.

7.10.2 *Non-financial assets*

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.10 Impairment (continued)

7.10.3 Equity-accounted investees

The impairment assessment in respect of the Group's investment in equity-accounted investees comprises two successive steps:

- (1) apply the equity method to recognise the investor's share of any impairment losses for the investee's identifiable assets; and
- (2) when there is an indication of a possible impairment, test the investment as a whole and recognise any additional impairment loss.

An impairment loss in respect of an equity-accounted investee is measured by comparing the recoverable amount of the investment with its carrying amount. An impairment loss is recognised in profit or loss and is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

7.11 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified; and
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use.

i. As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The estimated useful lives of right-of-use assets as at 31 December 2025 are as follows:

- Properties 3 to 13 years
- Water space 73 years from the balance sheet date

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.11 Leases (continued)

i. As a lessee (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources, particularly the Group's debt securities in issue and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

Variable lease payments that do not depend on an index or rate (such as revenue-based payments) are recognised as an expense as incurred (see note 11.1).

The lease liability is measured at amortised cost using the effective interest method.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property, and lease liabilities, separately in the statement of financial position.

7.12 Earnings per share

The Group presents basic earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

7.13 Segment reporting

Segment results that are reported to the CEO and the Board of Directors of Grand Harbour Marina p.l.c. (the Group's chief operating decision makers), include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

7 Material accounting policy information (continued)

7.14 Fair value measurement

‘Fair value’ is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date.

The fair value of a liability reflects its non-performance risk. Fair values have been determined based on the following methods:

7.14.1 Non-derivative financial assets measured at amortised cost

The fair value of non-derivative financial assets measured at amortised cost is estimated at the present value of future cash flows, discounted at the market rate of interest at reporting date.

7.14.2 Non-derivative financial liabilities measured at amortised cost

The fair value of non-derivative financial liabilities measured at amortised cost is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

7.14.3 Debt instruments measured at FVOCI

The fair value of investments in debt securities is based on quoted prices in markets for those same instruments.

7.15 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and cash at bank. Bank overdrafts that are repayable on demand and form an integral part of the company’s cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows and are presented in current liabilities on the statement of financial position.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

8 New or revised standards or Interpretations

8.1 International Financial Reporting standards applicable during the current year

During the financial year ended 31 December 2025, the Group and the Company adopted new amendments to existing standards that are mandatory for accounting periods beginning on 1 January 2025. The adoption of these amendments did not have any impact on the Group's financial position, performance or disclosures.

8.2 International Financial Reporting Standards issued but not yet effective

Certain new standards, amendments and interpretations to existing standards have been published by the date of authorisation for issue of these financial statements, that are mandatory for the Group's and Company's accounting periods beginning after 1 January 2025. The Group and Company have not early adopted these standards and amendments.

IFRS 18 "Presentation and Disclosure in Financial Statements" was issued by the International Accounting Standards Board and was endorsed by the EU in the first quarter of 2026. The standard will replace IAS 1 and introduces new requirements for the presentation of the statement of profit or loss, including specified subtotals and enhanced disclosure requirements for management-defined performance measures. The Directors are currently assessing the impact that the application of IFRS 18 may have on the presentation and disclosures within the Group's and the Company's financial statements in the period of initial application.

9 Operating segments

9.1 Information about reportable segments

In accordance with the management approach to segment reporting, the Group has identified two reportable segments, namely, the "Grand Harbour Marina" located in Malta, and the "IC Cesme Marina" located in Turkey. Each segment represents the ownership and operation of marina facilities providing berthing and ancillary services for yachts and superyachts. The segments are managed separately due to differing resource allocations and capital requirements. The Chief Executive Officer and the Board of Directors regularly review internal financial and operating reports for each segment in order to assess performance and allocate resources. Segment performance is evaluated based on revenue and profit or loss before tax, as management considers these measures to be the most relevant indicators for assessing performance relative to other entities operating within the same industry. The amounts disclosed for IC Cesme Marina reflect 100% of its assets, liabilities, revenues and expenses prior to the application of the equity method.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

9 Operating segments (continued)

9.1 Information about reportable segments (continued)

31 December 2025	Grand Harbour Marina €000	IC Cesme Marina €000	Total Reportable Segments €000
Reportable segment assets	28,070	30,311	58,381
Reportable segment non- financial non-current assets	11,116	23,980	35,096
Reportable segment liabilities	(24,650)	(5,155)	(29,805)
Segment revenues- external	5,161	9,821	14,982
Finance income	259	1,606	1,865
Finance costs	(1,108)	(598)	(1,706)
Impairment reversal on financial assets	4	-	4
Depreciation	(438)	(684)	(1,122)
Direct costs	(1,231)	(501)	(1,732)
Selling, marketing and other administrative expenses	(1,791)	(3,934)	(5,725)
Income tax expense	(442)	(933)	(1,375)
Capital expenditure	105	308	413

Reconciliation to Consolidated Amounts

	Total Reportable Segments €000	Eliminations €000	Group €000
Reportable segment assets	58,381	(19,800)	38,581
Reportable segment non- financial non-current assets	35,096	(13,469)	21,627
Reportable segment liabilities	(29,805)	5,155	(24,650)
Segment revenues- external	14,982	(9,821)	5,161
Finance income	1,865	(1,606)	259
Finance costs	(1,706)	598	(1,108)
Impairment reversal on financial assets	4	-	4
Depreciation	(1,122)	684	(438)
Direct costs	(1,732)	501	(1,231)
Selling, marketing and other administrative expenses	(5,725)	3,934	(1,791)
Income tax expense	(1,375)	933	(442)
Capital expenditure	413	(308)	105

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

9 Operating segments (continued)

9.1 Information about reportable segments (continued)

Reportable Group segment assets and non-financial non-current assets for 2025 are reconciled as follows:

	Assets €000	Non-financial non- current assets €000
Total reportable segments	58,381	35,096
Total assets of IC Cesme	(30,311)	(23,980)
Total assets of Grand Harbour Marina p.l.c.	28,070	11,116
Equity accounting (see note 18.2)	10,511	10,511
Consolidated assets	38,581	21,627

Reportable Group segment profit before tax for 2025 is reconciled as follows:

	Grand Harbour Marina €000	IC Cesme Marina €000	Total Reportable Segments €000
Reportable profit before tax	856	5,420	6,276

Reconciliation to Consolidated Amounts

	Total Reportable Segments €000	Eliminations €000	Group €000
Reportable profit before tax	6,276	(3,413)	2,863
			€000
Profit before tax			
Total reportable segments			6,276
Total profit before tax of IC Cesme			(5,420)
Total profit before tax of Grand Harbour Marina			856
Share of profit of IC Cesme Marina			2,007
Consolidated profit before tax			2,863

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

9 Operating segments (continued)

9.1 Information about reportable segments (continued)

31 December 2024	Grand Harbour Marina €000	IC Cesme Marina €000	Total Reportable Segments €000
Reportable segment assets	28,906	28,540	57,446
Reportable segment non-financial non-current assets	11,490	24,093	35,583
Reportable segment liabilities	(25,182)	(6,317)	(31,499)
Segment revenues- external	8,231	9,201	17,432
Finance income	391	1,538	1,929
Finance costs	(1,128)	(1,205)	(2,333)
Impairment reversal on financial assets	96	-	96
Depreciation	(432)	(561)	(993)
Direct costs	(2,563)	(576)	(3,139)
Selling, marketing and other administrative expenses	(2,228)	(3,128)	(5,356)
Income tax expense	(441)	(2,575)	(3,016)
Capital expenditure	274	252	526

Reconciliation to Consolidated Amounts

	Total Reportable Segments €000	Eliminations €000	Group €000
Reportable segment assets	57,446	(19,337)	38,109
Reportable segment non-financial non-current assets	35,583	(14,890)	20,693
Reportable segment liabilities	(31,499)	6,317	(25,182)
Segment revenues- external	17,432	(9,201)	8,231
Finance income	1,929	(1,538)	391
Finance costs	(2,333)	1,205	(1,128)
Impairment reversal on financial assets	96	-	96
Depreciation	(993)	561	(432)
Direct costs	(3,139)	576	(2,563)
Selling, marketing and other administrative expenses	(5,356)	3,128	(2,228)
Income tax expense	(3,016)	2,575	(441)
Capital expenditure	526	(252)	274

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

9 Operating segments (continued)

9.1 Information about reportable segments (continued)

Reportable Group segment assets and non-financial non-current assets for 2024 are reconciled as follows:

	Assets €000	Non-financial non-current assets €000
Total reportable segments	57,446	35,583
Total assets of IC Cesme	(28,540)	(24,093)
Total assets of Grand Harbour Marina p.l.c.	28,906	11,490
Equity accounting (see note 18.2)	9,203	9,203
Consolidated assets	38,109	20,693

Reportable Group segment profit before tax for 2024 is reconciled as follows:

	Grand Harbour Marina €000	IC Cesme Marina €000	Total Reportable Segments €000
Reportable profit before tax	2,367	5,926	8,293

Reconciliation to Consolidated Amounts

	Total Reportable Segments €000	Eliminations €000	Group €000
Reportable profit before tax	8,293	(4,430)	3,863
			€000
Profit before tax			
Total reportable segments			8,293
Total profit before tax of IC Cesme			(5,926)
Total profit before tax of Grand Harbour Marina			2,367
Share of profit of IC Cesme Marina			1,496
Consolidated profit before tax			3,863

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

10 Revenue

10.1 Revenue streams

The Company generates revenue primarily from berthing income on annual, seasonal and visitor berthing contracts. Other income is generated through annual service charges to berth owners and the provision of other ancillary services to marina customers, such as water and electricity.

	2025	2024
	€000	€000
Group and Company		
Long-term berth sale	-	3,750
Annual service charges to berth owners	469	513
Revenue from short-term berthing	3,476	2,994
Ancillary services	1,216	974
Total revenues	5,161	8,231

10.2 Disaggregation of revenue from contracts with customers

The following table disaggregates revenue recognised from contracts with customers into appropriate categories, being annual, seasonal and visitor revenue streams for pontoons (i.e., boats under 27.99 metres) and superyachts (i.e., boats over 28 metres) respectively.

	2025	2024
	€000	€000
Revenue from contracts with customers:		
Revenue generated from pontoons:		
Annual contracts	1,809	1,638
Seasonal contracts	130	131
Visitor contracts	146	221
	2,085	1,990
Revenue generated from superyachts:		
Long-term berth sale	-	3,750
Annual service charges to berth owners	469	513
Annual contracts	278	205
Seasonal contracts	275	233
Visitor contracts	838	566
	1,860	5,267
Revenue from contracts with customers	3,945	7,257
Revenue from ancillary services	1,216	974
Total revenue as reported in note 10.1	5,161	8,231

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

10 Revenue (continued)

10.3 Contract balances

The following table provides information about receivables and contract liabilities from contracts with customers.

	2025	2024
Group and Company	€000	€000
Receivables, which are included in 'trade and other receivables' (note 22.1)	943	1,117
Contract liabilities on trade receivables (note 28)	1,381	1,282

The above receivables mainly relate to trade receivables arising on trading operations, and the contract liabilities relate to consideration received in advance from customers for berthing contracts, for which revenue is recognised over time. The amount of €1,270k (2024: €1,041k) recognised in contract liabilities at the beginning of the year has been recognised as revenue for the year ended 31 December 2025.

As at reporting date, the Company did not have any contract assets as the Company's rights to consideration for satisfied performance obligations was fully completed and billed in full by the reporting date.

10.4 Performance obligations and revenue recognition policies

Information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms and the related revenue recognition policies are as follows in notes 10.4.1 and 10.4.2.

10.4.1 Licensing of long-term super-yacht berths

The Group recognises revenue at a point in time.

Revenue from the licensing of long-term super-yacht berths is recognised upon the signing of the licensing arrangements with the berth holders, on the basis that such give rise to the sale of the Group's right to the use of such berths (recognised at a point in time i.e. when a berth holder obtains control of the berth space through the execution of a public deed, which is the point in time when real rights are acquired by the berth holder).

The Group adjusts the consideration amount as per the contract for the effects of the time value of money if the timing of payments agreed to by the parties provides the customer with a significant benefit of financing the transfer of goods/services to the customer.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

10 Revenue (continued)

10.4 Performance obligations and revenue recognition policies (continued)

10.4.2 Short-term berthing

The Group recognises revenue over time.

The Group earns income from services provided in respect of short-term berthing contracts, being annual, seasonal and visitor contracts and service fees charged to berth holders. The customer simultaneously receives and consumes the benefits of the Group's performance as it performs by making the berth available. The customer benefits from its service of making the berth available evenly throughout the year, meaning the customer benefits from having the berth available, regardless of whether the customer uses it or not. In such case, the best measure of progress towards complete satisfaction of the performance obligation over time is a time-based measure and revenue is thus recognised on a straight-line basis throughout the berthing period. Consequently, such services are deemed to comprise a series of distinct services treated as a single performance obligation satisfied over time. Accordingly, revenue is recognised over the service period.

The Group adjusts the consideration amount as per the contract for the effects of the time value of money if the timing of payments agreed to by the parties provides the customer with a significant benefit of financing the transfer of goods/services to the customer.

As a practical expedient, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good/service to a customer and when the customer pays for that good/service will be one year or less.

Any cash received in advance of the provision of services is recognised within the line item 'Contract liabilities'.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

11 Expenses

11.1 Expenses by nature

	2025	2024
	€000	€000
Group and company		
Cost of sales:		
Direct costs	1,231	2,563
Operating expenses:		
Directors' remuneration	38	38
Wages and salaries	765	773
Compulsory social security contributions	49	48
Selling and marketing expenses	60	42
Repairs and maintenance	69	63
Variable lease expense (see note 21.1.5)	153	439
Auditors' remuneration (see note 12.1)	56	49
Net loss on asset write-off (see note 16.1)	41	53
Operator fees (see note 31.2)	238	464
Depreciation on plant and equipment (see note 16.1)	303	299
Depreciation on right-of-use asset (see note 21.1.1)	135	133
Other operating expenses	322	259
Total expenses recognised in statement of profit or loss	3,460	5,223

The average number of persons employed during the year was as follows:

	2025	2024
	No.	No.
Group and company		
Operating	18	18
Management and administration	5	5
	23	23

12 Other operating expenses

12.1 Auditors' remuneration

The following fees were charged by, and became payable to the Company's auditors for services rendered in connection with:

	2025	2024
	€000	€000
Group and company		
Audit of the financial statements	52	45
Tax compliance services	3	3
Other assurance services	1	1
	56	49

Grand Harbour Marina p.l.c.

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For the Year Ended 31 December 2025

12 Other operating expenses (continued)

12.1 Auditors' remuneration (continued)

The audit fee payable to IC Cesme's auditors for 2025 amounted to €50k (2024: €23k), with the Group's share of such audit fees being €23k (2024: €10k). No non-audit fees were incurred by IC Cesme during 2025 (2024: €nil).

13 Net finance costs

	2025	2024
	€000	€000
Group and company		
Finance income:		
Interest income under the effective interest method on:		
Loan to Parent company- measured at amortised cost	47	184
Debt securities	212	207
Finance income	<u>259</u>	<u>391</u>
Finance costs:		
Interest expense on financial liabilities		
measured at amortised cost	(675)	(675)
Interest expense on lease liabilities (see note 21.1.2)	(387)	(408)
Amortisation of bond issue costs (see note 26.4)	(46)	(43)
Net foreign exchange losses	-	(2)
Finance costs	<u>(1,108)</u>	<u>(1,128)</u>
Net finance costs recognised in statement of profit or loss	<u>(849)</u>	<u>(737)</u>

14 Earnings per share

The calculation of basic earnings per share is based on the following profit attributable to ordinary shareholders and the number of ordinary shares outstanding. There are no dilutive shares in issue.

	2025	2024
Group		
Profit for the year, attributable to the owners of the		
Company (in €000)	2,421	3,422
Number of ordinary shares of the Company (in thousands)	20,000	20,000
Earnings per share (in €)	<u>0.121</u>	<u>0.171</u>

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

15 Income taxes

15.1 Amount recognised in profit or loss

Current tax is recognised at the corporate rate of 35% on the taxable income for the year from the Company's marina business activity. Deferred tax charges and credits relate to the marina business activity.

	2025 €000	2024 €000
Group and company		
Current tax		
Charge during the year	<u>(529)</u>	<u>(560)</u>
	<u>(529)</u>	<u>(560)</u>
Deferred tax		
Movement in temporary differences (see note 15.4)	<u>87</u>	<u>119</u>
	<u>87</u>	<u>119</u>
Income tax expense on continuing operations recognised in statement of profit or loss	<u><u>(442)</u></u>	<u><u>(441)</u></u>

15.2 Reconciliation of tax expense

The income tax expense and the result of the accounting profit multiplied by the Maltese tax rate are reconciled as follows:

	2025 Group €000	2025 Company €000	2024 Group €000	2024 Company €000
Profit before income tax	<u>2,863</u>	<u>856</u>	<u>3,863</u>	<u>2,367</u>
Tax at 8%	-	-	(300)	(300)
Tax at 15%	(39)	(39)	(28)	(28)
Tax at 35%	(1,193)	(490)	(756)	(232)
Tax effect of:				
• Temporary differences (see note 15.4)	87	87	119	119
• Share of profit of equity-accounted investee	703	-	524	-
Income tax expense for the year	<u><u>(442)</u></u>	<u><u>(442)</u></u>	<u><u>(441)</u></u>	<u><u>(441)</u></u>

Share of profit of equity-accounted investee is not subject to tax.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

15 Income taxes (continued)

15.3 Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2025 €000	2024 €000	2025 €000	2024 €000	2025 €000	2024 €000
Plant and equipment	-	-	(972)	(1,022)	(972)	(1,022)
Right-of-use asset	-	-	(1,675)	(1,722)	(1,675)	(1,722)
Lease liabilities	2,084	2,094	-	-	2,084	2,094
Net deferred tax liabilities	2,084	2,094	(2,647)	(2,744)	(563)	(650)

15.4 Movement in temporary differences during the year

	Balance 1 January 2025 €000	Movement in temporary differences €000	Balance 31 December 2025 €000
Group and Company			
Plant and equipment	(1,022)	50	(972)
Right-of-use asset	(1,722)	47	(1,675)
Lease liabilities	2,094	(10)	2,084
	(650)	87	(563)

	Balance 1 January 2024 €000	Movement in temporary differences €000	Balance 31 December 2024 €000
Group and Company			
Plant and equipment	(1,096)	74	(1,022)
Right-of-use asset	(1,753)	31	(1,722)
Lease liabilities	2,080	14	2,094
	(769)	119	(650)

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

16 Property, plant and equipment

16.1

Group and Company	Total	Superyacht berths	Pontoon berths	Improvements to leased property, landscaping & switchboards	Motor vehicles, including shipping vessels	Cable infrastructure, marine & office equipment	Assets in the course of construction
Cost	€000	€000	€000	€000	€000	€000	€000
Balance at 1 January 2024	9,437	4,197	3,476	1,042	57	628	37
Additions	274	10	84	178	-	2	-
Assets written off	(106)	(59)	(43)	-	-	-	(4)
Balance at 31 December 2024	9,605	4,148	3,517	1,220	57	630	33
Balance at 1 January 2025	9,605	4,148	3,517	1,220	57	630	33
Additions	105	-	66	36	-	-	3
Assets written off	(51)	-	(15)	-	-	-	(36)
Deferred costs	22	22	-	-	-	-	-
Balance at 31 December 2025	9,681	4,170	3,568	1,256	57	630	-

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

16 Property, plant and equipment (continued)

16.1 (continued)

	Total	Superyacht berths	Pontoon berths	Improvements to leased property, landscaping & switchboards	Motor vehicles, including shipping vessels	Cable infrastructure, marine & office equipment	Assets in the course of construction
Group and Company	€000	€000	€000	€000	€000	€000	€000
Accumulated depreciation and impairment							
Balance at 1 January 2024	5,380	1,460	2,558	740	53	569	-
Depreciation charged for the year	299	83	144	50	2	20	-
Assets written off	(53)	(24)	(29)	-	-	-	-
Balance at 31 December 2024	5,626	1,519	2,673	790	55	589	-
Balance at 1 January 2025	5,626	1,519	2,673	790	55	589	-
Depreciation charged for the year	303	83	147	53	2	18	-
Assets written off	(10)	-	(10)	-	-	-	-
Balance at 31 December 2025	5,919	1,602	2,810	843	57	607	-
Carrying amounts							
Balance at 1 January 2024	4,057	2,737	918	302	4	59	37
Balance at 31 December 2024	3,979	2,629	844	430	2	41	33
Balance at 31 December 2025	3,762	2,568	758	413	-	23	-

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16 Property, plant and equipment (continued)

16.1 (continued)

During the year, the Company repossessed one of its licensed-out superyacht berths, at no consideration, before the original end date. The amount of €22k, being the original deferred cost portion of this berth attributable to the period which extends beyond the initial licensing period, was therefore released from “deferred costs on property, plant and equipment” to superyacht berths under “property, plant and equipment”, both of which are classified as non-current assets.

16.2 Area held under title of temporary sub-emphyteusis

The Company’s berths and base improvements are situated on an area held under title of temporary emphyteusis. On the 2 June 1999, the Government of Malta entered into a deed of emphyteusis with a consortium, by virtue of which, the consortium was granted rights over parcels of water space measuring 1,410 square metres and situated at Cottonera Waterfront Vittoriosa, Malta, for an initial period of 99 years.

On the 4 September 2001, a deed of sub-emphyteusis was entered into between the Company and the consortium, whereby, by virtue of one part of this deed, the Company acquired, by the same title, immovable rights over such water space for the unexpired period of the 99 years, subject to the payment of an annual sub-ground rent (see note 21).

This water space is subject to a special legal hypothec in favour of the consortium, in respect of the payment of annual and temporary ground rent (for the unexpired period) imposed on the property, arising by virtue of the said deed of sub-emphyteusis.

17 Investment in subsidiary

On 29 June 2011, the Company acquired from Camper & Nicholsons Marinas International Limited the 100% shareholding in Maris Marine Limited (“MML”) for a consideration of €115. This dormant company is incorporated in the United Kingdom and the registered office of this subsidiary is situated at “5th Floor, Cording House, 34-35 St James’s Street, London, SW1A 1HD”. The reporting date of this non-trading entity is 31 March.

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For the Year Ended 31 December 2025

18 Equity-accounted investee

18.1 Cost of acquisition of joint venture

On the 17 March 2011, the Company entered into an agreement with its Parent company, as a result of which the Company initially acquired the ownership of 19% in IC Cesme Marina Yatirim, Turizm ve Isletmeleri Anonim Sirketi ("**IC Cesme**"), a company registered under the laws of Turkey, which company owns and operates a marina in Turkey, and eventually the beneficial interest of 45% therein through the acquisition of MML (see note 17), which held 26% therein for a total consideration of €1,930k. During that year the Company made an additional shareholder's contribution of €244k, which amount has been capitalised as part of the Company's net investment in the joint venture. The registered address and principal place of business of IC Cesme is Musalla Mh. 1016 SK. No.8, Cesme, Izmir, Turkey.

18.2 Carrying amount of investment in joint venture

	2025 Group €000	2025 Company €000	2024 Group €000	2024 Company €000
Fair value of net identifiable assets at date of acquisition	1,082	1,082	1,082	1,082
Goodwill inherent in the cost of investment	848	848	848	848
Consideration paid upon acquisition	1,930	1,930	1,930	1,930
Cumulative capital contributions	244	244	244	244
Cost of investment as at 31 December	2,174	2,174	2,174	2,174
Share of post-acquisition profit brought forward	4,302		2,794	
Share of profit for the year	2,019		1,508	
Hyperinflationary adjustment brought forward	7,173		2,796	
Hyperinflationary adjustment for the year	301		4,377	
Depreciation of fair value uplift on acquisition brought forward	(378)		(366)	
Depreciation of fair value uplift on acquisition for the year	(12)		(12)	
Foreign currency translation brought forward	(1,894)		(1,670)	
Foreign currency translation for the year	(1,000)		(224)	
Equity accounted investee as at 31 December	12,685		11,377	

IC Cesme, the only joint arrangement in which the Group participates, is principally engaged in the operation of a marina in Turkey. IC Cesme is an unlisted joint arrangement and is structured as a separate vehicle and the Group has a residual interest in its net assets. Accordingly, the Group has classified the investment in IC Cesme as a joint venture which is equity accounted.

In accordance with the agreement under which IC Cesme is established, the Group and the other investors to the joint venture agree to make additional contributions in proportion to their interests, if required.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

18 Equity-accounted investee (continued)

18.3 Summary of financial information of joint venture

The Group's share of profit in its equity accounted investee for the year, inclusive of the depreciation of fair value uplift upon acquisition, amounted to €2,007k (2024: €1,496k). This investee is not listed and consequently no published price quotations are available. The reporting date of this entity is 31 December. The entity is exposed to the country risks relating to Turkey and other risks associated with the trends and future outlook of the marina industry as a whole.

The following table summarises the financial information of IC Cesme based on its financial information prepared in accordance with IFRS as adopted by the EU. The tables also reconcile the summarised financial information to the carrying amount of the Group's interest in IC Cesme, which is accounted for using the equity method of accounting.

	2025 €000	2024 €000
Non-current assets	23,980	24,093
Current assets (including cash and cash equivalent of €5,746k, 2024: €3,865k)	6,331	4,447
Non-current liabilities	(1,799)	(1,559)
Current liabilities (including trade and other payables and provisions of €2,221k, 2024: €2,954k)	(3,356)	(4,758)
IC Cesme net assets (liabilities) (100%) at 31 December	25,156	22,223
Group's share of net assets (45%)	11,320	10,000
Fair value uplift on date of acquisition (less deferred tax impact)	907	907
Cumulative depreciation on fair value uplift, adjusted on consolidation	(390)	(378)
Goodwill	848	848
Carrying amount of interest in joint venture, as per Statement of financial position (see note 18.2)	12,685	11,377
Revenue	9,821	9,201
Operating expenses	(4,435)	(3,704)
Depreciation	(684)	(561)
Results from operating activities	4,702	4,936
Hyperinflationary adjustment for the year	(290)	657
Net finance costs (including interest expense of €562k, net foreign exchange losses of €36k less interest income of €1,606k, 2024: including interest expense of €698k, net foreign exchange losses of €507k less interest income of €1,538k)	1,008	333
Profit before tax for the year	5,420	5,926
Income tax expense	(933)	(2,575)
Total comprehensive income (100%)	4,487	3,351

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For the Year Ended 31 December 2025

18 Equity-accounted investee (continued)

18.3 Summary of financial information of joint venture (continued)

	2025 €000	2024 €000
Group's share of total comprehensive income (45%)	2,019	1,508
Hyperinflationary adjustment	301	4,377
Depreciation on fair value uplift of depreciable assets	(12)	(12)
Share of profit of equity-accounted investee, net of tax, as per statement of profit or loss and OCI	2,308	5,873
Foreign currency translation difference arising during the year	(1,000)	(224)
Change in carrying amount of interest in joint venture	1,308	5,649

18.4 Impairment assessment of investment in joint venture

As explained in note 18.1 the Company acquired its investment in IC Cesme, a joint venture, in 2011. IC Cesme operates a marina with associated landside property in the Izmir region of Turkey, held in terms of a Build-Operate-Transfer agreement expiring in 2067.

In view of the geo-political status of the investee's jurisdiction, the directors have estimated the recoverable amount of the investment in IC Cesme and determined whether it exceeds the carrying amount. This was estimated based on its value in use, determined using a discounted cash flow valuation model by estimating the free cash flow to the firm over the next 10 years and a terminal value at the end of year 10, and discounting them back to the present value with the cost of capital as the discount rate.

The following were the assumptions included in the 2025 valuation:

- (a) Revenue- Year 1 revenue to be in line with budget prepared by IC Cesme's management. From years 2 to 10, revenue growth is assumed to converge gradually to the risk-free rate up until Year 10, with the risk-free rate used as a proxy of the growth rate in perpetuity in the terminal year,
- (b) Operating margins- Year 1 operating margins to be in line with budget prepared by the IC Cesme's management, and remain constant in perpetuity,
- (c) Reinvestment- Years 1 to 10 is based on the average sales-to-capital ratio of the last two years. In the terminal year, reinvestment is determined as a function of the expected growth rate and the current return on invested capital,
- (d) Tax rate- the tax rate will converge gradually from the current effective tax rate to the marginal tax rate of the country in Year 10. In the terminal year, the marginal tax rate is applied in perpetuity,
- (e) Cost of capital- the discount rate is assumed to remain at current levels until year 10. In the terminal year, it will converge to the cost of capital of a mature and stable company,
- (f) No excess returns forecasted in the terminal year.

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18 Equity-accounted investee (continued)

18.4 Impairment assessment of investment in joint venture (continued)

The following were the assumptions included in the 2024 valuation:

- (a) Revenue- Year 1 revenue to be in line with budget prepared by IC Cesme's management, Years 2 to 4 revenue growth to be in line with Turkey's expected real growth rate and inflation rate, then converge to the risk-free rate up until Year 10, after which it will remain unchanged,
- (b) Operating margins- Year 1 operating margins to be in line with budget prepared by the IC Cesme's management, then converge to 38% up until Year 10, and thereafter remain unchanged,
- (c) Reinvestment- this is a function of the expected growth rate and the current return on invested capital. As the joint venture does not operate in a capital-intensive industry, this function was set at 50% in Years 1 to 2, 75% in Years 3 to 6, 90% in Years 7 to 9, and 100% in perpetuity,
- (d) Tax rate- the tax rate will converge gradually from the current effective tax rate to the marginal tax rate of the country in Year 10, and remain unchanged thereafter,
- (e) Cost of capital- the discount rate used will converge gradually to the cost of capital of a mature and stable company in Year 10.

The estimated recoverable amount of the Company's investment in IC Cesme's net assets at Group and Company level exceeds its carrying amount.

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For the Year Ended 31 December 2025

19 Investment in debt securities

19.1

	2025	2024
Group and Company	€000	€000
Opening fair value	7,454	4,392
Acquisition of debt securities*	9,958	2,966
Maturity of debt securities	(6,961)	-
Net increase/ (decrease) in fair value, recognised in OCI	(15)	106
Unwinding of premium paid upon acquisition	(9)	(10)
Closing fair value	10,427	7,454
Reversal of Expected credit losses on debt securities, recognised in OCI	(3)	(1)
Non-current	2,974	4,488
Current	7,453	2,966

*During the year, management reclassified investments in treasury bills with original maturities ranging between three to twelve months, amounting to €2,966k as at 31 December 2024, from *Trade and other receivables* to *Investment in debt securities* within current assets to better reflect the nature of these balances. This reclassification had no impact on total current assets, total assets, total equity, or profit for the year.

During 2025, the Company acquired €9,958k debt securities (2024: €2,966k), all of which were European sovereign treasury bills. The unrealised fair value loss of €15k (2024: gain of €106k) on the investment in debt securities held as at 31 December 2025 has been presented in OCI and included in the fair value reserve.

As at 31 December 2025, the value of corporate debt securities, by reference to quoted market prices on the Malta Stock Exchange, amounted to €4,464k (2024: €4,488k). Such instruments are classified as Level 2 investments within the fair value hierarchy. Corporate debt securities at FVOCI have stated interest rates ranging from 3.25% to 4.50% (2024: 3.25% to 4.50%), with maturity dates ranging from 2026 to 2029 (2024: 2026 to 2029).

As at 31 December 2025, the value of sovereign treasury bills amounted to €5,963k (2024: €2,966k). Such instruments are classified as Level 1 investments within the fair value hierarchy, as their fair value is determined by reference to unadjusted quoted prices in active markets.

19.2 The investments in corporate debt securities are held within a held-to-collect-and-sell business model consistent with the Group's continuing measurement of such investments, whilst the investments in treasury bills are held within a held-to-collect business model consistent with the Group's objective of holding such instruments to collect contractual cash flows until maturity.

19.3 Information about the Group's exposure to credit and market risks for debt investments is disclosed in notes 29.5.2 and 29.7 respectively.

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For the Year Ended 31 December 2025

20 Loan to Parent company

20.1

	2025 €000	2024 €000
Group and Company		
Loan to Parent company (see note 20.2)	1,050	1,050
Expected credit loss on loan to Parent company	-	(1)
Interest receivable on loan to Parent company	12	-
Total	1,062	1,049
At 1 January	1,049	4,619
Loan repayment	-	(3,635)
Net Interest receivable / (repaid) on loan to Parent company	12	(30)
Reversal in expected credit losses on loan to Parent company	1	-
Reversal of expected credit losses on loan to CNML	-	95
At 31 December	1,062	1,049
Non-current	-	-
Current	1,062	1,049

20.2 Loan to the Parent company

Loan to the Parent company amount to €1,050k (2024: €1,050k), the details of which are as follows:

	2025			2024		
	Amount €000	Interest p.a.	Maturity date	Amount €000	Interest p.a.	Maturity date
Loan Note	1,050	4.50%	30/09/2026	1,050	4.50%	30/09/2026
	1,050			1,050		

All loans to the parent company are unsecured, with the borrower having the option to prepay such loan. Related expected credit losses arising on these loans are set out in note 29.5.3.

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21 Leases

21.1 As a lessee

The Group leases water space under a deed of sub-emphyteusis (note 16.2) together with other properties including offices and warehouses. Information about leases for which the Group is a lessee is presented below.

21.1.1 Right-of-use asset

	Water space		Other Properties		Total	
	2025 €000	2024 €000	2025 €000	2024 €000	2025 €000	2024 €000
Group and company						
Balance at 1 January	4,409	4,468	511	539	4,920	5,007
Recognition of right-of-use asset	-	-	-	46	-	46
Depreciation on right-of-use asset	(60)	(59)	(75)	(74)	(135)	(133)
Balance at 31 December	4,349	4,409	436	511	4,785	4,920

21.1.2 Lease liability

Lease liabilities included in the statement of financial position at 31 December are analysed as follows:

	2025 €000	2024 €000
Current	24	20
Non-current	5,928	5,963
	5,952	5,983

	Water space		Other Properties		Total	
	2025 €000	2024 €000	2025 €000	2024 €000	2025 €000	2024 €000
Group and company						
Balance at 1 January	5,338	5,280	645	662	5,983	5,942
Recognition of lease liability	-	-	-	46	-	46
Interest expense on lease liabilities (see note 13)	354	350	33	58	387	408
Lease payments related to the year (see note 21.1.5)	(293)	(292)	(125)	(121)	(418)	(413)
Balance at 31 December	5,399	5,338	553	645	5,952	5,983

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

21 Leases (continued)

21.1 As a lessee (continued)

21.1.2 Lease liability (continued)

The total cash outflows for leases amounts to €571k (2024: €852k).

21.1.3 Water space lease

On the 2 June 1999, the Government of Malta entered into a deed of emphyteusis with a consortium, by virtue of which, the consortium was granted rights over parcels of water space measuring 1,410 square metres and situated at Cottonera Waterfront Vittoriosa, Malta, for an initial period of 99 years. On the 4 September 2001, a deed of sub-emphyteusis was entered into between the Company and the consortium, whereby, by virtue of one part of this deed, the Company acquired, by the same title, immovable rights over such water space for the unexpired period of the 99 years, subject to the payment of an annual sub-ground rent. There are no covenants or restrictions imposed by the lease.

21.1.4 Property lease

The Group leases other properties, comprising two offices and three warehouses, with original lease terms of eight to twenty-five years, with the remaining lease terms at 31 December 2025 of one to seven years (2024: one to eight years).

By virtue of the other part of the deed of sub-emphyteusis referred to in note 21.1.3, the Company was assigned the right to develop, construct and install, own, operate, manage, control and promote a marina and ancillary facilities, including the right to grant mooring and berthing rights to third parties under such terms and conditions as it deems fit.

21.1.5 Variable lease payments based on sales

Under the terms of a Development and Operations Agreement dated 30 June 2000 entered into with the consortium, the Company is required to pay the consortium a yearly fee equivalent to 10% per annum of adjusted revenue, subject to minimum and maximum limits. While the minimum lease payments of the lease are included in the lease liability and the right-of-use asset, the variable lease payments depending on sales are recognised in profit or loss in the period in which such sales are recognised.

	2025	2024
	€000	€000
Leases with lease payments based on sales		
Fixed payments on water space (see note 21.1.2)	293	292
Variable payments on water space (see note 11.1)	153	439
Total payments	<u>446</u>	<u>731</u>

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Notes to the financial statements

For the Year Ended 31 December 2025

21 Leases (continued)

21.1 As a lessee (continued)

21.1.6 Extension and termination options

With respect to water space lease, the Company has the option to terminate the Development and Operations Agreement during the 29th year from the date of the publication of the deed of sub-emphyteusis (being the year 2030) by giving the consortium at least 12 months' prior written notice. The extension options are exercisable only by the Company and not by the lessor.

The Company is reasonably certain not to exercise this option and as such the full term was taken in the calculation of the lease liability.

22 Trade and other receivables

22.1

	2025 €000	2024 €000
Group and Company		
Trade receivables, excluding related parties	943	1,117
Amounts due from related parties (see notes 22.2 and 31.2)	79	39
Prepayments and other receivables	168	232
Balance at 31 December*	<u>1,190</u>	<u>1,388</u>

* During the year, management reclassified investments in treasury bills with original maturities ranging between three to twelve months, amounting to €2,966k as at 31 December 2024, from *Trade and other receivables* to *Investment in debt securities* within current assets to better reflect the nature of these balances. This reclassification had no impact on total current assets, total assets, total equity, or profit for the year.

22.2 Amounts due from related parties of €79k (2024: €39k) is receivable from First Eastern (Holdings) Limited (which together with its wholly owned subsidiary, FE Marina Investments Limited, owns 99.59% of Camper & Nicholsons Marina Investments Limited's issued share capital) in relation to a 50% recharge by the Company, of one of the Company's executive's wage. During the year, the company recharged €40k (2024: €38k) to First Eastern (Holdings) Limited.

22.3 Receivables are held within a held-to-collect business model (note 7.8.2). The amounts owed from the related parties are unsecured, interest free and repayable on demand.

22.4 Information about the Group's exposure to credit, market risks and impairment losses for trade and other receivables are disclosed in notes 29.5.1 and 29.7 respectively.

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Notes to the financial statements

For the Year Ended 31 December 2025

23 Cash and cash equivalents

23.1

	2025 €000	2024 €000
Group and Company		
Cash in hand	3	3
Bank balances	4,259	5,530
Investment in Treasury Bills (see note 23.2)	-	1,993
	<u>4,262</u>	<u>7,526</u>
Expected credit loss on cash and cash equivalents (see note 29.5)	<u>(1)</u>	<u>(1)</u>
Cash and cash equivalents in the statement of financial position	4,261	7,525
Bank overdraft used for cash management purposes (see note 26.3)	<u>(2)</u>	<u>(2)</u>
Cash and cash equivalents in the statement of cash flows	<u>4,259</u>	<u>7,523</u>

23.2 Investment in Treasury Bills classified under “Cash and cash equivalents” have an original maturity of three months or less from date of acquisition.

24 Capital and reserves

24.1 Share capital

	2025 €000	2024 €000
Authorised share capital		
20,000,000 ordinary shares of €0.12 each	<u>2,400</u>	<u>2,400</u>
Issued share capital		
20,000,000 ordinary shares of €0.12 each	<u>2,400</u>	<u>2,400</u>

24.2 Shareholders' rights

Ordinary shareholders are entitled to dividends as declared from time to time and rank *pari passu* with respect to any distribution, whether of dividends or capital, in a winding up or otherwise, and are entitled to one vote per share at general meetings of the Company.

24.3 Exchange translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial results of the joint arrangement from Turkish Lira into Euro. This reserve is not distributable.

24.4 Fair value reserve

The fair value reserve comprises the cumulative net change in fair value of debt securities at FVOCI until the assets are derecognised or reclassified. This amount is adjusted by the amount of loss allowance. This reserve is not distributable.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

24 Capital and reserves (continued)

24.5 Dividends

The amount of €0.7 million in dividends were declared by the Company for the year ended 31 December 2025 (2024: €1.2 million), being a dividend per share of €0.035 (2024: €0.061).

25 Capital management

The company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maximise the return to stakeholders through the optimisation of the debt and equity balance.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to ordinary shareholders. Based on recommendations of the directors, the company balances its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

The capital structure of the Group consists of debt securities in issue of €14,921k (2024: €14,875k) and items presented within equity in the statement of financial position, comprising of share capital, exchange translation reserve, fair value reserve and retained earnings with a total of €13,931k (2024: €12,927k).

The Group is not subject to any externally imposed capital requirements. There were no changes in the Group's approach to capital management during the year.

26 Loans and borrowings

26.1 This note provides information about the contractual terms of the Group's interest-bearing borrowings which are measured at amortised cost. For more information about the Company's exposures to liquidity and interest rate risks, see notes 29.6 and 29.7.2 respectively.

	2025 €000	2024 €000
Non-current		
Debt securities in issue (see note 26.4)	<u>14,921</u>	<u>14,875</u>
Current		
Bank overdraft (see note 26.3)	<u>2</u>	<u>2</u>

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For the Year Ended 31 December 2025

26 Loans and borrowings (continued)

26.2 Terms and repayment schedule

The terms and conditions of outstanding loans are as follows:

	Nominal int rate	Year of maturity	2025		2024	
			Face value €000	Carrying amount €000	Face value €000	Carrying amount €000
Bank overdraft	4.85%	Repayable on demand	2	2	2	2
Unsecured bond	4.50%	2027	15,000	14,921	15,000	14,875
Total interest-bearing liabilities			15,002	14,923	15,002	14,877

26.3 Bank overdraft

The bank overdraft represents the credit on the Company's credit card as at 31 December, which is repaid on a monthly basis. This overdraft is secured by a pledge of €7k over cash balances held by the Company with HSBC Bank Malta plc. An additional €35k is pledged in favour of a guarantee with MEPA.

26.4 Debt securities in issue

The €15 million bond, issued by the Company in 2017, had a nominal value of €100 per bond and was issued at par. The bond is subject to a fixed interest rate of 4.5% per annum payable semi-annually in arrears on 22 February and 22 August of each year. All bonds are redeemable at par (€100 for each bond) on the 23 August 2027.

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

	2025 €000	2024 €000
Original face value of bonds issued	15,000	15,000
Gross amount of bond issue costs	(402)	(402)
Cumulative amortisation of gross amount of bond issue costs as at 1 January	277	234
Amortisation charge for the year (see note 13)	46	43
Unamortised bond issue costs as at 31 December	(79)	(125)
Amortised cost and closing carrying amount of the bond liability	14,921	14,875

Grand Harbour Marina p.l.c.

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For the Year Ended 31 December 2025

26 Loans and borrowings (continued)

26.4 Debt securities in issue (continued)

The movement for the year comprises solely the amortization of bond issue costs. The quoted market price of the bonds on the Official List of the Malta Stock Exchange at 31 December 2025 was €100.00 (2024: €98.05).

27 Trade and other payables

27.1

	2025	2024
	€000	€000
Group and Company		
Trade payables, excluding related parties	254	207
Amounts due to related parties (see notes 27.2 and 31.2)	176	393
Other trade payables (see note 27.4)	316	303
Accrued expenses	1,085	1,329
	<u>1,831</u>	<u>2,232</u>

27.2 The amounts owed to the related parties are unsecured, interest free and repayable on demand.

27.3 Information about the Group's exposures to liquidity and currency risks related to trade and other payables is disclosed in notes 29.6 and 29.7.1 respectively.

27.4 Other trade payables include VAT payable of €133k (2024: €130k), dividend and bond interest payments held of €94k (2024: €85k) and €89k security deposits withheld from customers (2024: €88k).

28 Contract liabilities

28.1

	2025	2024
	€000	€000
Group and Company		
Customer advances on berthing contracts (see note 28.2)	1,381	1,282
	<u>1,381</u>	<u>1,282</u>

28.2 The contract liabilities relate to the consideration received in advance from customers for berthing contracts, for which revenue is recognised over time. Furthermore, the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the year is largely in relation to contracts with an original expected duration of one year or less.

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29 Financial instruments – fair values and risk management

29.1 Accounting classification and fair values

The following table shows the fair values of financial assets other than the investment in the joint venture and financial liabilities other than lease liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 December	Fair value measurement using:								Carrying amount	
	Level 1		Level 2		Level 3		Total			
	2025 €000	2024 €000	2025 €000	2024 €000	2025 €000	2024 €000	2025 €000	2024 €000	2025 €000	2024 €000
Group and company										
Financial assets										
<i>Financial assets</i>										
Investment in debt securities	5,963	2,966	4,464	4,488	-	-	10,427	7,454	10,427	7,454
<i>Financial assets at amortised cost</i>										
Loan to Parent company	-	-	1,062	1,049	-	-	1,062	1,049	1,062	1,049
	5,963	2,966	5,526	5,537	-	-	11,489	8,503	11,489	8,503
<i>Financial liabilities at amortised cost</i>										
Unsecured debt securities in issue	-	-	(15,000)	(14,707)	-	-	(15,000)	(14,707)	(14,921)	(14,875)

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Notes to the financial statements

For the Year Ended 31 December 2025

29 Financial instruments – fair values and risk management (continued)

29.2 Measurement of fair values

Valuation techniques and significant unobservable inputs

At the end of the current and the comparative year, the carrying amount of trade receivables and cash and cash equivalents is a reasonable approximation of their fair value due to their short-term maturities.

At 31 December 2025, investment in corporate debt securities with a carrying amount of €4,464k (2024: €4,488k) were measured using Level 2 inputs of the fair value hierarchy, by referring to their respective quoted prices in the local market, whilst investment in sovereign treasury bills with a carrying amount of €5,963k (2024: €2,966k) were measured using Level 1 inputs of the fair value hierarchy, by reference to unadjusted quoted prices in active markets.

At the end of the current and the comparative year, the carrying amount of trade and other payables, and bank overdraft is a reasonable approximation of their fair value due to their short-term maturities.

At 31 December 2025, unsecured debt securities in issue were measured at amortised cost with a carrying amount of €14,921k (2024: €14,875k). The fair value of this financial liability as at 31 December 2025 amount to €15,000k (2024: €14,707k) were measured using Level 2 inputs of the fair value hierarchy, by referring to their respective quoted prices in the local market.

29.3 Financial risk management

The Group, from its use of financial instruments, has exposure to credit, liquidity, and market risks.

29.4 Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

Where possible, the Group aims to reduce and control risk concentrations. Concentrations of financial risk arise when financial instruments with similar characteristics are influenced in the same way by changes in economic or other factors. The amount of the risk exposure associated with financial instruments sharing similar characteristics is disclosed in more detail in the notes to the financial statements.

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Notes to the financial statements

For the Year Ended 31 December 2025

29 Financial instruments – fair values and risk management (continued)

29.5 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's bank balances of €4,259k (2024: €7,522k), receivables from customers of €1,022k (2024: €1,117k), loans to the Parent company of €1,062k (2024: €1,050k) and investments in debt securities of €10,427k (2024: €7,454k). The carrying amounts of financial assets represent the maximum credit exposure. Impairment losses/ reversal on financial assets recognised in the statement of profit or loss were as follows:

	2025 €000	2024 €000
Impairment reversal on debt securities at FVOCI (see note 29.5.2)	(3)	(1)
Impairment reversal on loan to CNML (see note 29.5.3)	-	(95)
Impairment reversal on loan to Parent company (see note 29.5.3)	(1)	-
	<u>(4)</u>	<u>(96)</u>

29.5.1 Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. Details of concentration of revenue are included in note 10.2. The Group's revenue is not concentrated in a small number of customers but is rather dispersed on a large client base made up of local and foreign clients coming from all over the world. Moreover, the Group limits its exposure to credit risk by entering into agreements with clients requiring full payment in advance of their berthing period and having the right to exercise a general lien in case of payment default.

The majority of the Group's customers have been transacting with the Group for over five years, and only 0.05% (2024: 0.07%) of these customers' balances have been written off or are credit-impaired at the reporting date. In monitoring customer credit risk, this historical information is used to estimate the expected credit losses on trade receivables.

At 31 December 2025, the exposure to credit risk for trade receivables by type of counterparty was as follows:

	2025 €000	2024 €000
Individuals	104	242
Legal entities	389	438
Agents	450	437
	<u>943</u>	<u>1,117</u>

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Notes to the financial statements

For the Year Ended 31 December 2025

29 Financial instruments – fair values and risk management (continued)

29.5 Credit risk (continued)

29.5.1 Trade receivables (continued)

The following table provides information about the ageing of trade receivables as at 31 December:

	2025	2024
	€000	€000
Current (not past due)	265	289
1–30 days past due	133	300
31–60 days past due	151	204
61–90 days past due	243	133
More than 90 days past due	151	191
	<u>943</u>	<u>1,117</u>

29.5.1.1 ECL assessment for trade receivables

For trade receivables the Group and the Company have applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL.

Where the Group has reasonable and supportable information that is available without undue cost or effort to measure lifetime ECLs on an individual instrument basis, such an individual assessment is carried out. Lifetime ECLs on the remaining financial assets are measured on a collective basis, using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors. No individual assessment is made as at 31 December 2025.

Since loss rates are based on actual credit loss experience over the past five years, the Group's weighted average loss rate for its receivables is less than 0.05% (2024: 0.07%). In addition, the Group mitigates its credit risk through a statutory lien over vessels berthed at its marinas, which provides the right to detain and, where necessary, enforce recovery against the vessel in the event of non-payment. The Group has a consistent history of successfully enforcing such rights, resulting in negligible credit losses. Accordingly, taking into account both historical credit loss experience and the effect of collateral held, no expected credit losses for trade receivables have been recognised as at 31 December 2025 (2024: €nil).

29.5.2 Investment in corporate debt securities

The Group limits its exposure to credit risk on corporate debt securities by investing only in liquid debt securities that have the healthiest interest coverage ratios and gearing ratios, such as the net debt to EBITDA ratio. The Group then monitors market price of the companies in which the Group holds its debt securities on the local stock exchange. In addition, the Group invests in short-term sovereign Treasury Bills issued by countries with a minimum credit rating of AA from internationally recognised rating agencies. These instruments typically have maturities of less than 12 months and are held to maturity in order to collect contractual cash flows.

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29 Financial instruments – fair values and risk management (continued)

29.5 Credit risk (continued)

29.5.2 Investment in corporate debt securities (continued)

The Group concluded there was no significant change in credit risk on these financial assets and therefore calculated loss allowance equal to 12-month ECLs. In the absence of individual investment grades to local corporate debt issuers, in calculating the probability of default, the Group used each issuer's interest coverage ratio, being a synthetic credit rating, with the probability of default used in calculating the ECLs ranging from 0.03% to 1.75% (2024: 0.03% to 1.79%).

The Company measured loss allowance on the investment in debt securities at an amount equal to 12-month ECLs, which amounted to €12k (2024: €15k). The movement in loss allowance is charged to profit or loss and is recognised in OCI. The exposure to credit risk for debt securities, net of expected credit losses, at the reporting date by geographic region was as follows:

	2025 €000	2024 €000
Country		
Malta (see note 19)	4,463	4,488
Germany (see note 19)	1,990	2,966
Austria (see note 19)	1,990	-
Belgium (see note 19)	1,984	-
	<u>10,427</u>	<u>7,454</u>

29.5.3 Amount due from related parties

29.5.3.1 Amount due from Parent company

The loss allowance on loan to Parent company of €1,062k (2024: €1,050k) has been measured at 12-month ECL, which amounted to €nil (2024: €1k) and has been included in "Loan to Parent company" in the statement of financial position.

The exposure to credit risk for the loan to parent company at amortised cost, net of expected credit losses, at the reporting date by geographic region was as follows:

	2025 €000	2024 €000
Country		
Guernsey (see note 20.2)	1,062	1,049
	<u>1,062</u>	<u>1,049</u>

29.5.3.2 Amount due from other Related Parties

Management does not expect to incur any losses on receivables from other related parties.

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Notes to the financial statements

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29 Financial instruments – fair values and risk management (continued)

29.5 Credit risk (continued)

29.5.4 Cash and cash equivalents

The Group held cash and cash equivalents of €4,261k at 31 December 2025 (2024: €7,525k). The cash and cash equivalent are held with HSBC Bank Malta plc and Bank of Valletta plc, with the latter being an investment grade-rated banking institution having a long-term rating of BBB as per S&P Ratings (2024: BBB). HSBC Bank Malta plc is unrated, and the company's directors have assessed the potential ECL based on the credit strength of its parent, HSBC Holdings plc, taking into account its current external credit ratings in the A/A2 range..

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external ratings of S&P's. The loss allowance amounted to €1k (2024: €1k). The difference in loss allowance, if any, is recognized under "Impairment loss on financial asset" in the statement of profit or loss.

29.6 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its cash flow requirements on a weekly basis and ensures that it has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted.

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29 Financial instruments – fair values and risk management (continued)

29.6 Liquidity risk (continued)

The following are the contractual maturities of financial liabilities at the reporting date. The amounts are gross, undiscounted and include contractual interest payments.

	Carrying amount €000	Contractual cash flows €000	6 months or less €000	6 - 12 months €000	1 - 5 years €000	Over 5 years €000
31 December 2025						
Financial liabilities						
Debt securities in issue (see note 26.4)	14,921	(16,350)	(340)	(335)	(15,675)	-
Bank overdraft (see note 26.3)	2	(2)	(2)	-	-	-
Trade and other payables (see note 27)	1,207	(1,207)	(1,207)	-	-	-
Lease liabilities (see notes 21.1.2 and 29.6.1)	5,952	(36,314)	(293)	(117)	(1,598)	(34,306)
	22,082	(53,873)	(1,842)	(452)	(17,273)	(34,306)
31 December 2024						
Financial liabilities						
Debt securities in issue (see note 26.4)	14,875	(17,025)	(340)	(335)	(16,350)	-
Bank overdraft (see note 26.3)	2	(2)	(2)	-	-	-
Trade and other payables (see note 27)	1,609	(1,609)	(1,609)	-	-	-
Lease liabilities (see note 21.1.2 and 29.6.1)	5,983	(36,722)	(293)	(115)	(1,613)	(34,701)
	22,469	(55,358)	(2,244)	(450)	(17,963)	(34,701)

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29 Financial instruments – fair values and risk management (continued)

29.6.1 Maturity analysis of lease liabilities

Further information about the maturity of lease liabilities is provided in the table below:

	2025 €000	2024 €000
Maturity analysis – contractual undiscounted cash flows		
Less than 1 year	(410)	(408)
1 to 5 years	(1,598)	(1,613)
6 to 10 years	(1,338)	(1,396)
11 to 20 years	(3,462)	(3,412)
21 to 40 years	(8,561)	(8,436)
More than 40 years	(20,945)	(21,457)
Total undiscounted lease liabilities at 31 December	(36,314)	(36,722)

29.7 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

29.7.1 Currency risk

The Group's exposure to currency risk is limited to expenses that are denominated in a currency other than the Company's functional currency, primarily the British Pound, on intra-group balances. The Group is not exposed to exchange rate movements on the Turkish Lira other than in respect of:

- the Group's share in translating the post-acquisition reserves of its equity-accounted investee from TL to Euro and
 - the exchange differences arising in the books of the joint venture with TL as its functional currency.
- The Group does not hedge against exchange gains or losses which may arise on the realisation of amounts receivable and the settlement of amounts payable in foreign currencies.

29.7.1.1 Exposure to currency risk and sensitivity analysis

The Company's exposure to currency risk is immaterial.

29.7.2 Interest rate risk

The Group adopts a policy of ensuring that the majority of its interest rate risk exposure is at a fixed rate. This is achieved by entering into financial arrangements subject to fixed interest rates.

During 2017, the Company issued bonds at a fixed rate of 4.50%, while between 2018 and 2020, the Company has invested in corporate debt securities, all at fixed rates ranging from 3.25% to 4.50% (see note 19). In addition, the rates charged on the Parent company loan is 4.50%, and is not subject to interest rate fluctuations.

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29 Financial instruments – fair values and risk management (continued)

29.7 Market risk (continued)

29.7.2.1 Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities, at FVTPL. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

As a result of changes in fair value of the investments in debt securities at FVOCI, a decrease/ (increase) of 100 basis points in interest rates would have increased/ (decreased) equity by €60k/ (€58k) after tax (2024: €88k/ (€84k) after tax). This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

30 Commitments

No capital commitments were authorised and contracted for, or yet to be contracted for, at the reporting date and at the end of the comparative period.

31 Related parties

31.1 Parent and ultimate controlling party

The Company is a subsidiary of Camper & Nicholsons Marina Investments Limited (“CNMIL”), the registered office of which is situated at “The Albany, South Esplanade, St Peter Port, Guernsey GY1 1AQ”. The ultimate controlling party is Mr Victor Chu, the Chairman and principal shareholder of First Eastern (Holdings) Limited, which together with its wholly owned subsidiary, FE Marina Investments Limited, owns 99.59% of CNMIL’s issued share capital (2024: 99.59%). Both First Eastern (Holdings) Limited and FE Marina Investments Limited are incorporated in Hong Kong. As of 30 March 2026, CNMIL holds 17,393,590 shares, equivalent to 86.97% of the Company’s total issued share capital.

As described in note 18, the Company holds an investment in a joint venture.

CNMIL prepares consolidated financial statements of the Group of which Grand Harbour Marina p.l.c. forms part.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

31 Related parties (continued)

31.2 Related party relationships, transactions and balances

Companies forming part of the CNMIL Group are considered by the directors to be related parties as these companies are ultimately owned by CNMIL and First Eastern (Holdings) Limited. The transactions and balances with such parties were as follows:

	2025	2024
	€000	€000
First Eastern (Holdings) Limited		
Balance receivable at 1 January	39	75
Recharge of expenses (see note 22.1)	40	39
Cash received	-	(75)
Balance receivable at 31 December (see note 22.1)	79	39
Camper & Nicholsons Marina Investments Limited		
Principal in respect of loan note 3 (see note 20.2)	1,050	2,250
Principal received during the year	-	(1,200)
Interest accrued during the year	47	96
Interest received during the year	(35)	(96)
Balance receivable at 31 December	1,062	1,050
Camper & Nicholsons Marinas Limited		
Balance payable at 1 January	(278)	(88)
Recruitment and operational service fees	(128)	(303)
Sales and marketing fees	(43)	(45)
Management, finance and other related services and expenses	(10)	(10)
Cash paid	350	168
Balance payable at 31 December (see note 27.1)	(109)	(278)
Camper & Nicholsons Marinas International Limited		
Balance payable at 1 January	(115)	(57)
Royalty fees as per Trade-Mark License Agreement	(67)	(115)
Cash paid	115	57
Balance payable at 31 December (see note 27.1)	(67)	(115)

31.3 Transactions with key management personnel

Other than the remuneration payable to the directors (see note 11.1), there were no other transactions with key management personnel. CEO remuneration is borne by a related party.

Grand Harbour Marina p.l.c.

Notes to the financial statements

For the Year Ended 31 December 2025

32 Subsequent events

Since 28 February 2026, the geopolitical situation in the Middle East has escalated with ramifications on energy prices, global flows in oil and gas, energy prices, inflation and consumer spending. Further details have been described in note 5.4. There is currently no indication that there will be a significant impact on the Group's financial performance, financial position and cash flows. The situation continues to be closely monitored by management to ensure that the interests of all its stakeholders are safeguarded.

Independent auditor's report

to the members of
Grand Harbour Marina p.l.c.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Grand Harbour Marina p.l.c. (the Company) and the consolidated financial statements of the Company and its subsidiaries (together, the Group), set out on pages 31 to 90, which comprise the statements of financial position of the Company and the Group as at 31 December 2025, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Company and the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Grand Harbour Marina p.l.c. and the Group as at 31 December 2025, and of the Company's and the Group's financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRSs) as adopted by the European Union and have been properly prepared in accordance with the requirements of the Maltese Companies Act (Cap. 386).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants including International Independence Standards* (IESBA Code), as applicable to audits of financial statements of public interest entities, together with the *Accountancy Profession (Code of Ethics for Warrant Holders) Directive* (Maltese Code) that is relevant to our audit of the financial statements of public interest entities in Malta. We have also fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Maltese Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. In conducting our audit, we have remained independent of the Company and the Group and have not provided any of the non-audit services prohibited by article 18A(1) of the Maltese Accountancy Profession Act (Cap. 281).

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified.

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Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

The key audit matter described below pertains to the audit of both the individual and the consolidated financial statements.

This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Recoverability of the investment in joint venture in both the individual and the consolidated financial statements

Under IAS 36 *Impairment of Assets*, at each reporting date, the Company and Group are required to review the carrying amounts of its non-financial assets to determine whether there are any indications of impairment. If any such indications exist, then the asset's recoverable amount is determined. An impairment loss is the amount by which the carrying amount of the investment exceeds its recoverable amount.

As at 31 December 2025, the carrying amount of the investment in IC Cesme Marina Yatirim, Turizm ve Isletmeleri Anonim Sirketi ("IC Cesme") amounted to EUR2.17 million in the individual financial statements of the Company (measured at cost), and EUR12.6 million in the consolidated financial statements (measured using the equity method). The economic risks associated with the jurisdiction where this joint venture is established constituted a triggering event in terms of International Accounting Standard 36 - *Impairment of Assets* as at 31 December 2025. The directors have tested the investment to determine whether the recoverable amount is at least equal to its carrying amounts in the individual financial statements of the Company and in the consolidated financial statements.

As described in note 18.4 to the financial statements, in assessing impairment, the directors estimate the recoverable amount of the Company's and the Group's investment in IC Cesme based on expected discounted future cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. Significant judgement is involved in determining the recoverable amount of this investment, primarily as that evaluation includes the assessment of key assumptions underlying the recoverable amount, namely, in relation to the projected EBITDA, the inflationary growth rate, the capitalisation rate, the weighted average cost of capital and the exit yield applied.

Our audit procedures included:

- Evaluating the design and implementation of key controls over the Company and the Group's impairment assessment process;
- Involving an internal valuation specialist to assess the Company and Group's impairment testing methodology and challenge the key technical valuation inputs and assumptions used by the Company and the Group, which included performing scenario analyses of these key technical valuation inputs and assumptions in the impairment testing calculations;
- Obtaining and reviewing available supporting evidence to corroborate the data inputs in the impairment testing calculations;
- Reviewing the impairment testing calculations for reasonability, mathematical accuracy and consistency.

Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

The Company's and the Group's disclosures about the recoverability of the investment in joint venture are set out in note 18 to the financial statements, which explains that the directors have assessed that the estimated recoverable amount of the investment in joint venture, exceeds its carrying amount at both Company and Group level.

We assessed the adequacy of the Company's and the Group's disclosures included in note 18 to the financial statements about the assumptions to which the outcome of the impairment test is most sensitive, that is, those that have the most significant effect on the determination of the recoverable amount of the investment in joint venture.

Other Information

The directors are responsible for the other information. The other information comprises the General information, the Chairman's Statement, the Directors' Report, the Statement of Directors' responsibilities, the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance, Other Disclosures in terms of the Capital Market rules and the Remuneration Report required under Rule 12.26K of the Capital Markets Rules, which we obtained prior to the date of this auditor's report.

However, the other information does not include the individual and consolidated financial statements, our auditor's report and the relevant tagging applied in accordance with the requirements of the European Single Electronic Format, as defined in our *Report on Other Legal and Regulatory Requirements*.

Except for our opinions on the Directors' Report in accordance with the Maltese Companies Act (Cap. 386) and on the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance and on the Remuneration Report in accordance with the Capital Markets Rules issued by the Malta Financial Services Authority, our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

With respect to the Directors' Report, we also considered whether the Directors' Report includes the disclosure requirements of Article 177 of the Companies Act (Cap. 386), and the statement required by Rule 5.62 of the Capital Markets Rules on the Company's and the Group's ability to continue as a going concern.

In accordance with the requirements of sub-article 179(3) of the Maltese Companies Act (Cap. 386) in relation to the Directors' Report on pages 5 to 11, in our opinion, based on the work undertaken in the course of the audit:

Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on the Audit of the Financial Statements (continued)

Other Information (continued)

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with those financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company, the Group and their environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

Responsibilities of the Directors and the Audit Committee for the Financial Statements

As explained more fully in the Statement of Directors' responsibilities on page 12, the directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs as adopted by the European Union and the requirements of the Maltese Companies Act (Cap. 386), and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors have delegated the responsibility for overseeing the Company's and the Group's financial reporting process to the Audit Committee.

Auditor's Responsibilities for the Audit of the Financial Statements

This report, including the opinions set out herein, has been prepared for the Company's members as a body in accordance with articles 179, 179A and 179B of the Companies Act (Cap. 386).

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions in accordance with articles 179, 179A and 179B of the Companies Act (Cap. 386). Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

In terms of article 179A(4) of the Maltese Companies Act (Cap. 386), the scope of our audit does not include assurance on the future viability of the Company and the Group or on the efficiency or effectiveness with which the directors have conducted or will conduct the affairs of the Company and the Group. The financial position of the Company and/or the Group may improve, deteriorate, or otherwise be subject to change as a consequence of decisions taken, or to be taken, by the management thereof, or may be impacted by events occurring after the date of this opinion, including, but not limited to, events of force majeure.

Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on the Audit of the Financial Statements (continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

As such, our audit report on the Company's and the Group's historical financial statements is not intended to facilitate or enable, nor is it suitable for, reliance by any person, in the creation of any projections or predictions, with respect to the future financial health and viability of the Company and/or the Group, and cannot therefore be utilised or relied upon for the purpose of decisions regarding investment in, or otherwise dealing with (including but not limited to the extension of credit), the Company and/or the Group. Any decision-making in this respect should be formulated on the basis of a separate analysis, specifically intended to evaluate the prospects of the Company and/or the Group and to identify any facts or circumstances that may be materially relevant thereto.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and/or the Group to cease to continue as a going concern. Accordingly, in terms of generally accepted auditing standards, the absence of any reference to a material uncertainty about the Company's and/or the Group's ability to continue as a going concern in our auditor's report should not be viewed as a guarantee as to the Company's and/or the Group's ability to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on the Audit of the Financial Statements (continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Plan and perform the group audit plan to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

For the avoidance of doubt, any conclusions concerning the adequacy of the capital structure of the Company, including the formulation of a view as to the manner in which financial risk is distributed between shareholders and/or creditors cannot be reached on the basis of these financial statements alone and must necessarily be based on a broader analysis supported by additional information.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the individual and consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Report on compliance of the Annual Financial Report with the requirements of the European Single Electronic Format Regulatory Technical Standard as specified in the Commission Delegated Regulation (EU) 2019/815 (the "ESEF RTS")

Pursuant to Capital Markets Rule 5.55.6 issued by the Malta Financial Services Authority, we have undertaken a reasonable assurance engagement in accordance with the requirements of the *Accountancy Profession (European Single Electronic Format) Assurance Directive* issued by the Accountancy Board in terms of the Accountancy Profession Act (Cap. 281), hereinafter referred to as the "ESEF Directive 6", on the annual financial report of the Company and the Group for the year ended 31 December 2025, prepared in a single electronic reporting format.

Solely for the purposes of our reasonable assurance report on the compliance of the annual financial report with the requirements of the ESEF RTS, the "Annual Financial Report" comprises the Directors' Report, the Statement of Directors' responsibilities, the Corporate Governance Statement of Compliance, the annual financial statements, the prescribed disclosures of material contracts, General Company Information, and the Independent auditor's report, as set out in Capital Markets Rules 5.55.

Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on Other Legal and Regulatory Requirements (continued)

Report on compliance of the Annual Financial Report with the requirements of the European Single Electronic Format Regulatory Technical Standard as specified in the Commission Delegated Regulation (EU) 2019/815 (the "ESEF RTS") (continued)

Responsibilities of the Directors for the Annual Financial Report

The directors are responsible for:

- the preparation and publication of the Annual Financial Report, including the consolidated financial statements and the relevant tagging requirements therein, as required by Capital Markets Rule 5.56A, in accordance with the requirements of the ESEF RTS,
- designing, implementing, and maintaining internal controls relevant to the preparation of the Annual Financial Report that is free from material non-compliance with the requirements of the ESEF RTS, whether due to fraud or error,

and consequently, for ensuring the accurate transfer of the information in the Annual Financial Report into a single electronic reporting format.

Auditor's responsibilities for the Reasonable Assurance Engagement

Our responsibility is to obtain reasonable assurance about whether the Annual Financial Report, including the consolidated financial statements and the relevant electronic tags therein comply, in all material respects, with the ESEF RTS, based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the requirements of ESEF Directive 6.

The nature, timing and extent of procedures we performed, including the assessment of the risks of material non-compliance with the requirements of the ESEF RTS, whether due to fraud or error, were based on our professional judgement and included:

- Obtaining an understanding of the Company's and the Group's internal controls relevant to the financial reporting process, including the preparation of the Annual Financial Report, in accordance with the requirements of the ESEF RTS, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- Obtaining the Annual Financial Report and performing validations to determine whether the Annual Financial Report has been prepared in accordance with the requirements of the technical specifications of the ESEF RTS.
- Examining the information in the Annual Financial Report to determine whether all the required tags therein have been applied and evaluating the appropriateness, in all material respects, of the use of such tags in accordance with the requirements of the ESEF RTS.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on Other Legal and Regulatory Requirements (continued)

Report on compliance of the Annual Financial Report with the requirements of the European Single Electronic Format Regulatory Technical Standard as specified in the Commission Delegated Regulation (EU) 2019/815 (the "ESEF RTS") (continued)

Reasonable Assurance Opinion

In our opinion, the Annual Financial Report for the year ended 31 December 2025 has been prepared, in all material respects, in accordance with the requirements of the ESEF RTS.

This reasonable assurance opinion only covers the transfer of the information in the Annual Financial Report into a single electronic reporting format as required by the ESEF RTS, and therefore does not cover the information contained in the Annual Financial Report.

Report on Corporate Governance Statement of Compliance

Pursuant to Rule 5.94 of the Capital Markets Rules issued by the Malta Financial Services Authority, the directors are required to include in the Company's Annual Financial Report a Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance explaining the extent to which they have adopted the Code of Principles of Good Corporate Governance set out in Appendix 5.1 to Chapter 5 of the Capital Markets Rules, and the effective measures that they have taken to ensure compliance with those principles. The Corporate Governance Statement of Compliance is to contain at least the information set out in Rule 5.97 of the Capital Markets Rules.

Our responsibility is laid down by Rule 5.98 of the Capital Markets Rules, which requires us to include a report to shareholders on the Corporate Governance Statement of Compliance in the Company's Annual Financial Report.

We read the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance and consider the implications for our report if we become aware of any information therein that is materially inconsistent with the financial statements or our knowledge obtained in the audit, or that otherwise appears to be materially misstated. We also review whether the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance contains at least the information set out in Rule 5.97 of the Capital Markets Rules.

We are not required to, and we do not, consider whether the directors' statements on internal control cover all risks and controls, or form an opinion on the effectiveness of the Company's corporate governance procedures or its risk and control procedures.

In our opinion, the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance set out on pages 13 to 25 has been properly prepared in accordance with the requirements of Rules 5.94 and 5.97 of the Capital Markets Rules.

Independent auditor's report (continued)

to the members of
Grand Harbour Marina p.l.c.

Report on Remuneration Report

Pursuant to Rule 12.26K of the Capital Markets Rules issued by the Malta Financial Services Authority, the directors are required to draw up a Remuneration Report, whose contents are to be in line with the requirements listed in Appendix 12.1 to Chapter 12 of the Capital Markets Rules.

Our responsibility is laid down by Rule 12.26N of the Capital Markets Rules, which requires us to check that the information that needs to be provided in the Remuneration Report, as required in terms of Chapter 12 of the Capital Markets Rules, including Appendix 12.1, has been included.

In our opinion, the Remuneration Report set out on pages 28 to 30 includes the information that needs to be provided in the Remuneration Report in terms of the Capital Markets Rules.

Matters on which we are required to report by exception under the Companies Act

Under the Companies Act (Cap. 386), we have responsibilities to report to you if in our opinion:

- Proper accounting records have not been kept;
- Proper returns adequate for our audit have not been received from branches not visited by us;
- The financial statements are not in agreement with the accounting records and returns; or
- We have been unable to obtain all the information and explanations which, to the best of our knowledge and belief, are necessary for the purpose of our audit.

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

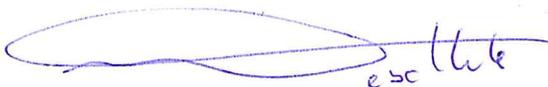
Auditor tenure

We were first appointed by the members of the Company to act as statutory auditor of the Company and the Group for the financial year ended 31 December 2021. The period of total uninterrupted engagement as statutory auditor including previous reappointments of the firm is 5 financial years.

Consistency of the audit report with the additional report to the Audit Committee

Our audit opinion is consistent with the additional report to the Audit Committee in accordance with the provisions of Article 11 of the EU Audit Regulation No. 537/2014.

The audit was drawn up on 30 March 2026 and signed by:



John Debattista as Director
in the name and on behalf of
Deloitte Audit Limited
Registered auditor
Central Business District, Birkirkara, Malta