Shoreline Mall plc
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Company No: C84005

COMPANY ANNOUNCEMENT

The following is a Company Announcement Ref No.SHM51 issued by Shoreline Mall p.l.c. (the **'Company'**) on the 25th February 2026 pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority.

Quote

Approval and Publication of Interim Financial Statements

The Company hereby announces that during the meeting of its Board of Directors held on the 25th February 2026, the Company's interim unaudited financial statements for the six-month financial period ending 31st December 2025 were approved. The said interim financial statements are being attached hereto.

A copy of the approved interim unaudited financial statements shall be made available on the Company's website.

Unquote

Dr Luana Pace

Company Secretary

Shoreline Mall p.l.c

Condensed Interim Financial Statements (unaudited)

For the period 1 July 2025 to 31 December 2025

Company Registration Number: C 84005

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Interim Directors' Report pursuant to Capital Market Rule 5.75.2

This report is being published in terms of Listing Rule 5.74 issued by the Listing Authority and has been prepared in accordance with the applicable Listing Rules and International Accounting Standard 34, 'Interim Financial Reporting' ("IAS 34"). The condensed interim financial information included in this report has been extracted from Shoreline Mall p.l.c.'s ("the Mall" or "the Company") unaudited financial information for the six months ended 31 December 2025 prepared in accordance with IAS 34. In terms of Listing Rule 5.75.5, the Directors are stating that this Half-Yearly Financial Report has not been audited or reviewed by the Group's independent auditors.

The Directors who served during the period and up till the date of this report are as follows:

Ryan Otto
Roderick Psaila
Robert Ancilleri
Charles Scerri

1. Business Overview/Directors Report

The Company is a public limited liability Company incorporated in Malta on 15 December 2017 with registration number C84005.

The Company's principal activity is to operate the Shoreline Mall shopping complex and to develop residential villas for resale at the

Shoreline Mall site at Smart City, Kalkara, Malta. The Company's business consists of:

a. The generation of rental income from the commercial operation within the Shoreline Mall units and carpark; and
b. The sale of immovable property within the Shoreline site, consisting of residential villas.

2. Financial Performance

The Shoreline Mall commenced operations in March 2024, at which point it began generating rental income from tenants. Since commencement, the Company has focused on initiatives aimed at increasing footfall and improving the consistency of shopper traffic throughout the week.

The Company registered an operating profit of €1,372,072 (31 December 2024: €1,124,542) for the six-month reporting period under review. After deducting finance costs and depreciation amounting to €870,796 and €945,467 respectively, a loss before tax of €444,191 was registered (31 December 2024 loss of €663,144). This was mainly driven by stronger retail sales experienced by the Mall's tenants over this period.

The structure of the residential villas has been completed, while final finishing works are ongoing. Once completed these residential villas will add an additional source of revenue for the Company.

3. Financial Position

The Company's total assets as at 31 December 2025 increased slightly to €76,565,933 when compared to the amount of €76,357,550 at 30 June 2025. Similarly current assets increased to €9,393,365 (30 June 2025: €8,291,256) whilst non-current assets decreased to €67,172,568 (30 June 2025: €68,066,294) as a result of depreciation charged on its qualifying assets.

The increase in current liabilities to €33,593,163 (30 June 2025: €18,991,622) and the corresponding decrease in non-current liabilities to €25,953,622 (30 June 2025: €39,902,589) arise from the Company's 4% Secured Bonds 2026 (Series A Bonds) maturing within the next 12 months.

The Company's net assets decreased to €17,019,148 when compared to 30 June 2025 value of €17,463,339.

As at the reporting date, Shoreline Mall p.l.c. is a defendant included in an arbitration case under the International Chamber of Commerce rules of arbitration, in relation to a design and build contract.

Due to the early stage of the arbitration process, it is not currently feasible to determine the likely outcome of the case. While management acknowledges the possibility of an economic outflow arising from this matter, it has concluded that at this stage, it is not feasible to quantify a contingent liability.

Accordingly, no provision has been recognised in these financial statements. Management will continue to monitor developments and update its assessment as further information becomes available.

4. Outlook

The Shoreline Mall is expected to strengthen its market presence in the southern region of the island through continued growth in footfall. This is anticipated to be supported by planned events and by the phased completion and occupation of the Shoreline residential component, as both long-term and short-term residents take up the apartments. In addition, the closure of nearby shopping facilities within the locality is expected to further redirect footfall to the Shoreline Mall.

The residential component of the project is completely constructed, and the finishing works are on-going.

5. Dividends

No interim dividend is being recommended as the Company did not have any distributable reserves at the end of the reporting period.

6. Going Concern

The Directors have considered the Company's financial position, performance, and cash flow projections as part of their assessment of the Company's ability to continue as a going concern. The timing and successful completion of the planned refinancing or alternative funding arrangements have not yet been finalised as such processes will only be completed closer to the maturity date. Regardless of this, the Company's ultimate parent has committed the required funding to repay the maturing bonds should none of the other financing options realise in time

For this reason and the fact that the retail operation of the Company is continuing to grow, the directors have adopted the going concern basis in preparing these condensed financial interim statements.

7. Related Party Transactions

The Company enters into related party transactions with its immediate parent company and other sister companies. Related party transactions are reviewed and approved by the Audit Committee on a regular basis. All related party transactions pertaining to the six-month period ended 31 December 2025 have been disclosed in Note 7 to the condensed interim financial statements.

The Directors' report was approved by the Board of Directors on 25 February 2026 and signed on its behalf by:

Robert Ancilleri	Ryan Otto
Director	Director

Registered Office

Suite 407, Level 4, Block SCM 01,

Smart City Malta, Ricasoli,

Kalkara, SCM 1001, Malta

Condensed Income Statement

	NOTES	COMPANY	
		Six months ended 31 December 2025 (Unaudited)	Six months ended 31 December 2024 (Unaudited)
		€	€
Continuing Operations:			
Net rental income		1,582,490	1,363,339
Other income		27,213	-
Administrative expenses		(237,631)	(238,797)
Operating profit before depreciation, finance cost and tax for the period		**1,372,072**	**1,124,542**
Depreciation		(945,467)	(916,622)
Finance costs		(870,796)	(871,064)
Loss before tax for the period		**(444,191)**	**(663,144)**
Income tax	2	-	-
Loss after tax for the period		(444,191)	(663,144)

Condensed Statement of Financial Position

	NOTES	COMPANY	
		31 December 2025 (Unaudited)	30 June 2025 (Audited)
		€	€
ASSETS			
Non-Current Assets	3	67,172,568	68,066,294
Current Assets	4	9,393,365	8,291,256
Total assets		**76,565,933**	**76,357,550**
EQUITY AND LIABILITIES			
Capital and reserves attributable to owners of the company		17,019,148	17,463,339
Non-Current Liabilities	5	25,953,622	39,902,589
Current Liabilities	6	33,593,163	18,991,622
Total Liabilities		**59,546,785**	**58,894,211**
Total equity and liabilities		**76,565,933**	**76,357,550**

The notes on pages 10 to 15 are an integral part of these condensed consolidated interim financial statements.

The condensed consolidated interim financial statements on pages 6 to 15 were authorised for issue by the Board on 25 February 2026 and were signed on its behalf by:

Robert Ancilleri

Director

Ryan Otto

Director

Condensed Statement of Changes in Equity

	Share Capital	Retained earnings	Total
	€	€	€
Balance at 30 June 2024	**18,075,998**	**452,251**	**18,528,249**
Comprehensive Income/(Loss) for the period			
Loss for the period ended 31 December 2024	-	(663,144)	(663,144)
Balance at 31 December 2024	**18,075,998**	**(210,893)**	**17,865,105**
Comprehensive Income/(Loss) for the period			
Loss for the period ended 30 June 2025	-	(401,766)	(401,766)
Balance at 30 June 2025	**18,075,998**	**(612,659)**	**17,463,339**
Comprehensive Income/(Loss) for the period			
Loss for the period ended 31 December 2025	-	(444,191)	(444,191)
Balance at 31 December 2025	18,075,998	(1,056,850)	**17,019,148**

Condensed Statement of Cash Flows

	COMPANY	
	Six months ended 31 December 2025 (Unaudited) €	Six months ended 31 December 2024 (Unaudited) €
Net cash used in operating activities	246,394	(153,201)
Net cash used in investing activities	(13,813)	(315,383)
Net cash (used in)/generated from financing activities	(7,157)	469,457
Net movement in cash and cash equivalents	**225,424**	**873**
Cash and cash equivalents at beginning of the period/year	385,912	211,096
Cash and cash equivalents at end of period/year	**611,336**	**211,969**

Notes to the Condensed Interim Financial Statements

1. Statement of compliance

These condensed financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting and in terms of Listing Rule 5.74 issued by the Listing Authority.

The financial information has been extracted from the Company's unaudited interim financial results for the period ended 31 December 2025.

The accounting policies adopted in the preparation of these condensed financial statements are the same as those adopted in the preparation of the audited financial statements for the year ended 30 June 2025.

2. Income tax

During the current and prior interim periods, no change was recognised to the deferred tax asset as reported at 30 June 2025 and 30 June 2024 respectively.

Notes to the Condensed Interim Consolidated Financial Statements (continued)

3. Non-Current Assets

	COMPANY	
	31 December 2025 (Unaudited)	30 June 2025 (Audited)
	€	€
Investment property	65,916,600	66,754,746
Property, plant and equipment	260,819	313,169
Intangible assets	14,528	17,758
Deferred tax asset	980,621	980,621
Total non-current assets	**67,172,568**	**68,066,294**

Investment property consists of land costs, planning and studies, architectural, excavation, project management and construction costs relating to the construction of the Mall less any depreciation. The Mall has been constructed on a portion of land which was sub-leased from Shoreline Residence Limited. Shoreline Residence Limited acquired the land under a title of sub-emphyteusis from SmartCity (Malta) Limited. The Shoreline Mall was completed and opened its doors to the public in March 2024.

The portion of the right-of-use asset of the leasehold land allocated to the investment property has been arrived at based on a sale and assignment deed that took place between Shoreline Residence Limited and a third party, following which, a sale and assignment deed was made between Shoreline Residence Limited and the Company. This latter assignment was based on a valuation from a professionally qualified valuer on the basis of market value that reflects recent transactions for similar properties as adjusted to reflect inputs specific to the property.

Management has assessed the fair value of the investment property after taking into consideration the discounted cash flows for projected rental income less operating expenses necessary to manage the Mall. Based on this assessment, management determined the fair value of the investment property as at 31 December 2025 to be approximately €78.8 million. This fair value measurement is based on an internal valuation.

In estimating the fair value of the investment property, the highest and best use is its current use.

The fair value measurement is classified as a Level 3 measurement within the fair value hierarchy.

Notes to the Condensed Interim Consolidated Financial Statements (continued)

4. Current Assets

	COMPANY	
	31 December 2025 (Unaudited)	30 June 2025 (Audited)
	€	€
Inventories under construction	6,081,988	6,075,052
Trade and other receivables	2,280,735	1,182,873
Amounts due from group companies	419,306	647,419
Cash and Cash Equivalents	611,336	385,912
Total current assets	**9,393,365**	**8,291,256**

Inventories under construction includes cost of development of residential units for sale in the ordinary course of business on a portion of land which was sub-leased from Shoreline Residence Limited. Shoreline Residence Limited acquired the land under a title of sub-emphyteusis from SmartCity (Malta) Limited. Shoreline Contracting Limited is managing all the construction arrangements relating to the construction of The Mall.

Inventories are expected to be recovered after more than twelve months. This is considered to be the normal operating cycle of the company.

Trade and other receivables comprise amounts relating to trade receivables, prepayments, deferred lease incentives and accrued income.

Amounts due from group companies comprise mainly of an amount owed by Shorematrix Ltd for the initial setup of the of the family entertainment facility within the Mall.

The amounts due from related parties are interest-free, payable on demand, denominated in Euro and have no fixed date for repayment.

Cash and cash equivalents also includes restricted cash that is held at the Courts of Malta due to a garnishee order that was issued against the Company.

Notes to the Condensed Interim Consolidated Financial Statements (continued)

5. Non-Current Liabilities

	COMPANY	
	31 December 2025 (Unaudited)	30 June 2025 (Audited)
	€	€
Debt securities in issue	25,726,622	39,655,589
Other payables	227,000	247,000
Total non-current liabilities	**25,953,622**	**39,902,589**

The company was approved by the Listing Authority in Malta, on 18 June 2020, for the issuance of EUR14,000,000 4% Secured Bonds 2026 (series A Bonds) and EUR26,000,000 4.5% Secured Bonds 2032 (series B Bonds). Both series bonds were issued at a nominal value of EUR100 at par. The bond subscriptions closed in July 2020 with the bonds being fully subscribed with interest payable annually on 1 August. The proceeds were utilised for the development of the project. The EUR14,000,000 4% Secured Bonds 2026 (series A Bonds) will be maturing within the next 12 months and are thus disclosed under current liabilities in the current period.

A Special Hypothec on the value of the property as classified under investment property under construction and inventory under construction was registered in favour of the Security Trustee for the benefit of the Bondholders in accordance with its obligations under Section 4.6.1 of the Securities Note. The Special Hypothec secures the principal amount of the bond still outstanding and accrued interest.

Notes to the Condensed Interim Consolidated Financial Statements (continued)

6. Current Liabilities

	COMPANY	
	31 December 2025 (Unaudited)	30 June 2025 (Audited)
	€	€
Trade and other payables	1,823,460	2,703,545
Lease liabilities	154,808	151,777
Amounts due to group companies	17,647,999	16,136,300
Debt securities in issue	13,966,896	-
Total current liabilities	**33,593,163**	**18,991,622**

Trade and other payables include an amount of €730,948 representing interest payable on Bonds issued, as mentioned in note 5.

Amounts due to group companies, mainly relate to Shoreline Contracting Ltd, who entered into agreements directly with contractors for the development and construction of the Shoreline Mall project as well as financing from Shoreline Holding Ltd.

The amounts due to group companies are unsecured, interest-free and denominated in Euro and the company has no unconditional right to defer settlement for at least 12 months from the end of the reporting period. The consideration to be provided in settlement may include offsets with amounts due to / from the same party.

Debt securities in issue are the maturing 4% Secured Bonds 2026 (series A Bonds) as mentioned in note 4.

7. Segmental Information

The Shoreline Mall is located in Malta and accordingly revenues from the above activities will be attributed to Malta. The company's principal activities is to manage the Shoreline Mall shopping complex and to develop residential villas for resale. The company's main business consists of:

a. The generation of rental income from the commercial operations within the Shoreline Mall units and carpark; and
b. The sale of immovable property within the Shoreline Mall site, mainly consisting of residential villas.

The properties are classified as inventories under construction and investment property respectively. Since the project is managed centrally the above activities are considered to be one operating segment.

Notes to the Condensed Interim Consolidated Financial Statements (continued)

8. Related party transactions

The parent of the Company is Shoreline Holdings Limited (C86187). The latter also fully owns Shoreline Residence Limited (C77212), Shoreline Contracting Limited (C83994) and Shorematrix Limited (C103891), whist having a fifty percent ownership of Shoreline Management Limited (C105525). Shoreline Management Limited in turn has an eighty percent ownership in 356 Retail Limited. All entities owned, controlled or significantly influenced by the Company's ultimate shareholders, together with the Company's Directors, close members of their families and all entities owned, controlled or significantly influenced by the individuals, are the principal related parties of the Company.

The principal transactions carried out with related parties during the six-month period ended 31 December 2025 were as follows:

- The Company charged rental income to Shorematrix Limited, Shoreline Management Limited and 356 Retail Limited for the total value of €70,701.
- Shoreline Management Limited charged the Company a management fee for the value of €128,749 as well as CAM and marketing subsidies of €105,881.
- Costs incurred and charged by fellow group entities in the connection with the development of the Shoreline Mall project amounted to approximately €20,249 during the period.

Balances with related parties outstanding as at end of the reporting period were as follows:

	COMPANY	
	31 December 2025 (Unaudited)	30 June 2025 (Audited)
	€	€
Amounts owed to related parties	17,647,999	16,136,300
Amounts owed by related parties	419,306	647,419

The terms and conditions in respect of the related party balances do not specify the nature of the consideration to be provided in settlement. No guarantees have been given or received.

Amounts due to and by related parties are interest-free, payable on demand and denominated in Euro.

Directors' Confirmations

We confirm to the best of our knowledge that:

- the condensed interim financial information gives a true and fair view of the Financial Position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the six-month period then ended, in accordance with International Financial Reporting Standards as adopted by the EU applicable to Interim Financial Reporting (International Accounting Standards 34, 'Interim Financial Reporting');

- the Interim Directors' Report includes a fair review of the information required in terms of Listing Rules 5.81 to 5.84 issued by the Listing Authority and has been prepared in accordance with the applicable Listing Rules.

Robert Ancilleri
Director

Ryan Otto
Director