

MALTA FREEPORT CORPORATION LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the Year Ended 31st December 2025

Company Registration Number: C 9353

MALTA FREEPORT CORPORATION LIMITED
Annual Report and Financial Statements
For the Year Ended 31st December 2025

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MALTA FREEPORT CORPORATION LIMITED

General Information

For the Year Ended 31st December 2025

Registration

Malta Freeport Corporation Limited ("the Company") is registered in Malta as a limited liability company under the Companies Act, Cap. 386 of the laws of Malta. The Company's registration number is C 9353.

Directors

The directors of the Company who held office during the year were:

Robert Sarsero (Chairman)

Carmelo Briffa

Aleander Balzan

Charles Giordimania

Claire Azzopardi

Claudette Abela Baldacchino

Margaret Camilleri

Mark Aquilina

Priscilla Muscat

Ramon Deguara

Company Secretary

Jolene Flask

Registered office

Freeport Centre
Port of Marsaxlokk
Kalafrana
Birzebbugia BBG05
Malta

MALTA FREEPORT CORPORATION LIMITED
General Information (continued)
For the Year Ended 31st December 2025

COMPANY INFORMATION

Auditors

PKF Malta Limited
15, Level 3
Mannarino Road
Birkirkara, BKR 9080
Malta

Bankers

Central Bank of Malta
Castille Place
Valletta, Malta

Bank of Valletta PLC
Corporate Centre
St, Venera, Malta

HSBC Bank Malta PLC
Mill Street,
Qormi Malta

Legal Advisors

Dr. C. Cilia LL.D.
IC Law, Masionette
Guatemala Court
Triq il-Ghenba
Attard
Malta

Dr. C. L. Vella
Old Mint Legal
40/1, Old Mint Street
Valletta
Malta

MALTA FREEPORT CORPORATION LIMITED
Directors' Report
For the Year Ended 31st December 2025

The directors present the report and the audited financial statements of Malta Freeport Corporation Limited (the "Company") for the year ended 31st December 2025.

Principal Activities

The Company's activity which remained unchanged from previous year, fulfils the role of landlord and authority over the Freeport Zone. The Company is the sole owner of the property situated at the Freeport Zone and has a mission to administer the area and maintain harmony within the Stakeholders that operate within the Zone. It is also the Regulator and Licensing Authority acting on behalf of the Government of Malta.

Financial and Operational Review

Total revenue for the year under review increased by 1.8% to \$13.3 million, compared to \$13.0 million in the prior year. The Company also recognised an overall exchange gain of \$5.4 million for the year ended 31 December 2025, compared to an exchange loss of \$2.1 million in the prior year. The overall exchange gain represents the unrealised foreign exchange impact arising from the translation of the Company's EUR-denominated trial balance into USD for financial reporting purposes. The EUR/USD exchange rate increased from 1.0389 at 31 December 2024 to 1.1750 at 31 December 2025, reflecting an appreciation of the EUR against the USD. This movement in the exchange rate, together with the underlying EUR-denominated balances, resulted in the net unrealised exchange gain recognised for the year.

The increase in the fair value of the Company's investment property amounted to \$35,440,952 during the year ended 31 December 2025 compared to an increase of \$12,138,170 reported last year. Investment Property is measured at fair value, based on the present value of discounted future cash flows arising from existing contractual agreements, net of the discounted value of future cash outflows. The valuation also takes into consideration the net present value of historic and contractual infrastructure and superstructure investments undertaken by the Company's operators for the benefit of the Company following the termination of the existing leases.

During the year under review, the fair value of Investment Property increased substantially, primarily driven by improvements in the EBITDA performance of the Company's operators, together with significant infrastructure and superstructure investments undertaken by one of the Company's principal tenants at Malta Freeport.

During the year under review, the Company also recognised a negative fair value movement of \$9,960,470 on its cross-currency interest rate swap derivatives, reflecting the change in their fair value from the prior year-end. As at 31 December 2025, the cross-currency interest rate swap derivatives had an aggregate negative fair value of \$2,566,082, which was recognised as a derivative financial liability.

As at 31st December 2025, the Company is reporting a profit before tax of \$47,865,8552 compared to \$31,843,617 reported in 2024.

Current Developments

On the 06th March 2023, the Company entered into a Fourth License Amendment Agreement with one of its existing tenants in relation to the reclamation and development of the designated site from the sea, with the objective of squaring-off and extending Terminal Two and the North Quay within the Port Site. The civil works component of the project has a contract value of €55.4 million.

In accordance with the agreement, the Company is contributing towards the infrastructural costs in a manner compliant with European Union (EU) State Aid Rules. The Company's total contribution is expected to amount to €28 million, which is being granted to the tenant through quarterly cash discounts of €1 million each. As at 31 December 2025 the cumulative discounts amounted to €6 million (2024: €2 million). Such discounts become due and payable upon submission of a Completion Certificate by the tenant, subject to the certificate being duly certified in accordance with the agreement. The Company has also engaged an architect to monitor the project works until the issuance of the relevant completion certificate.

MALTA FREEPORT CORPORATION LIMITED
Directors' Report (continued)
For the Year Ended 31st December 2025

Current Developments (continued)

During 2025, significant progress continued to be made on the Terminal Two Squaring-Off Project. Works on the North Quay progressed satisfactorily, including the placement of piles and steel reinforcement for the crane beams. Land reclamation activities continued with the objective of fully enclosing the reclamation area.

The Company also continued to advance its strategic Onshore Power Supply ("OPS") initiatives during 2025, comprising OPS 1 and OPS 2. These projects form part of the Company's wider environmental and sustainability strategy and are aimed at reducing vessel emissions and noise pollution while vessels are berthed at the Malta Freeport. During 2025, OPS 1, covering the Terminal 1 North Quay and Terminal 2 North Quay, has reached a planned hold point to facilitate the construction of the Frequency Converter Station ("FCS") Building under the OPS 2 contract. The FCS Building represents a key interface between the two OPS projects and is critical to the overall implementation of the shore power system. All trenching and cable-laying works under OPS 1 have been completed. Following completion of the FCS Building as per OPS 2 Contract, the OPS 1 contractor will proceed with the installation of the electrical equipment, followed by testing, commissioning and energisation activities. As at to date work on OPS 2 has accordingly commenced.

The Company remains committed to the timely completion of these strategic infrastructure and environmental projects, while continuing to monitor project delivery, costs and the achievement of the anticipated operational and environmental benefits.

Financial Risk Management

The successful management of risk is essential to enable the Company to achieve its objectives. The ultimate responsibility for risk management rests with the Company's directors, who evaluate the Company's risk appetite and formulate policies for identifying and managing such risks. There are a number of financial risks that could potentially impact the activities of the Company and include, not limited to, the following; credit risk, foreign currency risk, interest rate risk and liquidity risk. The Company's objective in managing such risks is the creation and protection of shareholder's value. In order to manage and mitigate such risks, the Company employs a number of risk management tools in day-to-day operation. Further detail can be found under Note 26 to the financial statements.

Results and Dividends

The results for the year ended 31 December 2025 are shown in the Statement of Profit or Loss and Other Comprehensive Income on page 8. The profit for the year after taxation was USD 42,001,498 (2024: USD 27,685,599).

The directors declared and paid a dividend amounting to USD 1,176,200 during the year (2024: USD 1,109,400).

Future Developments

OPS 2 represents the next phase of the Company's onshore power supply programme. A Commencement Notice was issued on 20 July 2026, in respect of the construction of the FCS Building. This building will form the central component of both HVSC projects and is critical to the overall shore power system implementation. The total value of the OPS 2 project is €20 million, with €12.35 million of the total value being financed by the EU. Work on OPS 2 has accordingly commenced.

Going forward, the Company expects the implementation of the OPS projects to contribute significantly towards the reduction of emissions from vessels while berthed, thereby supporting improved air quality, environmental sustainability and the Company's alignment with applicable national and European decarbonisation objectives.

MALTA FREEPORT CORPORATION LIMITED
Directors' Report (continued)
For the Year Ended 31st December 2025

Future Developments (continued)

Additionally, during 2026, concerns were raised regarding the condition of the Breakwater, which forms part of the infrastructure leased by the Company to a third party. The Breakwater has been in operation for a number of years and has historically been exposed to significant weather and sea conditions. Following the adverse weather conditions experienced during Storm Harry, further concerns arose regarding its condition and the extent of any remedial works that may be required.

The matter was subsequently raised with the relevant authorities, and Infrastructure Malta was commissioned to carry out a technical assessment of the condition of the Breakwater and the nature and extent of any repair or reconstruction works required. Based on preliminary information available to date, the potential intervention has been estimated at approximately €25 million.

Following discussions between the relevant stakeholders in August 2026, further technical assessments are being undertaken to determine the appropriate scope and methodology of the required works, as well as the respective responsibilities of the parties involved. Although the Breakwater forms part of the leased area, responsibility for the Breakwater infrastructure falls within the remit of Transport Malta. Based on the discussions held to date, the required repair or reconstruction works are expected to be undertaken and funded by Transport Malta.

The Company considers the proposed works to be of significant importance, given the operational importance of the Breakwater to the Freeport and its role in supporting the Company's operations and the wider Maltese economy. The condition and continued availability of the Breakwater also have a direct bearing on the Company's Investment Property. Accordingly, the Company continues to closely monitor developments in this regard. The matter remains a priority for the relevant stakeholders, with further technical assessments and discussions ongoing to determine the final scope, timing and implementation of the required works.

Post balance sheet events

There were no subsequent events which would require an adjustment or disclosure in the financial statements of the Company.

Directors

The Directors of the Company who held office during the year are set out on page 2.

In accordance with the Company's Memorandum and Articles of association, the Directors are appointed for a period of one year by a simple letter of the shareholders to the Company Secretary but are eligible for re-election for further periods of one year each at subsequent annual general meetings of the Company.

MALTA FREEPORT CORPORATION LIMITED
Directors' Report (continued)
For the Year Ended 31st December 2025

Statement of Directors' Responsibilities

The Directors are required by the Companies Act (Cap, 386) and Malta Freeports Act (Cap, 334) to prepare financial statements in accordance with generally accepted accounting principles which give a true and fair view of the state affairs of the Company at the end of each financial year and of the profit or loss of the Company for the year then ended. In preparing the financial statements, the directors should:

- Select suitable accounting policies and apply them consistently;
- Make judgements and estimates that are reasonable;
- Prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the company will continue in business as a going concern;
- Account for income and charges relating to the accounting period on the accruals basis;
- Value separately the components of asset and liability items; and
- Report comparative figures corresponding to those of the preceding accounting period.

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 which enable the directors to ensure that the financial statements comply with the Companies Act (Cap 386, Laws of Malta) and Malta Freeports Act (Cap, 334). The 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

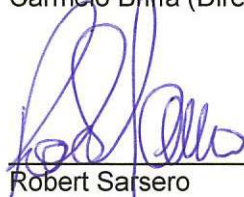
Financial Reporting Framework

The Board of Directors have resolved to prepare the Company's financial statements for the year ended 31 December 2025 in accordance with the International Financial Reporting Standards as adopted by the EU.

Auditors

PKF Malta Limited, Registered Auditors, have expressed their willingness to continue in office and a resolution for their reappointment will be proposed at the Annual General Meeting.

Signed on behalf of the Board of Directors on 16 September 2026 by Robert Sarsero (Chairman) and Carmelo Briffa (Director).


Robert Sarsero
Chairman


Carmelo Briffa
Director

Malta Freeport Corporation Limited
Statement of Comprehensive Income
For the Year Ended 31st December 2025

	Notes	2025	2024
		USD	USD
Revenue	5.	13,278,072	13,044,866
Staff costs	9.	(4,020,841)	(3,569,780)
Other administrative costs		(864,057)	(766,685)
Increase in the provision for retirement benefits and financial obligations	19.	(2,059)	(269,114)
Gain / (Loss) on exchange		5,430,909	(2,057,803)
Fair value movement in investment property	12.	35,440,952	12,138,170
(Loss) / Gain on cross-currency interest rate swap	15.	(9,960,470)	3,903,085
Movement in expected credit losses of financial assets	13. 14.	(181,392)	19,269
Interest income	6.	8,744,780	9,401,640
Finance costs	7.	(41)	(31)
Profit before Taxation	8.	47,865,853	31,843,617
Income tax expense	10.	(5,864,355)	(4,158,018)
Profit for the year		42,001,498	27,685,599
Other comprehensive income		-	-
Total comprehensive income for the year		42,001,498	27,685,599

The accounting policies and explanatory notes on pages 13 to 40 form an integral part of the financial statements.

Malta Freeport Corporation Limited
Statement of Financial Position
As at 31st December 2025

	Notes	2025 USD	2024 USD
ASSETS			
Non-Current Assets			
Property, plant and equipment	11.	16,909,676	9,627,389
Investment property	12.	548,295,193	512,854,241
Derivative instruments at fair value	15.	-	7,394,388
Financial investments	22.	43,475,000	33,244,800
Loans and receivables	13.	26,636,226	29,890,593
Total Non-Current Assets		<u>635,316,095</u>	<u>593,011,411</u>
Current Assets			
Financial investments	22.	77,762,500	-
Loans and receivables	13.	3,249,341	3,124,366
Trade and other receivables	14.	2,657,628	2,513,458
Income tax receivable	10.	1,436,764	125,616
Cash and cash equivalents	21.	50,757,972	117,762,635
Total Current Assets		<u>135,864,205</u>	<u>123,526,075</u>
TOTAL ASSETS		<u>771,180,300</u>	<u>716,537,486</u>

Malta Freeport Corporation Limited
Statement of Financial Position
As at 31st December 2025

	Notes	2025 USD	2024 USD
EQUITY & LIABILITIES			
Equity			
Share capital	20.	2,976,128	2,976,128
Foreign exchange translation reserve		759,547	759,547
Retained earnings		440,314,340	399,489,042
Total Equity		<u>444,050,015</u>	<u>403,224,717</u>
Non-current liabilities			
Other financial liabilities	18.	250,000,000	250,000,000
Derivative instruments at fair value	15.	2,566,082	-
Post-employment benefits	19.	767,095	741,470
Deferred income tax liabilities	23.	57,728,857	54,616,542
Total Non-Current Liabilities		<u>311,062,034</u>	<u>305,358,012</u>
Current Liabilities			
Trade and other payables	16.	14,517,598	6,793,035
Income tax payable	10.	1,550,653	1,161,722
Total Current Liabilities		<u>16,068,251</u>	<u>7,954,757</u>
Total Liabilities		<u>327,130,285</u>	<u>313,312,769</u>
TOTAL EQUITY & LIABILITIES		<u>771,180,300</u>	<u>716,537,486</u>

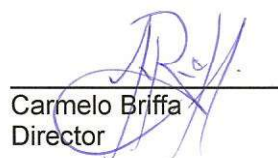
Rate of exchange as at 31 December 2025: EURO 1 = USD 1.175 (31 December 2024: EURO 1 = USD 1.0389).

The accounting policies and explanatory notes on pages 13 to 40 form an integral part of the financial statements.

The financial statements set out on pages 8 to 40 were approved and authorised for issue by the Board of Directors on 16 September 2026 and signed on its behalf by:



Robert Sarsero
Chairman



Carmelo Briffa
Director

Malta Freeport Corporation Limited
Statement of Changes in Equity
For the Year Ended 31st December 2025

	Share Capital	Foreign Exchange Translation Reserve	Retained Earnings	Total Equity
	USD	USD	USD	USD
Financial year ended 31 December 2024				
Balance at 1 January 2024	2,976,128	759,547	372,912,843	376,648,518
Dividend distribution	-	-	(1,109,400)	(1,109,400)
Total comprehensive income for the year	-	-	27,685,599	27,685,599
Balance at 31 December 2024	2,976,128	759,547	399,489,042	403,224,717
Financial year ended 31 December 2025				
Balance at 1 January 2025	2,976,128	759,547	399,489,042	403,224,717
Dividend distribution	-	-	(1,176,200)	(1,176,200)
Total comprehensive income for the year	-	-	42,001,498	42,001,498
Balance at 31 December 2025	2,976,128	759,547	440,314,340	444,050,015

The accounting policies and explanatory notes on pages 13 to 40 form an integral part of the financial statements.

Malta Freeport Corporation Limited
Statement of Cash Flows
For the year ended 31st December 2025

	Note	2025 USD	2024 USD
Cash flows from operating activities			
Profit before taxation		47,865,853	31,843,617
<i>Adjustments for:</i>			
Depreciation	11.	257,554	235,594
Fair value movement in cross-currency swap	15.	9,960,470	(3,903,085)
Fair value movement in investment property	12.	(35,440,952)	(12,138,170)
Difference on exchange		(5,430,909)	2,057,803
Movement in post-employment benefits	19.	96,455	227,348
Movement in provision for ECL's	13. 14.	181,392	(19,269)
Accrued income	12.	75,534	75,534
Release of deferred income		(14,365)	(13,760)
Interest income	6.	(8,744,780)	(9,401,640)
Net interest expense	7.	41	31
Operating profit before working capital movements		8,806,293	8,964,003
Movement in trade and other receivables	14.	(139,134)	(866,129)
Movement in trade and other payables	16.	6,467,973	592,864
Cash generated from operations		15,135,132	8,690,738
Interest paid	7.	(41)	(31)
Taxation paid		(3,674,257)	(3,025,038)
Retirement benefits fund	19.	(70,830)	(10,210)
Net cash flow from operating activities		11,390,004	5,655,459
Investing activities			
Payments to acquire property, plant and equipment	11.	(7,539,841)	(5,684,210)
Proceeds from sale of property, plant and equipment	11.	-	544
Movement in loans and receivables	13.	3,124,356	3,004,198
Grants received	16.	2,028,988	2,742,164
Acquisition of investments		(83,576,750)	-
Proceeds received from disposal of investments		-	977,452
Interest received	6.	8,744,780	9,401,640
Net cash flow (used in) / from investing activities		(77,218,467)	10,441,788
Financing activities			
Payments of dividends	27.	(1,176,200)	(1,109,400)
Net cash flows from financing activities		(1,176,200)	(1,109,400)
Net movement in cash and cash equivalents		(67,004,663)	14,987,847
Cash and cash equivalents at beginning of the year	21.	117,762,635	102,774,788
Cash and cash equivalents at end of the year	21.	50,757,972	117,762,635

The accounting policies and explanatory notes on pages 13 to 40 form an integral part of the financial statements.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

1. Company Information

Malta Freeport Corporation Limited ("the Company") is registered in Malta as a limited liability company under the Companies Act, Cap 386 of the Laws of Malta. Its registered office is provided on page 2.

2. Basis of Preparation

a. Compliance with IFRSs as adopted by the EU

The financial statements have been prepared and presented in accordance with the provisions of the Malta Freeports Act (Cap. 334) and the Companies Act (Cap.386) enacted in Malta, which requires adherence to International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU). The significant accounting policies adopted are set out below.

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires the Directors to exercise their judgement in the process of applying the Company's accounting policies.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. These financial statements have been prepared on the historical cost basis, except for investment property and certain financial instruments, which are stated at the fair values.

b. Functional and presentation currency

The financial statements are presented in USD, which is the Company's functional currency.

Transactions denominated in currencies other than the functional currency are translated at the exchange rates ruling on the date of transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are retranslated to the functional currency at the exchange rate ruling at year-end.

Exchange differences arising on the settlement and on the retranslation of monetary items are dealt with in profit or loss. Non-monetary assets and liabilities denominated in currencies other than the functional currency that are measured at fair value are retranslated using the exchange rate running on the date the fair value was remeasured. Non-monetary assets and liabilities denominated in currencies other than the functional currency that are measured in terms of historical cost are not retranslated. Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period, except for differences arising on the retranslation of non-monetary items in respect of which gains, and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income.

c. Use of estimates and assumptions

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires management to make judgments, estimates and assumptions that affect the application of 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 accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Further information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment, are detailed in Note 4.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

2. Basis of Preparation (continued)

d. Changes in Accounting Policies and Disclosures

The principal accounting policies applied in the preparation of the Company's financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Standards, interpretations and amendments to published standards effective in 2025

In 2025, the Company adopted amendments and interpretations to existing standards that are mandatory to the Company's accounting period beginning on 1 January 2025. The adoption of these revisions to the requirements of IFRSs as adopted by the EU did not result in substantial changes to the Company's accounting policies.

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

The Company has not early adopted these revisions to the requirements of IFRSs as adopted by the EU and the Directors are of the opinion that there are no requirements that will have a possible significant impact on the Company's current or future reporting periods and on foreseeable future transactions.

e. Going Concern

The financial statements have been prepared on a going concern basis which assumes that the Company will continue to operate for the foreseeable future. The validity of this assumption is contingent upon the parent (the Government of Malta) continuing to meet the interest obligation in respect of the Company's debenture loan stock, which, together with certain other borrowings, are secured by the Government of Malta. The Government of Malta also indemnified the Company for any losses that could arise from the interest differential on the cross-currency interest rate swap.

3. Material accounting policy information

The material accounting policies in the preparation of these financial statements are set out below.

a. Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Expenditure on repairs and maintenance of property, plant and equipment is recognized as an expense when incurred.

Property, plant and equipment are derecognized on disposal or when no future economic benefits are expected from their use or disposal. Gains or losses arising from derecognition represent the difference between the net disposal proceeds, if any, and the carrying amount, and are included in profit or loss in the period of derecognition.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

a. Property, Plant and Equipment (continued)

Depreciation

Depreciation is charged to the statement of comprehensive income and is calculated using the straight-line method to write off the value of property, plant and equipment to their anticipated residual values over their estimated useful lives. Residual values, useful lives and methods of depreciation are reviewed at each financial year-end and adjusted prospectively, if appropriate.

Plant and Machinery	5% - 25% per annum
Motor Vehicles	25% per annum

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

b. Investment property

Investment property is property held for long-term rental yields or for capital appreciation or both.

Investment property is recognized as an asset when it is probable that the future economic benefits that are associated with the investment property will flow to the entity and the cost can be measured reliably. Investment property is initially measured at historical cost, including related transaction costs. Subsequent to initial recognition, investment property is carried at fair value at the end of each reporting period. Gains or losses arising from changes in the fair value of investment property are recognised in profit or loss in the period in which they arise.

Investment property is derecognised on disposal or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. Gains or losses on derecognition represent the difference between the net disposal proceeds, if any, and the carrying amount and are recognized in profit and loss in the period of derecognition.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use.

c. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), or fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrumental level.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

c. Financial assets (continued)

Subsequent measurement

For purposes of subsequent measurement, the Company's financial assets are classified in the below categories:

- Financial assets at amortised cost (*debt instruments*)
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (debt instruments)

This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met.

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (ETR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of comprehensive income. The Company holds no financial assets classified under this category.

Derecognition

A financial asset (or, where applicable, a part of financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either (a) the Company has transferred substantially all the risks and rewards of the asset or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the assets, but has transferred control of the asset.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

c. Financial assets (continued)

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement.

d. Impairment

Non-derivative financial assets

The Company recognises loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortised cost. The Company measures loss allowances at an amount equal to lifetime ECLs, except for bank balances 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.

When determining whether the credit risk of the financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit Losses are measured at 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 Company expects to receive).

Credit-impaired financial asset

At each reporting date, the Company assess whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- Significant financial difficulty of the counterparty;
- A breach of contract such as a default;
- The restructuring of an advance by the Company on terms that the Company would not consider otherwise; or
- It is probable that the counterparty will enter bankruptcy or other financial reorganisation.

Loss allowances for financial assets measured at amortisation cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company does not have a fixed policy but make an individual assessment with respect to timing and amount of write-off based on whether there is a reasonable expectation of recovery.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

d. Impairment (continued)

Non-financial assets

At each reporting date, the Company reviews the carrying amount of the non-financial assets (other than investment property and deferred tax assets) to determine whether there is any indication or objective evidence of impairment, as appropriate, and if any such indication or objective evidence exists, the recoverable amount of the asset is estimated.

An impairment loss is the amount by which the carrying amount of an asset exceeds its recoverable amount.

In the case of other assets tested for impairment, the recoverable amount is the higher of fair value (which 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) less costs of disposal and value in use (which is the present value of the future cash flows expected to be derived, discounted using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset). Where the recoverable amount is less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount, as calculated.

Impairment losses are recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

Impairment reversals are recognised immediately in profit or loss.

In the case of assets tested for impairment, an impairment loss recognised in a prior year is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

e. Trade and other receivables

Trade receivables comprise amounts due from customers for services performed and rendered in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at their nominal value unless the effect of discounting is material in which case trade and other receivables are measured at amortised cost using the effective interest method, less expected credit loss allowance.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss within administrative expenses. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited against profit or loss.

f. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits. 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.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

g. Share capital

Ordinary shares are classified as equity incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

h. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9.

Gains or losses on liabilities held for trading are recognized in the statement of comprehensive income

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of comprehensive income. Loans and borrowings include other financial liabilities, bank overdraft and trade and other payables.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

i. Post-employment obligations

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with estimations being carried out at the end of each reporting period. Past service cost is recognised as an expense at the earlier of the following dates (a) when the plan amendment or curtailment occurs and (b) when the entity recognises relating restructuring costs or termination benefits. The amount recognised in the statement of financial position represents the present value of the expected future payments required to settle the obligation resulting from employee service in the current and prior periods. The service cost and the net interest on the net defined benefit liability are recognised in profit or loss.

Remeasurements of the net defined liability, comprising actuarial gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss in a subsequent period.

Actuarial gains and losses are changes in the present value of the defined benefit obligation resulting from experience adjustments and the effects of changes in actuarial assumptions. Actuarial assumptions are an entity's best estimates of the variables that will determine the ultimate cost of providing postemployment benefits. Due to the non-complex nature of the actuarial assumptions, the Company did not involve an independent actuary in the measurement of its post-employment benefit obligations.

j. Leases

At inception of a contract, the Company 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 Company uses the definition of a lease in IFRS 16.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets.

Lease liabilities

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. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources 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 when applicable:

- 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;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

j. Leases (continued)

Short-term leases and lease of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and lease of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of comprehensive income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

k. Trade and other payables

Trade and other payables comprise obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at their nominal value unless the effect of discounting is material in which case trade and other payables are measured at amortised cost using the effective interest method.

l. Government grants

Government grants are recognised where there is reasonable assurance that the grant received, and all attached conditions will be complied with. Then the grant related to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

m. Taxation

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date of the statement of financial position.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences, the tax basis of assets and liabilities and their carrying values for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

m. Taxation (continued)

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and deferred income tax liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right to exist to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Value Added Tax

Revenues, expenses and assets are recognised net of the amount of value added tax except:

- Where the value added tax incurred on the purchase of assets or services is not recoverable from the taxation authority, in which case the value added tax is recognized as part of the asset or the part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of value added tax included.

The net value added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables that are stated with the amount of value added tax included.

n. Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the expenditure required to settle the present obligation at the end of each reporting period.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Provisions are not recognized for future operating losses.

o. Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

p. Revenue recognition

Revenue is measured based on the consideration specified in contracts with customers and is recognised as the related performance obligation is satisfied.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

p. Revenue recognition (continued)

Provision of services

Revenue from the provision of security services is recognised over the period in which the services are rendered. The Company enters into contracts with customers to provide security services at rates established in the contract. The provision of security services is one performance obligation which is satisfied over time and accordingly revenue is recognised over the period of the contract. The Company elects to apply the practical expedient to not disclose the amount of remaining performance obligations for contract that meet the requirements of the right to invoice.

Royalty income

Royalty income relates to fees charged to customers based on the quantity of oil dispensed from storage tanks by the customer ("throughput"). The identified performance obligation is the right of access for the dispensing of the oil, which is deemed to be one performance obligation satisfied over time and accordingly, revenue is recognised over the period of the contract. The Company considers that there is no variable consideration. The Company elects to apply the practical expedient to not disclose the amount of the remaining performance obligations for contracts that meet the requirements of the right to invoice.

Other income

Other income related to ad-hoc income earned by the Company. Payment for such goods or services is received concurrently with the transfer of these goods or services to customers and accordingly revenue is recognised at the point of transfer which is recognised at the point in time in which the customer obtains control of the good or service. The Company considers that there is no carryable consideration. None of the consideration is conditional, and accordingly no contract asset is recognised.

Disaggregated revenue

The Company discloses disaggregate revenue information, taking into consideration how information about the Company's revenue is generally presented.

q. Borrowing costs

Borrowing costs include the costs incurred in obtaining external financing.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised from the time that expenditure for these assets and borrowing costs are being incurred and activities that are necessary to prepare these assets for their intended use or sale are in progress.

Borrowing costs are capitalised until such time as the assets are substantially ready for their intended use or sale. Borrowing costs are suspended during extended periods in which active development is interrupted. All other borrowing costs are recognised as an expense in profit or loss in the period in which they are incurred.

r. Employee benefits

The Company contributes towards the state pension in accordance with the local legislation. The only obligation of the Company is to make the required contributions. Costs are expensed in the period in which they are incurred.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

3. Significant Accounting Policies (continued)

s. Dividends

Dividends payable on ordinary shares are recognised in the period in which they are approved by the Board of Directors.

t. Retained earnings.

Retained earnings represent accumulated profits or losses. During the year a dividend of USD 1,176,200 was paid (2024: USD 1,109,400).

u. Operating segments

For management purposes, the Company is organised and managed under a single business segment that is leasing of land and administration of the Freeport Zone, which is the basis upon which the Company reports its segment information.

Revenue generated by the Company are from external customers which are companies situated in Malta. Furthermore, the Company recognised revenue from lease and security services from one customer amounting to USD 10,150,623 (2024: USD 10,083,196). Likewise, non-current assets, other than financial instruments, are also situated in Malta.

v. Fair values

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.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participants' ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines when transfers are deemed to have occurred between levels in the hierarchy at the end of each reporting period.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

4. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the Company's financial statement requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the financial statements.

Functional currency

The Company has determined that its functional currency is the USD. It is the currency of the primary economic environment in which the Company operates given that it is the currency that mainly influences sales prices for goods and services and the currency in which funds from operating and financing activities are kept.

Government subvention or interest expense on debenture loan stock

The Government of Malta reimburses the Company on the interest expense on the debenture loan stock. The accounting for such government subvention requires significant judgement due to the fact that the Government of Malta is also the Parent company, and grants provided by the Government in the capacity of a shareholder should not be considered to constitute as a government grant. The Company determined that the subvention from the Government of Malta qualifies as a government grant after considering the facts and circumstances attached to it. Accordingly, the Company recognises the subvention when received, net of the interest expense as disclosed in Note 7.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Fair value of investment property

The determination of the fair value of investment property at the end of each reporting period required the use of significant management estimates. Details of key assumptions are disclosed in Note 12 to the financial statements. Other than as disclosed above, in the process of applying the Company's accounting policies, management has made no judgements which can significantly affect the amounts recognised in the financial statements and, at the end of each reporting period, there were no key assumptions concerning the future, or any other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

5. Revenue

Revenue represents the amount received or receivable for services rendered during the year, net of any indirect taxes as disclosed below:

	2025	2024
	USD	USD
Rental income (i)	10,337,678	10,282,930
Security service fees (ii)	1,842,709	1,680,789
Royalties (ii)	656,496	662,734
Other income (iii)	441,189	418,413
	13,278,072	13,044,866

Disaggregated revenue information

- i. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of comprehensive income due to its operation nature.
- ii. Revenue from security service fees and royalties is generated from one geographical region, being Malta, and has the same timing of revenue recognition – being recognised over time.
- iii. Revenue from other income is generated from one geographical region being Malta, and has the same timing of revenue recognition – being recognised at the point in time when control is passed to the customer.

6. Interest income

	2025	2024
	USD	USD
Interest income on bank deposits	7,421,146	7,957,838
Interest on loans and receivables	1,323,634	1,443,802
	8,744,780	9,401,640

7. Finance costs

	2025	2024
	USD	USD
Interest payable on debenture stock	18,225,694	18,276,042
Interest on bank balance	41	31
	18,225,735	18,276,073
Less: government subvention (Note 4)	(18,225,694)	(18,276,042)
	41	31

Interest payable on debenture loan stock is charged to the Government of Malta as per government subvention, also referred to in Note 4 and 18.

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

8. Profit before tax

	2025	2024
	USD	USD
<i>This is stated after charging:</i>		
Depreciation of property, plant and equipment	257,554	231,156
Fees paid to the auditors for audit services and tax compliance	6,515	4,851

9. Staff costs and employee information

	2025	2024
	USD	USD
Wages and salaries	3,634,068	3,215,295
Social security costs	251,481	231,547
Directors' remuneration	135,292	122,938
	4,020,841	3,569,780

The average number of persons employed during the year including all board members, was made up as follows:

	2025	2024
Administration and finance	11	11
Operational	102	100
	113	111

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

10. Current income tax

	2025	2024
	USD	USD
Current tax:		
Malta corporate tax at 35%	191,481	251,631
Income tax at 15%	2,560,559	2,652,909
	2,752,040	2,904,540
Deferred tax (Note 23)	3,112,315	1,253,478
Income tax expense for the year	5,864,355	4,158,018

Tax applying the statutory income tax rate and the income tax expense for the year are reconciled as follows:

	2025	2024
	USD	USD
Profit before tax	47,865,853	31,843,617
Tax at the applicable rate of 35%	16,753,049	11,145,266
<i>Tax effect of:</i>		
Income subject to 15% tax	(3,414,078)	(3,537,211)
Non allowable expenses	180,831	202,332
Unrealised DOE & FV movements	3,486,165	427,925
Income not subject to tax	(5,028)	(11,560)
Fair value movement in investment property subject to 10% & swaps	(14,305,151)	(5,322,134)
Capital allowances absorbed	-	(78)
Under accrual from prior years	56,252	-
Movement in deferred tax	3,112,315	1,253,478
Income tax expense for the year	5,864,355	4,158,018

Malta Freeport Corporation Limited
Notes to the Financial Statements
For the Year Ended 31st December 2025

10. Current income tax (continued)

Below is a reconciliation of the current tax payable:

	2025	2024
	USD	USD
Balance brought forward	(1,161,722)	(1,156,604)
Current tax:		
Malta corporate tax at 35%	(191,481)	(251,631)
Income tax at 15%	(2,560,559)	(2,652,909)
Tax payments:		
Tax at source on interest income and financial investments	1,009,908	1,110,469
Tax refunded	(1,635,615)	(125,616)
Settlement tax	1,542,440	1,537,322
Provisional tax	1,446,376	377,247
	(1,550,653)	(1,161,722)

11. Property, plant and equipment

	Plant & Machinery	Motor Vehicles	Assets under Construction	Total
	USD	USD	USD	USD
Cost				
As at 01 January 2025	7,570,457	31,481	4,955,620	12,557,558
Additions	62,140	-	7,477,701	7,539,841
As at 31 December 2025	7,632,597	31,481	12,433,321	20,097,399
Depreciation				
As at 01 January 2025	(2,898,688)	(31,481)	-	(2,930,169)
Depreciation charge for the year	(257,554)	-	-	(257,554)
As at 31 December 2025	(3,156,242)	(31,481)	-	(3,187,723)
Net Book Value				
As at 31 December 2025	4,476,355	-	12,433,321	16,909,676

As at 31 December 2025, the Company had an asset under construction amounting to USD 12,433,321 (2024: USD 4,955,620). This pertains to the construction costs incurred by the Company for projects being developed on its land, which are expected to be utilised by the tenants.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

11. Property, plant and equipment (continued)

	Plant & Machinery USD	Motor Vehicles USD	Assets under Construction USD	Total USD
Cost				
As at 01 January 2024	3,931,751	35,919	2,910,660	6,878,330
Additions	728,590	-	4,955,620	5,684,210
Disposals	(544)	(4,438)	-	(4,982)
Transfers	2,910,660	-	(2,910,660)	-
As at 31 December 2024	7,570,457	31,481	4,955,620	12,557,558
Depreciation				
As at 01 January 2024	(2,663,094)	(35,919)	-	(2,699,013)
Depreciation charge for the year	(235,594)	-	-	(235,594)
Depreciation released on disposal	-	4,438	-	4,438
As at 31 December 2024	(2,898,688)	(31,481)	-	(2,930,169)
Net Book Value				
As at 31 December 2024	4,671,769	-	4,955,620	9,627,389

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

12. Investment property

The fair value of the Company's investment property comprises of two components as follows:

	As at 1 January 2025 USD	Movement USD	As at 31 December 2025 USD
2025			
Investment property	453,138,234	35,516,486	488,654,720
Accrued income (i)	59,716,007	(75,534)	59,640,473
	512,854,241	35,440,952	548,295,193
	As at 1 January 2024 USD	Movement USD	As at 31 December 2024 USD
2024			
Investment property	440,924,530	12,213,704	453,138,234
Accrued income (i)	59,791,541	(75,534)	59,716,007
	500,716,071	12,138,170	512,854,241

- i. The accrued income component relates to the difference between the rental income for the period as agreed between the parties and the recognition of such rental income on a straight-line basis.

In October 2004, the Company leased out most of its investment property for a 30-year period. At that date a concession to operate both container terminals was granted for the same period. On 4 February 2008, the above agreement was amended, and the lease was subsequently extended to 35 years. By virtue of a deed of amendment the lease was revised for the five years commencing 5 October 2011. Furthermore, subject to certain irrevocable obligations, the lessee has the option to extend the lease by an additional period of 30 years, at rates already determined, at any time on/or before the date falling four years prior to expiry of the thirty-fifth year. On 19 August 2015, the lessee gave notice to the Company that it has satisfied the required obligations as per license agreement and therefore wanted to exercise the option to extend the lease for another 30 years and on 14 August 2017, the Company and the lessee signed an agreement to officially formalize the extension of the license and the lease for another 30 years.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

12. Investment property (continued)

The Company has other lease agreements for the remaining of its investment property as well as other revenue streams including revenue based on volume through-put income and security fees. The other lease agreements will expire between years 2035 to 2060. The effectivity of the leases is subject to the licenses granted by the Company to operate in the Freeport Zone.

The fair value of the Company's investment property was determined by management on the basis of:

- The present value of future net cash flows, that is the discounted value of future cash inflows from existing contractual agreements less the discounted value of future cash outflows, including operating cost and taxation; and
- The net present value of historic and contractual infrastructural and superstructure investments undertaken by operators for the benefit of the Company after the termination of the existing leases.

A key assumption underlying the valuation is the determination of an appropriate discount rate. A rate that ranges between 5.5% and 9.5% (2024: same) has been used in the valuation.

On the basis of these assessment, and after having taken account of any changes to future cash flows, the Company reported an increase in the value of the investment property of USD 35,440,952 (2024: increase of USD 12,138,170).

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The Company's fair value measurements are categorised as Level 3 since they are based on significant unobservable inputs. As described above the values were arrived at using discounted cash flows. The most significant unobservable data related to the discount rate factor used. The higher the discount rate the lower the fair value.

During the current year the Company has made no transfers between fair value levels.

Company as a lessor

Operating leases relating to the investment property owned by the Company are for varying lease terms. The lessees do not have the option to purchase the property at the expiry of the lease period. The income earned under the operation leases amounted to USD 10,337,678 (2024: USD 10,282,930).

13. Loans and receivables

This represents the outstanding consideration for the entire equity sold in 2004 of Malta Freeport Terminals Limited, which bears interest at 4% per annum and is repayable in 30 equal instalments.

	2025	2024
	USD	USD
Receivable from third party	29,966,476	33,090,842
Less: provision for expected losses	(80,909)	(75,883)
	29,885,567	33,014,959
Less: amounts recoverable within one year	(3,249,341)	(3,124,366)
Amounts recoverable after one year	26,636,226	29,890,593

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

14. Trade and other receivables

	2025	2024
	USD	USD
Trade receivables	302,451	1,344,624
Allowance for expected credit losses	(8,650)	(13,686)
	293,801	1,330,938
Prepayments and accrued income	1,402,219	861,249
Advance deposit	13,288	6,340
Other receivables	252,210	-
Amounts due from Government (Note 24)	696,110	314,931
	2,657,628	2,513,458

The amount due from Government is unsecured, interest free and has no fixed date of repayment.

15. Derivative instrument at fair value

	2025	2024
	USD	USD
<i>Derivative (liabilities) / assets</i>		
Cross-currency interest rate swap (note i.)	(298,562)	5,384,878
Cross-currency swap (note ii.)	(2,267,520)	2,009,510
	(2,566,082)	7,394,388
(Loss) / Gain on valuation of derivative instruments	(9,960,470)	3,903,085

- i. In January 2017, the company entered into a cross-currency interest rate swap with a counterparty, for the exchange interest at 7.25% of USD 250,000,000 Debenture Loan Stock to 6.426% of EUR 238,027,230. The agreement does not include the exchange of the principal amounts at the termination date of the swap. As disclosed in Note 7, the interest on this instrument is being borne by the Government of Malta. As the company reports in USD and the swap liability is in Euro, any exchange rate fluctuation exposure will crystallise on the maturity of the instrument in 2028 or before, subject to the option held by the counterparty. In 2004 and going forward, the Government of Malta has indemnified the Company for any losses that could arise from the interest rate differential on the cross-currency interest rate swap. Such a loss may only arise if the instrument is not held to maturity.

For the cross-currency interest rate swap, the Company on its part provided the counterparty with a cash collateral which balance as at 31 December 2025 amounted to USD 15,640,000 (2024: USD 15,640,000). The counterparty has an obligation to return the collateral upon termination of the swap. The counterparty has latitude in setting the amount of collateral required, depending on the mark-to-market valuation of the swap.

- ii. In November 2022, the Company engaged in a cross-currency swap agreement with a counterparty. Under the terms of this financial arrangement, the Company undertook to exchange the principal sum of \$35,332,480 for a corresponding amount of €32,000,000. This transaction was initiated to enable the Company to invest the €32,000,000 in euro-denominated notes, bearing an interest rate of 10%, with a maturity period of 5 years, and a redemption option exercisable after 4 years.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

15. Derivative instrument at fair value (continued)

In adherence to the agreement, the Company furnished the counterparty with a cash collateral, the balance of which, as of 31 December 2025, stood at \$10,000,000 (2024: \$10,000,000). This cash collateral is held by the counterparty, and it accrues interest at a rate of 2.5%.

This cross-currency swap represents a financial instrument employed by the Company to manage its currency exposure, diversify its investment portfolio, and optimise its capital allocation strategy.

16. Trade and other payables

	2025	2024
	USD	USD
Trade payables	315,218	211,017
Other payables	5,694,066	942,871
Accruals and deferred income (i)	8,507,068	5,639,145
Other accruals	1,245	2
	14,517,598	6,793,035

(i) During the year ended 31 December 2025, the Company received a grant of USD 2.0 million (2024: USD 2.7 million) in respect of the Onshore Power Supply (OPS) initiatives which have been recognised as deferred income and will be released to the profit and loss account once the asset is ready for use.

17. Bank overdrafts

The bank overdraft bears interest of 1.6% per annum over the 3-month EURIBOR rate and is secured with a guarantee given by the Government of Malta (Note 24). At 31 December 2025, the Company had available balance of USD 1,938,750 (2024: USD 1,714,185) under its committed bank overdraft facility. None of this balance was drawn as at 31 December 2025 (2025: none).

18. Other financial liabilities

	2025	2024
	USD	USD
7.25% USD Debenture Loan Stock 2028 (Notes 7 and 24)	250,000,000	250,000,000

19. Post-employment benefits

	2025	2024
	USD	USD
Balance as at 1 January	741,470	524,332
Settlements	(70,830)	(10,210)
Effect on translation to USD	94,396	(41,766)
Movement for the year	2,059	269,114
Balance as at 31 December	767,095	741,470
Less: amounts due for settlement within 12 months	-	-
Amounts due for settlement after 12 months	767,095	741,470

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

20. Share Capital

	2025 and 2024	
	Authorised USD	Issued and called up USD
2,976,128 ordinary shares of USD 1 each all of which have been issued and called up	2,976,128	2,976,128

21. Cash and cash equivalents

	2025 USD	2024 USD
Cash at bank and in hand	50,939,374	117,762,635
Allowance for expected credit losses	(181,402)	-
Cash and cash equivalents in the cash flow statement	50,757,972	117,762,635

Cash at bank earns interests at floating rates based on bank deposit rates. The interest rate on the bank overdraft is disclosed in Note 17.

As at 31 December 2025, an amount of USD 15,640,000 (2024: USD 15,640,000) disclosed as cash and cash equivalents is held as cash collateral in connection to the Company's cross-currency interest rate swap as described in Note 15. In addition, a further amount of USD 10,000,000 (2024: USD 10,000,000) disclosed as cash and cash equivalents is held as cash collateral in connection with the Company's currency interest rate swap as described in Note 15.

22. Financial investments

	2025 USD	2024 USD
Non-current		
10% senior non-preferred notes 2027	37,600,000	33,244,800
5% unsecured subordinated bonds 2030-2035	5,875,000	
	43,475,000	33,244,800
Current		
Fixed term deposits	77,762,500	-
Total financial investments	121,237,500	33,244,800

The Company held €32,000,000 senior non-preferred notes with a fair value of USD 37,600,000 as at 31 December 2025 (2024: USD 33,244,800). These senior non-preferred notes were rated as BBB (2024: BBB-). During 2025, the Company acquired 5% unsecured subordinated bonds with a fair value of USD 5,875,000 as at 31 December 2025. During the year, the Company also placed USD 77,762,500 in fixed-term deposits with maturity dates 18 June 2026 and 22 June 2026.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

23. Deferred tax

2025

Arising in temporary differences

Property, plant and equipment
Investment property
Accrued income
Provisions
Unabsorbed capital allowances

Opening Balance	Recognised in Profit or Loss	Closing Balance
USD	USD	USD
(305,956)	(51,125)	(357,081)
(45,313,822)	(3,551,649)	(48,865,471)
(8,957,401)	11,330	(8,946,071)
125,540	(29,982)	95,558
(164,903)	509,111	344,208
(54,616,542)	(3,112,315)	(57,728,857)

2024

Arising in temporary differences

Property, plant and equipment
Investment property
Accrued income
Provisions
Unabsorbed capital allowances

(316,913)	10,957	(305,956)
(44,092,452)	(1,221,370)	(45,313,822)
(8,968,731)	11,330	(8,957,401)
106,157	19,383	125,540
(91,125)	(73,778)	(164,903)
(53,363,064)	(1,253,478)	(54,616,542)

24. Related party disclosures

2025:

Key management personnel

Related Party Activity	Total Staff Costs	%
USD	USD	
135,292	4,020,841	3.36

2024:

Key management personnel

Related Party Activity	Total Staff Costs	%
USD	USD	
122,938	3,569,780	3.44

As highlighted in Note 2 to the financial statements, the Government of Malta is the Parent Company of Malta Freeport Corporation Limited.

The key management personnel expense refers to the remuneration of the Directors.

In the year under review the Company incurred interest of USD 18,225,694 (2024: USD 18,276,042) which, as illustrated in Note 7 was borne by the Government of Malta. The amounts owed to/from the Government of Malta are disclosed in Note 14. These amounts refer to recharges for the settlement of liabilities made by the Government on behalf of the Company and vice versa. These amounts are unsecured, interest free and have no fixed date of repayment. No guarantees have been given.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

24. Related party disclosures (continued)

As disclosed in Note 15, the Government of Malta has indemnified the Company for any losses that could arise from the interest rate differential and on any losses that could arise if the instrument is terminated before its maturity. The Government of Malta is also providing guarantees for the Company's debenture loan and overdrafts as illustrated in Notes 17 and 18.

25. Fair values on financial assets and financial liabilities

At 31 December 2025 and 2024, the carrying amounts of financial assets and financial liabilities that are not measured at fair value and that are classified with current assets and current liabilities respectively approximated their fair values due to the short-term maturities of these assets and liabilities.

Derivative financial instruments are measured at their fair values. The Company has two financial assets at fair value through profit or loss, consisting of cross-currency interest rate swaps. The fair value of the derivative instruments is disclosed in Note 15.

The fair value of the cross-currency interest rate swap represents the present value arising from interest rate differentials between the currencies on the respective nominal values translated at the appropriate exchange rate.

26. Financial risk management

The main risks arising from the Company's financial statements are credit risk, foreign currency risk, interest rate risk and liquidity risk.

Credit risk

The exposures to risk and the way risks arise, together with the Company's objectives, policies and processes for managing and measuring these risks are disclosed in more detail below.

Where possible, the Company 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.

Financial assets which potentially subject the Company to concentrations of credit risk consist principally of trade receivables, loans and receivables, and cash at bank.

Credit risk with respect to trade receivables is limited due to credit control procedures in place. Receivables are presented net of an allowance for doubtful debts. An allowance for doubtful debts is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The Company assesses the credit quality of its trade receivables by taking into account their financial standing and past experience. Management considers the credit quality of its trade receivables as being acceptable. These financial assets do not include any material balances with past default experience.

Credit risk with respect to the long-term receivable amounting to USD 29,966,476 (2024: USD 33,090,842) (disclosed in Note 13) is not deemed to be significant by the directors as there are no indicators that the party is not in a position to meet its obligations. This loan is also guaranteed by the counterparty's related party. Both the counterparty and the guarantor operate mainly in the shipping industry. Their credit risk currently stands at BB+ (2024: BB+).

Cash at bank is placed with reliable financial institutions. The majority of the Company's bank balances are placed with reputable banks.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

26. Financial risk management (continued)

The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Company's maximum exposure to credit risk.

Foreign currency risk

Foreign currency transactions arise when the Company buys or sells goods or services the price of which are denominated in a foreign currency, borrows or lends funds when the amounts payable or receivable are denominated in a foreign currency or acquires or disposes of assets, or incurs or settles liabilities, denominated in a foreign currency. Foreign currency transactions comprise of mainly transactions in Euro.

The Company is exposed to foreign exchange risk primarily on its monetary assets and liabilities, some of which are denominated in different currencies than the functional currency. The majority of the Company's future income streams are contracted for in USD whilst operating expenses are expected to be incurred in Euro.

In 2017 the company entered into a cross-currency interest rate swap with a counterparty, for the exchange interest at 7.25% of USD 250,000,000 Debenture Loan Stock to 6.426% of EUR 238,027,230 (Note 15).

As the Company reports in USD and the swap liability is in Euros, any exchange rate fluctuation exposure will crystallise on the maturity of the instrument in 2028 or before, subject to the option held by the counterparty.

Interest rate risk

The Company has issued debenture loans to finance its operations as disclosed in Notes 17 and 18 respectively. The interest rates thereon are disclosed accordingly. The Company has also entered into cross-currency interest rate swaps converting its USD fixed interest on its debenture loans to fixed interest denominated in Euro as disclosed in Note 15.

The Company earns interest on its long-term receivables and on its bank deposits as disclosed in Note 6.

As detailed in the notes to these financial statements, the interest payable on the 7.25% debenture loans and the net interest rate differential on the cross-currency interest rate swap is borne by the Government of Malta; thus, the effect on the Company's statement of comprehensive income is nil in respect thereof. As disclosed in Note 7, the Government of Malta has indemnified the Company for any losses that could arise from the interest rate differential on the cross-currency interest rate swap. Such a loss may only arise if the instrument is not held to maturity. The Company is not exposed to fair value risk on other financial instruments carrying a fixed rate of interest since these are carried at amortised cost. The Company is exposed to cash flow interest rate risk on financial instruments carrying a floating rate of interest.

Management monitors the movement in interest rates and, where possible, reacts to material movements in such rates by adjusting its selling prices or by restructuring its financing structure.

Sensitivity analysis

For financial instruments held or issued, the Company has used a sensitivity analysis technique that measures the change in the fair value and cash flows of the Company's financial instruments at the reporting date for hypothetical changes in the relevant market risk variables. The amounts generated from the sensitivity analysis are forward-looking estimates of market risk assuming certain market conditions. Actual results in the future may differ materially from those projected results due to the inherent uncertainty of global financial markets.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

26. Financial risk management (continued)

Sensitivity analysis (continued)

The estimated change in cash flows solely in relation to the cash at bank and the debenture loan stock for changes in market interest rates are based on an instantaneous increase or decrease of 100 basis points at the reporting date, with all other variables remaining constant.

The estimated change in cash flows solely in relation to the swap for changes in the EUR/USD exchange rate is based on an instantaneous increase or decrease of 1 per cent in EUR, with all other variables remaining constant.

The sensitivity of the relevant risk variables, on an after-tax basis is as follows:

	Profit and loss sensitivity	
	2025	2024
	USD	USD
Market interest rates – cash flows	+/- 723k	+/- 709k
EUR/USD exchange rates	+/- 429k	+/- 302k

Liquidity risk

The Company monitors and manages its risk to a shortage of funds by monitoring forecast and actual cash flows.

In January 2017, the Company entered into a cross-currency interest rate swap with a counterparty, for the exchange of interest at 7.25% of USD 250,000,000 Debenture Loan Stock to 6.426% of EUR 238,027,230 (Note 15). The agreement does not include the exchange of the principal amounts at the termination date of the swap. As disclosed in Note 7, the interest on this instrument is being borne by the Government of Malta.

The following maturity analysis for financial liabilities shows the remaining contractual maturities using the contractual undiscounted cash flows on the basis of the earliest date on which the Company can be required to pay. The analysis includes both interest (to the extent that these are not borne by the Government of Malta as stipulated above) and principal cash flows.

Capital risk 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 capital structure of the Company consists of items presented within equity in the statement of financial position.

The Company's directors manage the Company's capital structure and make adjustments to it, in light of changes in economic conditions. The capital structure is reviewed on an ongoing basis. Based on recommendations of the directors, the Company balances its overall capital structure through the payments of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

The Company's overall strategy remains unchanged from the prior year.

Malta Freeport Corporation Limited
Notes to the Financial Statements (continued)
For the Year Ended 31st December 2025

27. Distribution made and proposed

	2025	2024
	USD	USD
<i>Cash dividends declared and paid</i>		
Final cash dividend for 2025: USD 0.395 per share (2024 USD 0.373 per share)	1,176,200	1,109,400

Proposed dividends on ordinary shares are subject to approval at the annual general meeting and are not recognised as a liability as at 31 December 2025.

28. Post Balance Sheet Events

There were no subsequent events which would require an adjustment or disclosure in the financial statements of the Company.

29. Capital commitments

As at 31 December 2025, the Company had capital and other expenditure contracted but not yet provided for in the financial statements of €29.7 million (2024: €33.9 million). This commitment includes a total amount of €9.2 million, which will be Co-financed by the European Union. The Company also has capital and other expenditure authorised but not yet contracted for amounting to €24.4 million. This commitment includes a total amount of €12.35 million, which will be Co-financed by the European Union.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Malta Freeport Corporation Limited

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of Malta Freeport Corporation Limited (the "Company"), set out on pages 8 to 40 which comprise the statement of financial position as at 31 December 2025, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including the material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give 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 year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and have been prepared in accordance with the requirements of the Companies Act, Cap. 386 of the Laws of Malta (the "Companies Act").

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 in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the financial statements section of our report including in relation to these matters. Accordingly, our audit included in the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. These results of our audit procedures, including the procedures performed to address the matter below, provide the basis of our audit opinion on the accompanying financial statements.

Valuation of Investment property

The investment property represents a significant part of the Company's total assets (71%) and is valued at fair value which amounted to \$548 million as at 31 December 2025.

Management is determining fair value of its investment property on an annual basis. The fair value is determined on the basis of the present value of future net cash flows, this is the discounted value of future cash inflows from existing contractual agreements less the discounted value of future cash outflows, including operation costs and taxation, and the net present value of historic and contractual infrastructural and superstructure investments undertaken by operators for the benefit of the Company after the termination of the existing leases. The valuation is highly sensitive to key assumptions used in the valuation.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Malta Freeport Corporation Limited

Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon other than our reporting on other legal and regulatory requirements.

In connection with our audit of the financial statements, our responsibility is to read the other information 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.

Responsibilities of the Directors for the financial statements

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRSs as adopted by the EU, are properly prepared in accordance with the provisions of the Companies Act, and for 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.

In preparing the financial statements, the directors are responsible for assessing the Company'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 or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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 opinion. 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.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Malta Freeport Corporation Limited

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism 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 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 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 auditors' report. However, future events or conditions may cause the Company to cease 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.

We communicate with the directors 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.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Malta Freeport Corporation Limited

Report on Other Legal and Regulatory Requirements***Directors' Report***

We are required to express an opinion as to whether the Directors' report has been prepared in accordance with the applicable legal requirements. In our opinion the Directors' report has been prepared in accordance with the Companies Act.

In addition, in the light of the knowledge and understanding of the Company and their environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Directors' report. We have nothing to report in this regard.

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

Pursuant to the Malta Freeports Act (Cap. 334) and the Companies Act, we are also required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit.
- Adequate accounting records have not been kept, or that 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.

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

The principal in charge of the audit resulting in this independent auditor's report is Mr George Mangion for and on behalf of:



PKF Malta Limited
Registered Auditor
15, Level 3, Mannarino Road
Birkirkara BKR 9080
Malta

16th September 2026

**The Schedules and Appendices on the pages that follow do not form part of
the financial statements**

Malta Freeport Corporation Limited
Detailed Income Statement
For the Year Ended 31st December 2025

	2025	2024
	USD	USD
Rental income	10,337,678	10,282,930
Other income	441,189	418,413
Royalties	656,496	662,734
Security fees	1,842,709	1,680,789
	13,278,072	13,044,866
Staff costs	(4,020,841)	(3,569,780)
Other administrative expenses	(864,057)	(766,685)
	8,393,174	8,708,401

Malta Freeport Corporation Limited
Staff Costs and Administrative Expenses
For the year ended 31st December 2025

	2025	2024
	USD	USD
Staff costs		
Directors' emoluments	135,292	122,938
Wages and salaries	3,885,549	3,446,842
	<u>4,020,841</u>	<u>3,569,780</u>
 Other administrative expenses		
Audit fee	5,650	4,851
Depreciation	257,554	231,156
Insurance	104,830	94,519
Motor vehicles expenses	91,638	82,767
Professional fees	141,100	146,577
Promotional and travelling	86,537	44,999
Repairs and maintenance	45,297	20,842
Staff costs including cleaning and training	37,766	51,684
Stationery and printing	22,030	18,442
Sundry expenses	21,974	10,990
Telecommunication expenses	6,299	7,433
Bank charges	42,829	35,216
Water and electricity	553	17,209
	<u>864,057</u>	<u>766,685</u>